B.2 Governing Body _____

A. Governing Board Responsibilities

Per **ARS § 15-183.E.8,** the Governing Board ("Board") is responsible for the policy decisions of the charter school. The Board holds the charter and is legally and ethically responsible for the school's academic and organizational success and financial health. Comprehensively and as a policy-making body, the board is responsible for all governance issues. Upon authorization, the Board will govern according to the Bylaws submitted with this charter application, and will comply with all components of Open Meeting Law.

Specifically, the Governing Board will oversee:

a) **Mission, policy and strategic planning -** Articulate and ensure alignment with the school's mission, vision and charter, create and update policy related to the mission and governance, set the strategic direction and review progress against articulated goals over time
b) **Financial oversight -** Ensure the school's financial health, review and approve the annual budget and ensure adherence to it, participate in fundraising and help secure external funding sources as needed
c) **Legal and regulatory compliance -** Ensure compliance with all laws and regulations and review compliance on a regular basis, ensure filing of all legal and regulatory documents
d) **Executive Director oversight -** Select, manage, support, and evaluate the Executive Director who will be responsible for the school's day-to-day management, evaluate the Executive Director regularly based on agreed-upon, clearly outlined performance criteria, set Executive Director compensation annually, offer guidance and support
e) **Promotion and accountability to the public -** Promote the school to the public, expand the school's networks and relationships, respond to community and stakeholder concerns, and participate actively in the South Phoenix neighborhood.

To ensure oversight of each of these specific areas, the Board elects a Chair, Vice Chair, Treasurer and Secretary, and establishes standing committees including, but not limited to, Governance, Finance, Academic Achievement, and Development Committees. The Board is responsible for governance issues; school leadership is responsible for daily management of the school. The Board will oversee the financial and academic health of the organization through the use of detailed dashboards that present key data on a monthly basis, and will work closely with management through its committee structure.

The Governing Board will consist of a minimum of three (3) and no more than fifteen (15) members[1]. The board will maintain an odd number for voting purposes.

A majority vote of those present at a Board meeting will constitute action by the Board. The Board may not act unless a quorum of the Directors is present. In drafting and approving school policies, the Governing Board will adhere to the following decision-making process: conduct Board level discussion; assign member to draft policy; write first draft of policy; and present policy to Board for approval.

Vista College Prep will implement financial policies and practices to ensure the long-term viability of the school, including maintaining a balanced budget and conducting an annual audit of financial statements. The Board will create and maintain a comprehensive budgeting process and a system of fiscal checks and

[1] [1] While Vista College Prep's Bylaws reference a minimum of three, upon authorization, the Governing Board will create a policy that requires a minimum of 7.

balances. As one of the standing committees of the Board, the Finance Committee will work closely with the school's Executive Director to develop and execute responsible fiscal policies and practices. Every month, the Finance Committee will report to the Board on the financial health of the school.

Governing Board Officer Descriptions

Vista College Prep's Governing Board will consist of a minimum of three and no more than fifteen voting members.[2] The **Chair of the Board** is the head of the Governing Board. The responsibilities of this position include:

- Presiding over and leading all meetings of the Governing Board
- Working closely with the Executive Director and establishing board agendas
- Communicating regularly with the Executive Director, committee chairs, and Board members
- Disseminating important information to other Board members as needed
- Serving as *ex officio* member of all board committees
- Facilitating the appointment of committee chairs
- Assisting in development and facilitation of committee work
- Reviewing strategies and priorities, both operational and organizational
- Supervising the effectiveness of officers, board governance, and vacant board positions
- Cultivating future leadership for the board

The **Vice Chair of the Board** serves as the Board Chair in the event that the Chair is absent.

The **Treasurer of the Board** leads the financial oversight of the Board. These responsibilities include:

- Chairing the Finance Committee
- Working closely with the Executive Director to help prepare the annual budget
- Ensuring the school is in compliance with federal, state, and district mandatory reporting requirements as well as all other financial reporting requirements
- Working with staff to make all financial records available if requested by entitled organizations or persons
- Working with the Board Chair and Executive Director to ensure financial records are accurate and updated
- Reviewing monthly budget and financial statements
- Providing a recommendation for external auditors and accountants after thorough vetting
- Ensuring that all financial reports are prepared accurately and on time
- Reporting regularly to the Governing Board on the financial position of the school and facilitates board understanding of the financial health of the organization

The **Secretary of the Board** is responsible for all records. These responsibilities include:

- Recording official minutes of all meetings of the Governing Board. These minutes will include the date, location, beginning and ending times, type of meeting, method of arranging and providing notification of the meeting, board attendance, and meeting proceedings.
- Certifying and retaining both electronic and hard copies of the most current bylaws
- Retaining copies of agendas and minutes of all meetings of the Governing Board, including committee meetings and makes these materials available at the school's main office

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2 [2] While Vista College Prep's Bylaws reference a minimum of three, upon authorization, the Governing Board will create a policy that requires a minimum of 7.

- Providing all notices and documents of meetings or otherwise, as described in the bylaws or required by law

Governing Board Committees

The Board of Directors will have several standing committees dedicated to the performance and governance oversight of the school. Additional committees may be added as needed through the formal resolution process by the Board of Directors. The initial committees of the Board of Directors may include:

- **Governance:** This committee is responsible for maintaining and growing the strength of the composition of the Board. The committee will be responsible for developing an objective protocol and set of tools to evaluate the strength of the Board and provide professional development opportunities to Board members, as needed. Should a Board position become vacant or in need of a specific field to be represented, the Governance Committee will be responsible for the identification, recruitment, nomination, verification, and training of all new members. Ideal fields of expertise represented on this committee include management, human resources, school leadership, and prior successful board membership.

- **Finance***:* This committee is responsible for overseeing the financial management and viability of the school. In doing so, the committee will work closely with the Board Chair, Executive Director, and Manager of Business and Operations. The Finance Committee will review cash flow and budget statements on a monthly basis, prepare financial reports as needed, present financial materials to the Governing Board, and lead the process for hiring the school‘s auditor in conjunction with the Board Chair. Ideal fields of expertise represented on this committee include finance, consulting, accounting, and business ownership.

- **Academic Achievement***:* This committee is responsible for reviewing the academic progress of the school with the Executive Director in order to evaluate the student performance outcomes of the school. The committee will determine if the school is meeting accountability goals and expected academic progress based on understood benchmark goals, both internal and external. The conclusions of this committee will factor into the review of the Executive Director. Ideal fields of expertise represented on this committee include consulting, school leadership, and law.

- **Development:** This committee is responsible for working with the Executive Director to establish fundraising strategies, increase public awareness about the school, develop stronger partnerships with key political, financial, and business allies, and develop marketing materials. Ideal fields of expertise represented on this committee include finance, consulting, marketing, public relations, advertising, prior board experience, fund development, campaign or political management experience, and human resources.

B. Governing Board Composition

As stated in section B.1 and the Corporate Bylaws, the Board of Directors of Vista College Preparatory, Inc. serves as the governing body for Vista College Prep and, therefore, is referred to as the Governing Board (“the Board”). Currently there are six members of the Governing Board (brief description listed below – full names and background listed in **Section B.1**) with a minimum of three (3) and maximum of

fifteen (15) members[3] as outlined in Vista College Prep's Bylaws. The Governing Board will aim to maintain an odd number of members for voting purposes.

Upon authorization and confirmation, the Governance Committee of the Board will continue networking intensely to ensure that the new Board members will contribute additional perspectives and networks. As part of the preparation for that period of expansion of the Governing Board, the proposed Executive Director and Founding Board Members have continued meeting with community members and supporters of Vista College Prep. These meetings have helped gauge the prospects of potential board members and have been a way to connect to other potential board members and supporters. During this period of Board expansion, it is particularly important to us to have strong representation from community leaders, including local businesses and community members. We value the important role community plays in the health of our school and embrace expanding our board to include community partners.

The Governing Board is comprised of all Board Members and the Executive Director as a non-voting *ex officio* member. In this role, the Executive Director serves as the liaison from management to governance and reports on the health of the school's day-to-day operations including presenting a comprehensive academic and financial dashboard. The academic dashboard provides the board with a monthly snapshot of student academic performance, average daily attendance, and school-wide goals. The Executive Director, working with the Treasurer, also presents a monthly financial dashboard that outlines a 90 day budget projection, analysis of budget to actuals, key revenue sources and key expenditures.

Current Voting Governing Board Members

Charles Mitchell, CEO - All About People (Proposed Board Chair)
Cassie Hilpman Breecher, Director of Alumni Affairs – TFA (Proposed Board Vice Chair)
Kelly McManus, Director of Policy – Stand For Children (Proposed Board Secretary)
Katherine Cecala, COO - Valley of the Sun United Way (Proposed Board Treasurer)
Christopher Dang, Attorney – Quarles and Brady (Proposed Board Member).
Dawn Kennedy, ED - Brophy Community Foundation, ret. (Proposed Board Member).

Non-Voting Ex Officio Board Member

Julia Meyerson, Lead Founder (Proposed Executive Director)

C. Process for Filling Vacancies

Vista College Prep requires a Board composed of three to fifteen individuals who possess areas of expertise in law, real estate/facilities, finance, accounting, marketing/public relations, development, governance, education, community work, human resources and strategic planning. Some individuals may encompass several areas of expertise, and the ultimate goal is that the Board as a full body demonstrates a mix of talents and perspectives that will ensure Vista College Prep is a strong and healthy organization.

Currently, we are in a fortunate position in that the Vista College Prep Governing Board represents the majority of these skills. As stated above, the Governing Board will use the extensive community, business, and non-profit outreach that has occurred beginning in August 2011 (and will continue through January 2013 and beyond) to begin identifying additional excellent candidates upon authorization.

[3] While Vista College Prep's Bylaws reference a minimum of three, upon authorization, the Governing Board will create a policy that requires a minimum of 7.

Additionally, a vacancy will need to be filled if a Board Member decides to end his/her term early or is removed based on the attendance policy as defined by the Board upon authorization.

The Governing Board uses the following criteria to identify potential board candidates: (1) expertise aligned with needs - strategic planning, senior management, accounting or finance, fundraising, law, marketing/PR, governance, facilities, education or community; (2) belief in charter schools and in Vista College Prep's philosophy and approach; (3) passion for and commitment to youth and education in South Phoenix; (4) availability and time to participate fully in the board role; (5) familiarity with or interest in the community; (6) access to personal networks capable of assisting Vista College Prep's development; (7) ability to work well in groups and to put group goals before personal agenda; and (8) addition of diversity to board as defined by age, race, socioeconomic background, gender.

Once a candidate is identified, a current member (led primarily through the Governance Committee) makes contact to set up a first interview. If the first interview goes well, the Board candidate is invited back for a second meeting with school leadership and member(s) of the Governance Committee, as well as sitting in on a Board meeting. The candidate is provided with relevant documents to review prior to recommendation for membership to the Board for a vote. Once approved, new members receive a welcome packet and complete required documents, i.e. Conflict of Interest and other relevant forms.

To date, Vista College Prep has identified Irene Carroll as an additional director to serve on the Governing Board.[4] Currently, we are awaiting her Fingerprint Clearance Card. Ms. Carroll brings an outstanding background in real estate development, accounting and charter school financing.

Irene Carroll, Principal – Funding the Gap

Irene Carroll is co-founder and principal of Funding the Gap, LLC. Her extensive and successful business background coupled with her philanthropic passion and experience give her a unique advantage in helping charter schools obtain necessary funding as well as the short and long term planning they need to compete and succeed. As Senior Director for Land Advisors Capital, Ms. Carroll has been responsible for business development with a particular focus on homebuilders and developers in the Southwest. She brings a valuable combination of 20+ years of management, construction design and planning, and financing expertise to Funding the Gap. As former Vice President at DMB Associates and General Manager for Marley Park, a 1,000 acre master-planned community, she had complete financial responsibility for large-scale projects making her uniquely knowledgeable in marketing and exit strategies on the builder, developer, and capital sides of a transaction. Ms. Carroll's philanthropic endeavors exemplify a love for advancing the lives of those who might otherwise be overlooked. She serves on the Board of Rancho Feliz Charitable Foundation where she mentors young women and girls. Further, she has served as Project Manager for a decade-long undertaking in Agua Prieta, Mexico overseeing the design of an entire housing community complete with education and child care facilities. Ms. Carroll obtained a BS in Accounting from the University of Texas at El Paso, is a Certified Public Accountant, and a proud alumnus of the Honorary Commander Program at Luke Air Force Base in Arizona. Ms. Carroll will bring strong leadership in charter school financing, real estate development, and accounting to the Governing Board of Vista College Prep.

[4] Ms. Carroll is listed under "other" under the school governing body on the title page.