B.3 Governing Body

La Tierra Community School's Governing Board shall not be less than five (5) or more than seven (7) Directors. Each Director shall serve for a two (2) year term and until a successor is elected. A Director whose term has expired may be elected to a succeeding term. The Governing Board members shall serve at least two years following the opening of the school. Individuals serving on the Board of Directors may be elected to succeed themselves.

La Tierra Community School's Board meetings are open to the public. Meetings are scheduled and posted at the school and on the school's website where patrons may sign up for email notification. LTCS's board will comply with all open meeting laws and will rely on the expertise of the members who have served on many corporate and school boards to ensure compliance.

The Governing Board shall have at least one Director from the non-profit Corporate Board as a member, appointed to the LTCS Governing Board by a majority vote of the Corporate Board. All other members of the LTCS Governing Board shall be elected by a majority vote of the member of the LTCS Governing Board at any regular or special meeting of the LTCS Governing Board.

LTCS seeks dedicated individuals who will advance the mission of the school and have extensive experience in education, business, financial, and/or legal matters.

Procedure for Replacing Members

Any vacancy on the LTCS Governing Board occurring by reason of an increase in the number of Board members shall be filled by a majority vote cast at any regular or special meeting of the Board. In the event any LTCS Governing Board member is no longer willing or capable of serving, is disqualified or removed from office, or otherwise must vacate the office, a majority vote of the remaining members may elect a new Board member to fill the unexpired portion.

Removal and Resignation

Any Governing Board member may resign at any time by giving 30 days prior written notice to the Secretary of the Board, although the Board may waive the 30-day period for good cause.

Any Governing Board member (excepting the Corporate Board member) may be removed from the LTCS Governing Board, with or without cause, at any time by a resolution and vote of a majority of members. The Board member being removed must abstain from the vote due to the inherent conflict of interest, but may be included when determining a quorum.

Cause for removal shall include, without limitations: gross negligence in the performance of duties; intentional or knowing failure to perform duties; malfeasance or misfeasance; knowing fraud or misrepresentation; violation of the conflict of interest or

Code of Ethics; an arrest, conviction, or a plea of no contest to a crime (beyond minor traffic offense).

Board Member's Code of Conduct

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

1. Members must have loyalty to the founding mission and vision and avoid conflicts caused by loyalties to staff, other organizations, and any personal interests.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
    a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvement with other organizations, with vendors, or any associations that might be or might reasonably be seen as being in conflict.
    b. When the board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall abstain without comment, from not only the vote but also from deliberation.
    c. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. Any board member applying for employment must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
    a. Members' interaction with the Director/Principal or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
    b. Members' interaction with public, press or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
    c. Except for participation in board deliberation about whether reasonable interpretation of board policy has been achieved by the Director/Principal, members will not express individual judgments of performance of employees of the school.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation

Roles and responsibilities of all Board members include, but are not limited to:

- Protect the legal interests of La Tierra Community School
- Determine school policy
- Exercise sound legal and ethical practices and policies
- Manage liabilities wisely
- Advocate good external relations with the community, school districts, media, neighbors, parents, and students
- Hire and evaluate the Director
- Practice strategic planning

- Ensure adequate resources
- Manage school resources effectively
- Assess the organization's performance

YEARLY OBLIGATIONS
The following items must be approved yearly by the Board:

- Discipline Policy
- Safe Schools Policy
- Family/Student Handbook
- Curriculum Guides
- Budgets
- Operations Manuals
- Technology Plans
- Fee Schedules
- Enrichment/Extra Curricular Programs
- Fundraising Plans
- Evaluation of Director's performance

Unity of Control
Only decisions of the full Board acting as an entity are binding on the Director.
Accordingly:

1. Decisions or instructions of individual Board members, officers and committees are not binding on the Director except in rare instances when the Board has specifically delegated such exercise of authority.
2. In the case of Board members or committees requesting information or assistance without official Board authorization, the Director may refuse such requests that, in the Director's opinion, require a material amount of staff time or resources or that are disruptive or unreasonable.

Accountability of the Director
The Director is the Board's only link to the operational organization. All authority over and accountability of staff is considered to be the responsibility of the Director.
Accordingly:

1. The Board will never give direction to persons who report directly or indirectly to the Director.
2. The Board will not formally evaluate any staff member other than the Director.
3. Except as required by law, the Board will not participate in decisions or actions involving the hiring, evaluating, disciplining or dismissal of any employee other than the Director.

Delegation to the Director
The Board will instruct the Director through written policies that prescribe the organizational ends to be achieved and describe organizational conditions and actions to be avoided. The Board will support any reasonable interpretation of those policies by the Director.
Accordingly:

1. The Board will develop policies instructing the Director to achieve defined end results for identified recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies.

2. The Board will develop policies which limit the latitude the Director may exercise in choosing the organizational means to achieve the ends. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Expectations policies.

3. As long as the Director uses any reasonable interpretation of the Board's Ends and Executive Expectations policies, the Director is authorized to establish all further policies, make all decisions, establish all practices and develop all activities the Director deems appropriate to achieve the Board's Ends policies. The Director is not authorized to commit the Board to any course of action in areas reserved for the Board.

4. The Board may change its Ends and Executive Expectations policies at any time, thereby shifting the boundary between Board and Director domains. By doing so, the Board changes the latitude of choice given to the Director. However, as long as any Board-specified delegation of authority is in place, the Board will respect and support any reasonable interpretation of its policies, even though Director choices may not be the choices the Board or its members may have made.

Global Executive Constraint
The Director shall not cause or allow any practice, activity, decision or organizational condition which is known or should be known by the Director to be unlawful, unethical, unsafe, disrespectful, imprudent or in violation of Board policy.

Governing Board member recruitment and development

LTCS seeks dedicated individuals who will advance the mission of the school and have extensive experience in education, business, financial, and/or legal matters.

Board Membership Requirements

- Board size for most optimum work is 7 members
- No two members of the board may be related
- Terms of office shall be two years, with staggered membership terms
- The Director, staff members, and students shall be non-voting members
- Board members should not financially benefit or engage in business transactions with the school

Board members establish group norms – or a working agreement. These are statement of what board members need from themselves and each other to be an effective board.

Board meetings include assignments for: time-keeper (and agenda items have time limits) and an evaluator (gives feedback – both on-going and summative) about the board's work and adhering to the board meeting norms.

When a board member is called by a parent or community member with a notice or complaint about a teacher or classroom incident - the first question by the board member should be "Have you talked with the teacher?" Next, "Talk with the Director?" Last step – Invite the person to come to a board meeting.

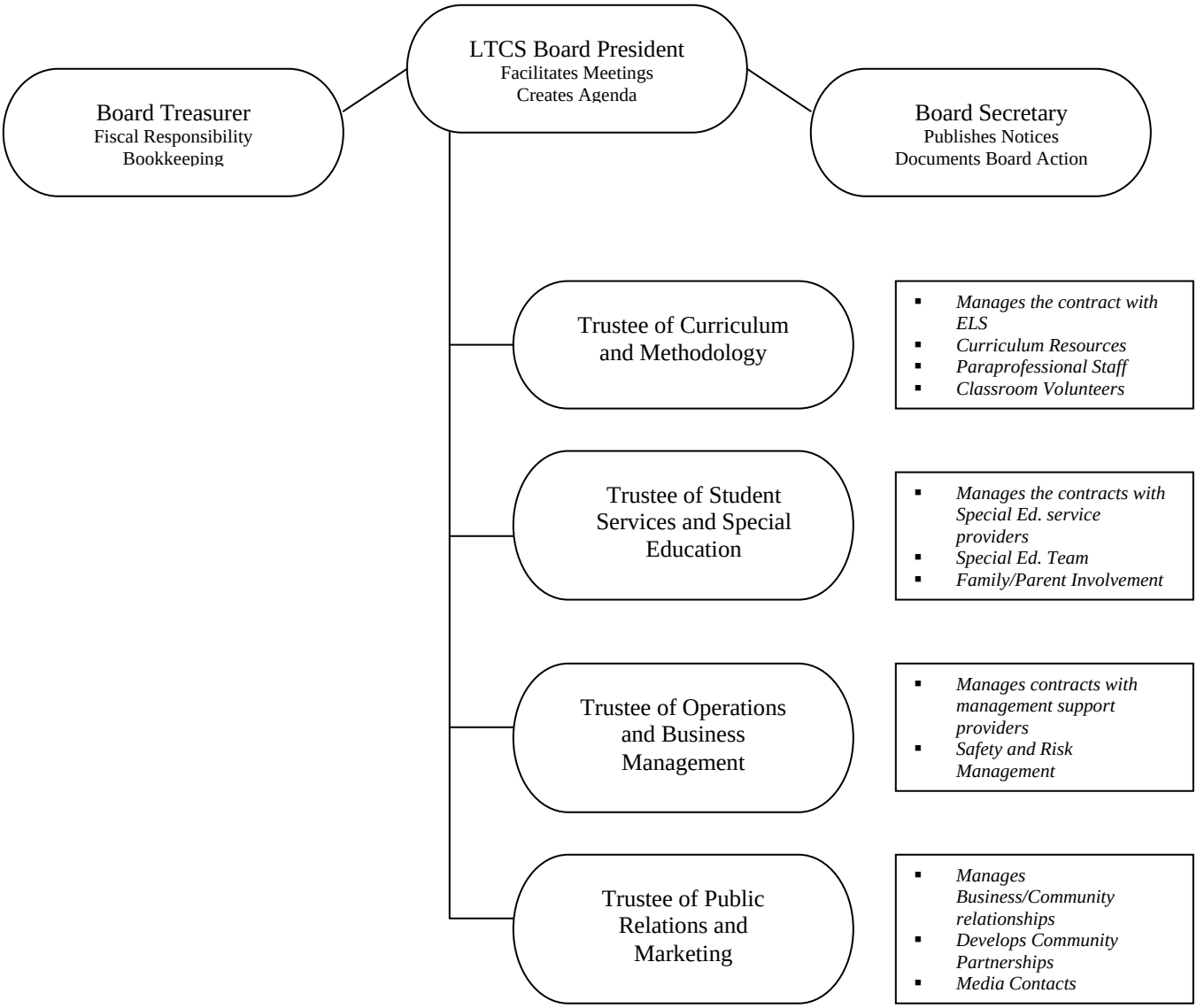
No board member shall give directions, reprimands, or criticism to any staff member, including the director, unless requested by action of the board.

Individual board members don't convey "board expectations" to staff or the director. These tend to be unclear, incomplete, and a mixture of board expectations and personal bias. It is up to the Director to supervise staff and implement board policy.

Communication with the Director concerning board policy may take place at a board meeting (in executive session if a personnel issue is being discussed), through an executive committee of the board (2 or more members – but not a quorum) meeting with the director, or through written communication from the board.

Expeditionary Learning Schools has the capacity to provide Governing Board training and development. On-going board development will be an agenda item for each meeting (approximately 30 minutes). Topics may include finances, student assessment data, strategic planning, curriculum, school improvement, etc.).

Board Members

At this time, LTCS is compiling a list of names for board membership. Both David DenHartog and Anita Fernández will serve on the school board representing Expeditionary Learning Schools and Prescott College. Ideally, board membership will also include 1-2 parents who bring expertise either in real estate or finance, and 2-3 community members. To date, possible board members from the community include former principals, an English Language Learner Specialist, a real estate agent and local teachers. *See organizational chart below for sample roles on a 7-person board.*

La Tierra Community School Governing Body