B.2 Governing Body

The corporate Board of Directors of Western School of Science and Technology, Inc. will be the Board of Directors of Western School of Science and Technology: A Challenge Foundation Academy ("Western Tech: CFA") The Board of Directors will be referred to as the "Governing Board" or "Board", and the Governing Board members as "Members". It is the intent of the Board of Western Tech: CFA to be directly involved with the planning year as well as operational years of the school.

A. Governing Board Responsibilities

The Board will adhere to ARS §15-183(E)(8) with regard to policy to ensure safe and successful school operation. It will be the role of the Board to support the mission of the school as stated in the school charter through lawful governance. The Board shall have all of the duties and powers required or permitted by applicable law. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board.

The Governing Board of Western Tech: CFA will serve four principal roles, clearly defined below:

- *Governor*: The Governing Board will fulfill the governance functions of the school. These responsibilities will include, but are not limited to, the following:
    - Establish, approve, and evaluate progress towards the mission.
    - Hire, evaluate and support the School Director who understands and buys into the school's mission, vision, and values.
    - Approve all school policies
    - Align policies and school resources to the mission statement.
    - Approve curricular framework and Academic Program alignment with mission statement and appropriateness for all students.
    - Approve annual budget, make changes as needed, set fiscal and risk-management policies, and set internal controls by monitoring finances.
    - Review annual audit.
    - Sign off on major expenditures.
    - Ensure that insurance is in place.
    - Approve adequate staffing plan to fulfill Academic Program, including personnel policies
    - Monitor recruitment, hiring, and teacher retention.
    - Hear teacher and parent complains not resolved by leadership.
    - Approve discipline policies and make expulsion decisions.
    - Review and sign facilities contracts.
    - Approve parent relations policies and collect input from parents.
    - Review and approve charter renewal application.
    - Set strategic plan goals and measures and monitor progress towards goals.
- *Ambassador*: The Governing Board shall reach out to the community and speak with one voice. The following functions relate to this role:
    - Speak to the media regarding the school's achievements, when necessary.
    - Approve public annual reports.
    - Hold meetings open to the public, pursuant to statute.

    - Advocate and represent the school and the larger charter movement to family, friends, fundraisers, and other potential stakeholders or community partners.
- *Sponsor*: The Governing Board shall give of its time, talent, or treasure to ensure that the school has the resources it needs to fulfill its mission. This will entail that Board members:
    - Donate personal gifts, or accumulation of others' gifts, to the best of one's ability.
    - Fundraise by approving fundraising plan and cultivating donors.
- *Consultant*: The Governing Board shall be comprised of diverse, competent members who shall use their skills and expertise on behalf of the organization. Members will:
    - Serve actively on a committee.
    - Donate time and talents to the best of one's ability to support the school.

Governing Board General Practices

The Governing Board shall make decisions pursuant to the Bylaws of the corporation. A simple majority of the Board, in attendance either in person or telephonically, will constitute a quorum. A simple majority of those present will constitute action by the Board. The Board shall at all times ensure compliance with the Arizona Open Meeting Law.

Governing Board Officer Descriptions

The officers of the Board shall comprise a President, Vice President, Treasurer, and Secretary. Officers shall be elected yearly by a simple majority vote.

- **President** shall call and preside at all meetings of the Board of Directors, shall be, ex officio, a voting member of all committees of the Board of Directors, and shall be the liaison between the School Director and the Board of Directors.
- **Vice President** shall serve in the absence of the President or in the event of the President's death or inability or refusal to act.
- **Treasurer** shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee, if there is a Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.
- **Secretary** shall: (a) keep the minutes of the Board of Directors' meetings; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the School if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the School is affixed to all documents the execution of which on behalf of the School under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Governing Board Committees

The initial committees of the Governing Board may include Governance, Finance, Academics, Development, and any other ad hoc committees such as the Governing Board may establish.

- **Governance** shall be responsible for building the capacity of the Governing Board by recruiting potential members and developing the entire Board, which also includes conducting the Board performance evaluation.
- **Finance** shall be responsible for the financial stewardship of Western Tech: CFA.
- **Academics** will monitor the establishment and maintenance of Western Tech: CFA's mission-aligned curriculum, instruction, assessment, and professional development systems; the primary focus will be on monitoring academic achievement goals and being critically analyzing the rigor and effectiveness of the overall instructional program.
- **Development** will ensure that Western Tech: CFA has the requisite financial resources to support its mission-aligned programs.

B. Governing Board Composition

The corporate board of Western School of Science and Technology, Inc. will serve as the Governing Board of Western Tech: CFA. The composition is therefore, identical. The Governing Board shall be self-perpetuating. It shall recruit and determine its own membership. However, per TeamCFA guidelines, at least two Governing Board members will be representatives of TeamCFA. They may overlap with any of the qualifications or ideal skill sets outlined below. Further, the School Director shall serve as a nonvoting *ex officio* member of the Governing Board.

The Governing Board shall consist of no less than three (3) and no more than fifteen (15) members. Directors shall be classified with respect to the time for which they shall hold office by dividing them into two (2) classes, each class to consist of, as nearly as possible, an equal number of directors. The directors of the first class shall hold office for an initial term of one (1) year and the directors of the second class for an initial term of two (2) years. At the close of each annual meeting of this School, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. In the event of an increase in the number of directors, the remaining directors shall assign the newly created directorship(s) to the appropriate class or classes so that the two (2) classes shall continue to consist of, as nearly as possible, an equal number of directors. Any Director who has served for two (2) consecutive full terms shall be ineligible for re-election for a period of one (1) year immediately following the expiration of the second full term.

The Board will, as far as is practicable, maintain an odd number for voting purposes.

A simple majority of the Board, in attendance either in person or telephonically, will constitute a quorum. A simple majority of those present will constitute action by the Board.

The Board shall at all times ensure compliance with the Arizona Open Meeting Law.

Qualifications

The most important qualifications for Governing Board members shall be the following:

- Able to legally serve on an Arizona Charter School Governing Board, per statute.
- Able to commit one's time to serve as a Governor, Ambassador, Sponsor, and Consultant, as described above.
- Demonstrate specific, needed skills for the success, growth, and sustainability of the school.
- Invested strongly in the school's mission, vision, values, and academic program.

- Able to advocate for the school's mission, vision, values, and academic program, and improvement efforts.
- As mentioned above, the Governing Board members shall serve as a consultant to Western Tech: CFA, giving of their time and talents to the benefit of the school on a voluntary basis, in addition to providing adequate oversight and accountability. To that end, the Governing Board must be comprised of competent individuals drawn from diverse fields and experiences. Initially, Western Tech: CFA will look for the following skill sets to serve as ideally effective consultants to and governors of the organization:

SKILL SET	DESCRIPTOR
Finance/Accounting	A Board member who demonstrates buy-in to the school's mission, vision, values, and program plan with previous experience in finance and/or accounting to serve as a financial and accounting consultant to the school to ensure financial success and sustainability.
Academics	A Board member who demonstrates buy-in to the school's mission, vision, values, and program plan with previous educational experience, specifically in the area of academic planning and educational outcome growth.
Properties/Real Estate	A Board member who demonstrates buy-in to the school's mission, vision, values, and program plan with real estate and/or properties experience to manage the site-selection and site-maintenance process.
Community Connections	A Board member who demonstrates buy-in to the school's mission, vision, values, and program plan with significant connections to the community members and community organizations that could potentially partner with Western School and benefit the school's students.
Legal/Regulatory	An attorney Board member who demonstrates buy-in to the school's mission, vision, values, and program plan to serve as a legal consultant to the school to make sure the school is compliant.
Public Relations/Marketing	A Board member who demonstrates buy-in to the school's mission, vision, values, and program plan with previous experience in public relations and/or marketing to ensure the school has the initial community goodwill and recruitment to sustain its existence and mission during initial start-up years.
Fundraising	A Board member who demonstrates buy-in to the school's mission, vision, values, and program plan with proven fundraising ability and connections to benefit Western School.

Figure B.2.1: Ideal Board Member Composition

C. Filling Board Vacancies

The Board will ensure the long-term sustainability of the school by providing for its own succession. Governing Board recruitment shall remain a priority of the organization. Recruitment will not be haphazard; as Western Tech: CFA shall develop new needs that require new Board expertise or talent, the Board shall search for such members to fulfill such needs.

The Board will grow as time goes by. This will require the selection of new Board members, and new perspectives, as the school grows.

Successor Directors, other than any ex officio Director, shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board of Directors in the year a vacancy will occur or at a special meeting called for the purpose of electing directors.

The following chart details the succession of Board members of Western Tech: CFA.

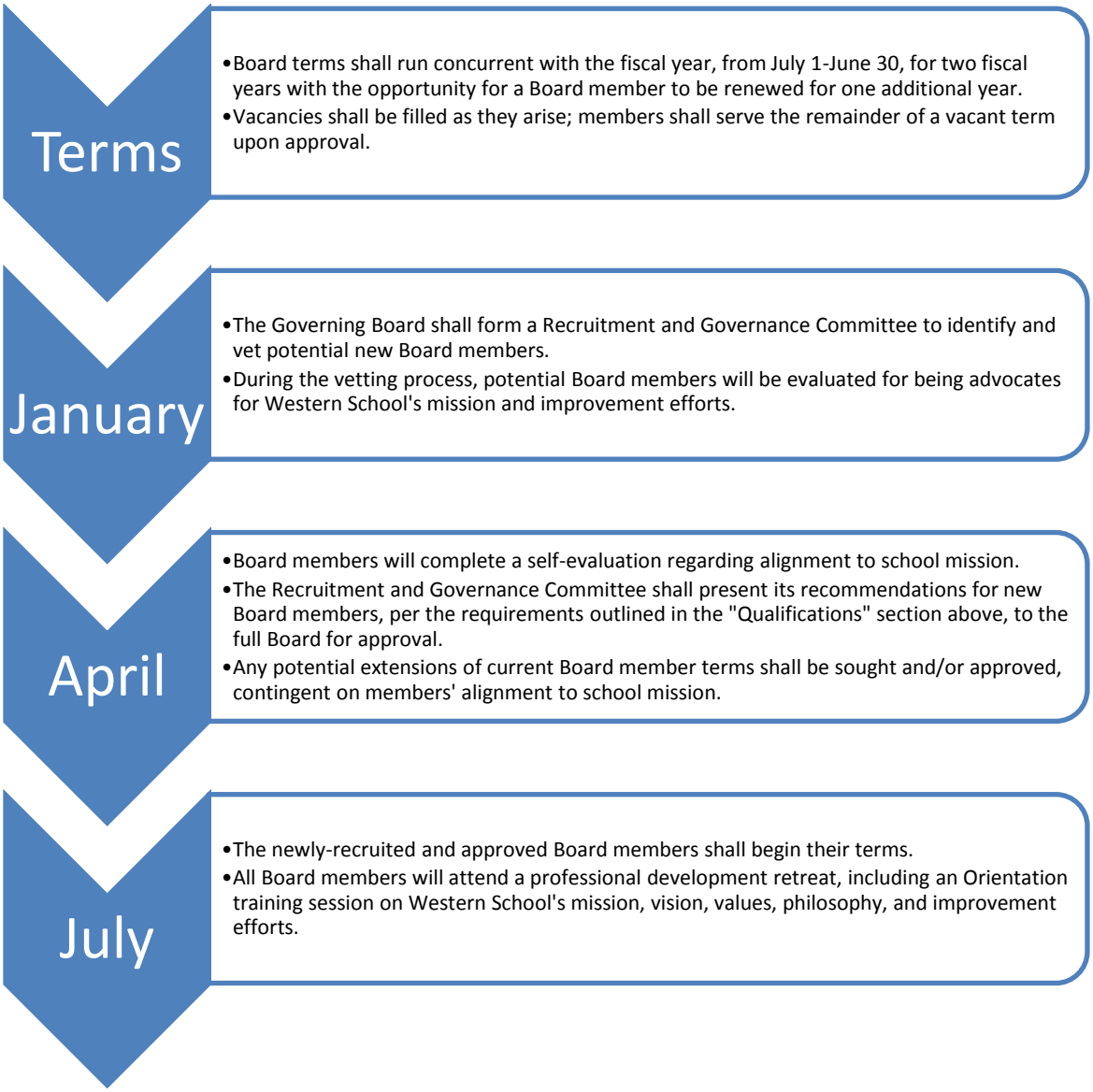

Figure B.2.2: Board Member Succession Process

This process will be repeated yearly.

There will be multiple pathways for Western Tech: CFA to identify new potential Board members. Several ways include, but are not limited to, asking potential members to serve on committees, identifying potential members who fill needed skill set gaps, and asking informal advisors to serve as members.

Board Members shall demonstrate a commitment to continuous improvement. Professional development and training of Board members is essential for the ability of the Board to effectively govern Western Tech: CFA in a sustainable manner.

Yearly in July, the Board will have a professional development retreat to focus on developing the skills required to maintain the Board's continuous improvement and effectiveness. At least one session will be an Orientation session for new members on how to best advocate for Western Tech: CFA's mission and improvement efforts. Additional sessions shall focus on ways in which the Board can continue to sustain Western Tech: CFA's mission and improvement efforts. Sessions may be presented by TeamCFA's Governance Committee, the Arizona Charter Schools Association, The High Bar, Inc., or existing Board members. Content of specific sessions will include potential conflicts of interest, compliance with open meeting laws, and human, material, and financial resource allocation.

Additionally, throughout the year, the Board shall hold professional development sessions on effective governance. Sessions may be presented by TeamCFA's Governance Committee, the Arizona Charter Schools Association, The High Bar, Inc., or existing Board Members.