

**Minutes of the October 19, 2011 Regular Meeting
Of the Board of Directors
Of the Akron Digital Academy**

A Regular Meeting of the Board of Directors of the Akron Digital Academy was called to order on Wednesday, October 19, 2011, at 4:02 p.m. at the Sylvester Small Administration Building, 70 N. Broadway, Akron, Ohio, with the Board President, Fredric W. Schuett, presiding.

The following members were in Attendance: Mr. Curtis Howard, Mr. David James (departed at 4:23 p.m.), Mrs. Linda Lanier (arrived at 4:20 p.m.), Dr. Ellen McWilliams, Mr. Fredric Schuett, Mr. Fred Tolbert and Dr. Sajit Zachariah.

The following members were excused: Ms. Bernadine Burchett, Ms. Laraine Duncan and Mr. Fred Tolbert.

The following Akron Digital Academy staff members were in attendance: Mr. Fred Lewis, Mrs. Barbara Meacham, Mr. Edward Pfeiffer, Mr. William Romano, Mrs. Donna Ryckman, Ms. LaShawn Terrell; Mr. Todd Adkins, Treasurer; Mrs. Catherine Hunt, Secretary.

Pledge of Allegiance

The Pledge of Allegiance was led by Fred Lewis, Coordinator of Business Affairs.

Addendum to the Executive Director's Recommendations

Upon a motion duly made and seconded, the following recommendation was approved:

Item 1 I wish to recommend the appointment of the following individual to the Akron Digital Academy Board of Directors, effective October 19, 2011. (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Mr. Schuett, and Dr. Zachariah)

Dr. Susan J. Olson
Associate Dean, College of Education
Director of Online Learning
Professor, Postsecondary Technical Education
The University of Akron

Dr. Olson joined the Board of Directors and participated in the remainder of the meeting.

Approval of Previous Minutes

Upon a motion duly made and seconded, the minutes of the Board Meeting of September 21, 2011 were approved. (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Dr. Olson, Mr. Schuett, and Dr. Zachariah)

Treasurer's Report

Upon a motion duly made and seconded, the Treasurer's Report for the month of September 2011 was approved. (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Dr. Olson, Mr. Schuett, and Dr. Zachariah)

Minutes of the October 19, 2011 ADA Board of Directors Meeting

FY12 Five-Year Financial Forecast

Upon a motion duly made and seconded, the FY12 Five-Year Financial Forecast for the Fiscal Years Ended June 30, 2009 through 2011, Actual and the Fiscal Years Ending June 30, 2012 through 2016, Forecasted was approved. (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Dr. Olson, Mr. Schuett, and Dr. Zachariah)

Budget Review of Financial Report

Board members reviewed the Status of Funds for Fiscal Year Ended June 30, 2012 as of September 30, 2011 report. The Estimated Revenue is based on a student FTE of 600. A Status of Funds report will be presented at each Board meeting throughout the year.

Executive Director Recommendations

Upon a motion duly made and seconded, the Board approved the following Executive Director's Recommendations: (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Dr. Olson, Mr. Schuett, and Dr. Zachariah)

Item 1 I wish to recommend the appointment of the person listed to the staff for the 2011-2012 school year, effective as indicated through June 30, 2012, at the annual salary rate set opposite the name, with the understanding that such person be subject to the rules and regulations of the Board of Directors and to the provisions of law pertaining to the employment of said person, that said recommended appointee be subject to assignment by the Executive Director.

I further recommend that the appointment be non-renewed for the 2012-2013 school year and that the required written notification of the intention to non-renew be included in the appointment notification.

Name	Position	Eff. Date	Max Hrs Per Wk	Weeks	Salary
Csejtey, Carol	Teacher	10/3/11	30	36	\$25,866.00

Item 2 I wish to recommend a revision in the number of hours worked per week for the following staff members, effective 10/3/11 through 12/31/11:

Name	From	To	Rationale
Brown, Carrie	35 hrs/wk	40 hrs/wk	Friday OGT Prep Academy
Considine, Jeannie	35 hrs/wk	40 hrs/wk	Increased Work Load
Edge, Ruth	35 hrs/wk	40 hrs/wk	Friday OGT Prep Academy
Fillmore, James	35 hrs/wk	40 hrs/wk	Friday OGT Prep Academy
Hunt, Catherine	35 hrs/wk	40 hrs/wk	Increased Work Load
Kidder, Walter	35 hrs/wk	40 hrs/wk	Friday OGT Prep Academy
Rhoades, Susan	19 hrs/wk	40 hrs/wk	Content Specialist duties
Urycki, Paulette	19 hrs/wk	40 hrs/wk	Content Specialist duties

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Item 3 I wish to recommend a revision in the hourly rate for the following staff member effective 10/3/11:

Name	From	To	Rationale
Johnson, Jr., Michael	\$12.50 per hr	\$14.50 per hr	Degree status

Item 4 I wish to recommend the following change in the appointment of the staff member listed, effective August 29, 2011, job description attached. (Appointment previously approved at the Board meeting of June 23, 2011.)

<u>Name</u>	<u>Current Assignment</u>	<u>Recommended Assignment</u>
Ryckman, Meghan	Administrative Assistant 24 hours per week 42 weeks Annual Salary: \$16,632.00	Development Coordinator 40 hours per week 45 weeks Annual Salary: \$45,900.00

Item 5 I wish to recommend authorization for payment of the following purchase orders:

P.O.	Vendor	Purpose	Amount
3071	PCM, Inc.	Ed Pfeiffer Contract (Race to the Top)	\$48,006.00
3072	Pitney Bowes Purchase Power	Postage	\$17,600.00
3081	Helen O. Willey	Data Consultant	\$5,000.00
3090	Multiple Vendor	Special Education Transportation	\$5,000.00
3094	Achieve 3000	Curriculum	\$17,145.00
3098	Greenleaf Family Center	Counseling Services	\$22,700.00
3099	Beech Brook Campus	Counseling Services	\$49,950.00

Approval of Policy 8453—Control of Noncasual-Contact Communicable Diseases

Upon a motion duly made and seconded, the Board approved Policy 8453 – Control of Noncasual-Contact Communicable Diseases. A copy of the Policy will be attached to the Minutes. (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Dr. Olson, Mr. Schuett, and Dr. Zachariah)

Old Business

Upon a motion duly made and seconded, the Board approved the Revised Bylaws of the Akron Digital Academy (dated 9-14-11). A copy of the Bylaws will be attached to the Minutes. (Voting: Mr. Howard, Mr. James, Dr. McWilliams, Dr. Olson, Mr. Schuett, and Dr. Zachariah)

New Business

1. Several members asked that Fred Schuett share Board e-mail addresses with all Akron Digital Academy staff members. The contact information will also be published on the Akron Digital Academy website.
2. Mrs. Lanier asked staff to prepare a Glossary of Vendors for use when approving Purchase Orders.
3. Dr. Olson asked staff to showcase new developments/departmental updates at each Board meeting.
4. Dr. Zachariah requested further discussion/definition of Board responsibilities.
5. Dr. McWilliams encouraged everyone to support and vote for Issue 14, the Akron Public Schools Levy, on November 8, 2011. Akron Digital Academy staff was invited to serve as volunteers on Levy committees.

Board Training Module

To ensure effective governance, Board Members will review/discuss charter school governance responsibilities at selected Board meetings. Using materials from the National Charter Schools Institute by Brian L. Carpenter, Ph.D., Members discussed "Module 1: The Starting Line for The Board: Determining Why It Exists". A copy of Module 1 will be attached to the Minutes.

Adjournment

Upon a motion duly made and seconded, the Board adjourned at 5:00 p.m.

Respectfully submitted,

Catherine E. Hunt
Secretary

Signed by:



Fredric W. Schuett
Executive Director
Akron Digital Academy

AKRON DIGITAL ACADEMY
Position Description

Job Title: DEVELOPMENT COORDINATOR
Department: Akron Digital Academy
Supervisor: Coordinator of Data Information and Special Projects

Qualifications

- Education:
 - Bachelor Degree with focus on communications, marketing, finance, grant writing or management preferred.
 - Master Degree in marketing, public or business administration with course work in marketing, public budgeting, management and grant writing preferred.
- Experience:
 - 4 + years in marketing, recruitment, or management, preferably experience in developing a business plan and/or experience with school or non-profits.

Communications

- Collaborate to develop, implement, and evaluate communications plans to explain, inform, and engage all key stakeholders in Akron Digital Academy initiatives and support community involvement.
- Responsible for the content style, tone, and personality as it pertains to the overall brand strategy, purpose, and essence. Work with all departments to ensure brand integrity and consistency.
- Oversee the development, editing, and finalizing of all content for Akron Digital Academy. This includes (but is not limited to) brochures, campaigns, Right for Proposals, stakeholder and community communications, newsletters, event materials, advertisements, etc.
- Lead and manage the development, distribution and maintenance of all electronic media and communications including Akron Digital Academy's website, Facebook account, Twitter feed and parent/student email campaigns.

Grant Writing and Management

- Collaborate with leadership and the Governing Authority to identify grant sources and research new funding prospects, both federal and private.
- Manage the grant calendar.
- Become knowledgeable of current educational trends and research.
- Prepare grant applications and facilitate processing from inception to award. Ensure grants use current research based solutions and contain measurable goals.
- Coordinate, monitor and evaluate the administration of grants and foundation awards from award to close out, and assure compliance with the Ohio Department of Education, school policies and funder guidelines.
- Plan and direct a system of feedback and evaluation including monthly accountability reports for both fund usage and goal achievement and a final evaluation.
- Assist administrators in establishing collaborative partners with key stakeholders to support competitive grant applications.

Marketing Liaison

- Collaborate in developing marketing plan, researching marketing providers and choosing vendors.
- Act as liaison between marketing agency and Akron Digital Academy.

Position Description: Development Coordinator

Comprehensive Continuous Improvement Plan (CCIP)

- Engage in strategic planning with both the Executive Director and Senior Staff to complete the Decision Framework, Implementation Management Monitoring tool, and Ohio Improvement Processes.
- Create, submit and revise CCIP district plan throughout the school year. Prepare and monitor planning to achieve schoolwide planning status.
- Prepare, review, and manage the General Fund, Title I, IDEA-B, Race to the Top-AVID, Race to the Top, Safe and Drug Free Schools, and the Schoolwide Pool.
- Create, submit and revise CCIP financial plans throughout the school year. Prepare and monitor Schoolwide funding allocations and budgets.
- Manage the PACTS review, ensuring that ADA is following proper federal guidelines and regulations by collecting documentation that shows proof of completion.
- Process EMAD and FLICS Reports.
- Ensure all No Child Left Behind (NCLB) rules and regulations are followed.

Supplemental Educational Services (SES)

- Develop program and monitoring system for SES providers, utilizing the Code of Professional Conduct and Business Ethics for Supplemental Educational Services Providers that meets all the requirements of NCLB section 1116.
- Develop Akron Digital Academy as an SES provider.
- Collaborate with the SES office at the Akron Public Schools, the Ohio Department of Education SES group, and the State SES Evaluators at The University of Akron.
- Produce a business plan and billing, evaluation and reporting systems. Ensure all student achievement, parent and school communication, and provider requirements are rated at five (5).
- Extend Akron Digital Academy as a SES provider to Akron Public Schools, Life Skills and other schools in Summit County.
- Ensure proper documentation for all SES records is maintained and monitored accordingly.
- Ensure timelines and deadlines are adhered to and documentation submitted accordingly.
- Monitor instructional and managerial processes to ensure SES program activities relate to program outcome, and use finding to take corrective actions.
- Ensure instructional programs are developed, organized, coordinated and supervised including design and delivery processes and the development of implementation strategies.
- Evaluate instructional strategies and interventions to ensure they produce student achievement.
- Direct and participate in the preparation and management of the program budget.
- Collaborate with district, learning communities, stakeholders and outside providers in planning program objectives.

Race to the Top

- Develop communication plan for Race to the Top (RttT).
- Implement communication plan:
 - Create LOGO and branding of the RttT effort
 - Design brochures, posters, surveys, web and social network content.
- Evaluate communication plan's effectiveness including:
 - Staff, student and parent knowledge about Akron Digital Academy's Race to the Top efforts
 - Participation of parents and community in Race to the Top initiatives.

AKRON DIGITAL ACADEMY Bylaws & Policies

8453 – CONTROL OF NONCASUAL-CONTACT COMMUNICABLE DISEASES

The Akron Digital Academy seeks to provide a safe educational environment for both students and staff. It is the Academy's intent to ensure that any student or member of the staff who contracts a communicable disease that is not communicated through casual contact will have his/her status in the District examined by an appropriate panel of resource people and that the rights of both the affected individual and those of other staff members and students will be acknowledged and respected.

For purposes of this policy, "noncasual-contact communicable disease" shall include:

- A. AIDS - Acquired Immune Deficiency Syndrome;
- B. ARC - AIDS Related Complex;
- C. Persons infected with HIV (human immunodeficiency);
- D. Hepatitis B;
- E. Other like diseases that may be specified by the State Board of Health.

The Executive Director shall develop and implement administrative guidelines to protect the health and safety of the students, District personnel, and the community at large from the spread of the above-mentioned diseases.

If the evidence is not sufficient to justify exclusion, the person shall remain in his/her current school environment unless there exists a threat to the person's health or safety through exposure to other communicable diseases.

If the City Health Officer determines the evidence indicates the person should be excluded from the school environment, the person shall be temporarily excluded following due-process procedures as described in the District's administrative guidelines.

The District shall provide an alternative education program for any student excluded from the school setting as a consequence of the review panel's decision.

The rights of any affected student, as well as those of any affected staff member, shall be protected in accordance with Federal and State laws on privacy, confidentiality, and due-process. In addition, the exclusion of any staff member from the District by the City Health Officer's decision will be done in accord with relevant sections of Ohio statutes concerning sick leave.

AKRON DIGITAL ACADEMY
Administrative Guidelines

8453 – CONTROL OF NONCASUAL-CONTACT COMMUNICABLE DISEASES

The Akron Digital Academy shall strive to provide a safe educational environment for students and staff. This can best be accomplished by assuring that all persons within the school community understand the method of transmission and prevention of diseases that are not contracted through air-borne pathogens, but rather, through direct contact with body fluids and excretions, especially blood, vomit, feces, or urine.

The Akron Digital Academy Site Supervisors will be directed to assure that students who reveal the fact that they have contracted one of these diseases will have their status safeguarded in accordance with Federal and State statutes dealing with confidentiality of student and health records and that their civil rights will be respected.

Should a student be unable to attend school as a result of illness, information about alternative education programs will be provided to them.

For purposes of this policy, these diseases shall include but are not limited to:

- A. HIV (Human Immunodeficiency Virus)
- B. AIDS (Acquired Immune Deficiency Syndrome)
- C. ARC (AIDS Related Complex)
- D. Hepatitis B
- E. Other diseases that may be specified by the State Department of Health as non-casual contact communicable diseases.

The evidence is overwhelming that the risk of transmitting human immunodeficiency virus (HIV) is extremely low in school settings when current guidelines are followed. The presence of a person living with HIV infection or diagnosed with acquired immunodeficiency syndrome (AIDS) poses no significant risk to others in school, day care, or school athletic settings.

1. School Attendance

The district seeks to keep students in school unless there is definitive evidence to warrant exclusion. When the Site Supervisor learns that a student may be infected with a non-casual contact communicable disease, the Site Supervisor shall immediately convene a review panel consisting of appropriate staff members, a statement from the student's physician (if possible), parent/guardian and the student to determine if the initial evidence warrants exclusion. This panel shall consist of the School Program Director, Site Supervisor, the Advocacy Coordinator and the student's teacher. A release of information will be requested from the infected adult student, or in the case of a minor, the parent/guardian of said minor in order to obtain documentation to make an informed decision. The release of information should specifically state who this information may be released to and shared with. It should not be a generalized "Akron Digital Academy Staff", rather naming each staff person that will have knowledge of that student's health situation. ***Neither the student nor the parent is required by law to sign a***

release of information allowing health records to be released. A release should also be signed to allow the person that received the initial disclosure from the student or parent to share said information with the persons on the review panel.

School authorities will determine the educational placement of a student known to be infected with a non-casual contact communicable disease on a case-by-case basis by following policies and procedures for students with chronic health problems or students with disabilities. If a disabled student is infected with a non-casual contact communicable disease, the Intervention Specialist will serve on the review panel for that student. The review panel must consult with the student's physician and parent or guardian (if a minor); respect the student's and family's privacy rights; and reassess the placement if there is a change in the student's need for accommodations or services.

2. Privacy

Students are not required to disclose HIV/AIDS infection status to anyone in the education system. HIV antibody testing is not required for any purpose.

Every employee has a duty to treat as **highly confidential** any knowledge or speculation concerning the HIV/AIDS status of a student. This is pursuant to the Federal HIPAA laws. A central aspect of the FERPA Privacy Rule is the principle of "minimum necessary" use and disclosure. "A covered entity must make reasonable efforts to use, disclose, and request only the minimum amount of protected health information needed to accomplish the intended purpose of the use, disclosure, or request.

OCR Privacy Rule Summary:

"All health records, notes, and other documents that reference a person's HIV/AIDS status shall be kept under lock and key. Access to these confidential records is limited to those named in written permission from the person (or parent or guardian) and to emergency medical personnel. Information regarding HIV status will not be added to a student's permanent educational or health record without written consent from the person (or parent or guardian if student is a minor)."

3. Infection Control

All employees are required to consistently follow infection control guidelines in all settings and at all times. Schools will operate according to the standards promulgated by the U.S. Occupational Health and Safety Administration for the prevention of blood-borne infections. Equipment and supplies needed to apply the infection control guidelines will be maintained and kept reasonably accessible. The school's Site Supervisor shall implement the precautions and investigate, correct, and report on instances of lapse.

A school staff member is expected to alert the person responsible for health and safety issues, the School Site Supervisor or designee, if a student's health condition or behavior presents a reasonable risk of transmitting an infection.

If a situation occurs at school in which a person might have been exposed to an infectious agent, such as an instance of blood-to-blood contact, school authorities shall counsel that person (or if a minor, alert a parent or guardian) to seek an appropriate medical evaluation without disclosing the name of the person infected.

4. Staff Professional Development

All school staff members will participate in an annual planned communicable disease training that conveys factual and current information; provides guidance on infection control procedures; informs about current laws and state, district and school policies concerning HIV and other blood borne pathogens.

5. General Provisions

The Communicable Disease policy will be provided in the Parent and Employee Handbook.

This policy is effective immediately. The Executive Director or designee shall report on the accuracy, relevance and effectiveness of this policy and, when appropriate, provide recommendations for improving and/or updating this policy.

**BYLAWS OF
AKRON DIGITAL ACADEMY**

September 2011

**ARTICLE I
INTRODUCTION: LEGAL STATUS**

Section 1. The name of the corporation is The Akron Digital Academy located at 335 South Main Street, Akron, Ohio, 44308 (hereinafter referred to as the "School").

Section 2. The School is a charter school pursuant to Ohio Revised Code Chapter 3314 sponsored by the Akron Public Schools (the "Sponsor"). The Governing Board of the School is an independent body under the authorization of the Ohio Department of Education. The Board of Directors plans and directs all aspects of the School's operations.

Section 3. The School shall operate in accordance with Ohio Revised Code Chapter 3314.

**ARTICLE II
PURPOSE AND MISSION**

Section 1. As set forth in its Articles of Incorporation, the Corporation is formed exclusively for educational purposes as defined in Sections 501(c) (3) and 170(b) (1) (A) (ii) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code"), including providing a full time education to a regularly enrolled student body through the use of a regular staff of qualified instructors and curriculum. The specific purpose for which the School is formed is to operate a community school (as such term is defined in Chapter 3314 of the Ohio Revised Code) and to conduct any and all activities consistent with such purposes, the Ohio Nonprofit Corporation Law and Section 501(c) (3) of the Code. The School will ensure that quality education is accessible to all children regardless of economic status or background.

Section 2. The School shall not discriminate on the basis of race, religion, national origin, gender, age, disability, and sexual orientation, status as a Vietnam-era or special disabled Veteran, or other protected class in accordance with applicable federal or state laws in hiring or other employment practices of the School. Further, the School shall be open to all students in the State of Ohio on a space available basis and shall not discriminate in its admission policies or practices on the basis of race, gender, religion, ethnicity or disability. The School shall conduct all of its activities in accordance with all applicable local, state and federal anti-discrimination laws, as well as in accordance with

all other laws and regulations applicable to the operation of the charter public schools in the State of Ohio.

ARTICLE III GOVERNING BODY

Section 1. The business, affairs, and property of the School shall be managed by a Board of Directors (the "Board"). The management of the affairs of the Corporation shall be vested in and exercised by the Board, which shall pursue such policies and principles as shall be in accordance with law, the provisions of the Articles of Incorporation, these Bylaws, Chapter 3314 of the Ohio Revised Code, Section 501(c)(3) of the Code, any written charter entered into by the Board, and all other applicable laws and regulations. The Board shall be considered as having the powers of a Board of Directors and shall be deemed to be acting as the Board of Directors for all purposes of the Ohio Nonprofit Corporation Law. To the extent permitted by law, the Board may, by general resolution, delegate to officers of the School such powers as it sees fit.

Without limiting the general powers conferred by these Bylaws and provided by law, the Board shall have, in addition to such powers, the following powers:

- (a) Perform any and all duties imposed on the Board collectively or individually by law or by these Bylaws;
- (b) To make and change policies, rules and regulations not inconsistent with law, or with these Bylaws, for the management and control of the School and its affairs, and of its employees, and agents; to lease, purchase, or otherwise acquire, in any lawful manner, for and in the name of the School, any and all real and personal property, rights, or privileges deemed necessary or convenient for the conduct of the School's purpose and mission.
- (c) Establish and approve all major educational and operational policies;
- (d) To enter into agreements and contracts with individuals, groups of individuals, corporations, or governments for any lawful purpose;
- (e) To hire, supervise and direct an individual who will be responsible for the day-to-day operations of the School;
- (f) To develop and approve the annual budget and financial plan which shall be monitored and adjusted as necessary throughout the year;
- (g) To submit a final budget to the State of Ohio pursuant to statute and regulation;
- (h) To cause to be kept a complete record of all the minutes, acts and proceedings of the Board;

- (i) To cause an annual inspection or audit of the accounts of the School, as well as any other audits required by law, to be made by an accountant to be selected by the Board, showing in reasonable detail all of the assets, liabilities, revenues and expenses of the School and its financial condition;
- (j) To uphold and enforce all laws related to charter school operations;
- (k) To improve and further develop the School;
- (l) To strive for a diverse student population, reflective of the community;
- (m) To ensure adequate funding for operation;
- (n) Solicit and receive grants and other funding consistent with the mission of the School with the objective of raising operating and capital funds; and
- (o) Carry out such other duties as required or described in the School's charter.

Section 2. Qualifications; Election; Tenure. The Board shall be composed of not less than five (5) and no more than ten (10) Directors.

- (a) No Director shall be an individual who:
 - (i) Owes the State of Ohio any money or is in a dispute over whether any money is owed to the State of Ohio concerning the operation of a community school (as such term is defined in Chapter 3314 of the Ohio Revised Code) that has closed;
 - (ii) Is serving on the Board of Directors or governing authority (as such term is defined in Chapter 3314 of the Ohio Revised Code) of another community school; or
 - (iii) Is an owner, employee or consultant, or whose immediate relative (as such term is defined in Section 3314.02(E)(1) of the Ohio Revised Code) is an owner, employee or consultant of any nonprofit or for-profit operator of a community school.
- (b) Election of a Director to the Board shall not be denied to any individual on the basis of race, color, creed, religion, national origin, ancestry, gender, marital status, age or handicap.
- (c) All Directors shall be devoted to the purpose and mission of the School and shall represent the interests of the taxpayers.

(d) Directors shall be elected at the annual meeting of the Directors, and each Director shall serve until the next succeeding annual meeting of the Board or special meeting in lieu thereof, and until his or her successor has been selected and qualified or until his or her earlier death, resignation or removal.

(e) Directors are expected to attend all Board meetings. It shall be the duty of the Secretary of the Board to communicate with any Director after such Director's three unexcused, consecutive absences to ascertain the Director's interest in retaining Directorship. Failure to provide an adequate response may qualify as sufficient cause for removal from the Board.

(f) Notwithstanding anything to the contrary contained herein, in the event that the Board determines that a Director violated, or may violate, Section 2(a) above, such Director shall be removed from the Board immediately upon such determination by the Board.

Section 3. Annual Meeting. An annual meeting of the Board for the election of Directors and such business as may come before the meeting shall be held in September of each year. Written notice shall be given not less than ten days and no more than fourteen days of the time, place, and purpose of the meeting. The meeting shall be held at the administrative offices of the Sponsor or such other place as shall be specified in the meeting notice. The notice shall comply with all Open Public Meeting Laws and Regulations of the State of Ohio.

Section 4. Regular and Special Meetings. The Board shall establish a regular day and place for regular meetings that shall occur no less frequently than once a quarter and shall be held in the county in which the School is located. Special meetings of the Board may be called at any time by the President or by a majority of the Board. Special meetings shall be held at such time and place as may be designated by the authority calling such meeting. Notice of the meeting must be provided in accordance with Ohio Open Meeting Laws and Regulations. Notice of the time and place of every regular or special meeting shall be given to each Director by first class mail, personally, electronic mail or facsimile at least three (3) business days before the date fixed for the meeting and to all those individuals who request notice of relevant meetings. The purpose of any regular or special meeting must be specified in the notice of such meeting. Minutes of each Board meeting shall be taken and shall be approved by the Board and kept at the School. Any Director attending any meeting as to which proper notice pursuant to this Section 4 was not given and not objecting to such lack of notice shall be deemed to have given his consent to the holding of such meeting without proper notice. Except as otherwise stated in Section 14 of this Article III with respect to Closed Sessions that are authorized pursuant to Ohio Open Meeting Laws and Regulations, all meetings of the Board shall be open to the public.

Section 5. Agenda. An agenda must be produced for each regularly scheduled Board meeting in order to provide effective and efficient meeting practice.

(a) Committee reports shall be provided in written format and unless the relevant committee or the Board requests a recommendation for decision or substantial discussion, the committee shall be given no more than 10 minutes on the agenda.

(b) In addition to previously requested agenda items, any Director may provide additional agenda items for the following meeting by providing, via e-mail, fax or regular mail, the School's supervising employee or administrator the request, noting its appropriate place on the normal agenda format, and a realistic time requirement for such item. Such requests must be received at least 24 hours prior to the posting deadline pursuant to Ohio Open Meeting Law.

Section 6. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Directors then in office. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Directors in office at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not permitted.

Section 7. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the Directors at a regular or special meeting of the Board. A Director elected to fill a vacancy resulting from death shall be elected for the unexpired term of such person's predecessor in office and shall hold such office until such person's successor is duly elected and qualified. Any Director elected to fill a vacancy resulting from removal or resignation shall be elected for a new term.

Section 8. Committees. The Board may designate from among its Directors, by resolution adopted by a majority of the entire Board, an Executive Committee, a Personnel Committee, a Finance Committee, an Academic Committee and one or more other committees, each of which shall consist of at least one Director and which shall have and may exercise such authority in the management of the School as shall be provided in such resolution or in these Bylaws. The Board shall not be permitted to delegate the powers to contract or budget making authority. Any delegated activity or decision making authority may be unilaterally revoked at any time. All committee meetings shall be conducted in accordance with Ohio Open Meeting Law.

Section 9. Removal. Any Director may be removed by the affirmative vote of two-thirds (2/3) of the Directors then in office (excluding the Director at issue) whenever in their judgment such removal would serve the best interests of the School. A Director may also be removed from the Board as provided in Section 2 of this Article III.

Section 10. Resignation. A resignation by a Director shall be effective upon receipt by the President of a written communication of such resignation.

Section 11. Participation by Telephone. To the extent permitted by law, any Director of the Board or member of a committee thereof may participate in a meeting of such Board or committee by means of a conference telephone network or similar communications method by which all persons participating in the meeting can hear each

other, and participation in such a fashion shall constitute presence in person at such meeting.

Section 12. Voting. At any meeting of the Board at which a quorum is present, each Director shall have one (1) vote. Proxy voting is not permitted.

Section 13. Compensation. No Director shall receive any compensation for serving in such office; provided that, the School may reimburse any Director for reasonable expenses incurred in connection with service on the Board, as approved by the Board so long as such reimbursement is permitted pursuant to Chapter 3314 of the Ohio Revised Code.

Section 14. Closed Sessions. Any Director may call a Closed Session during any special or regular Board meeting for issues concerning personnel or other matters requiring confidentiality as approved by Ohio Open Meeting Law. All persons except Directors may be excluded from such Closed Sessions at the discretion of the President. Following such meetings, an officer shall provide a general description of the matters discussed to be provided as the minutes of said Closed Session. No action may be taken in a Closed Session.

Section 15. Orientation/Training. Directors shall be given an orientation and governance training at selected, scheduled Board Meetings several times per year. Directors not participating in training shall be subject to removal. Written materials shall be provided in the form of a Board packet.

Section 16. Protocol. If a Director is unable to attend a Board meeting, the Director shall contact the Administrator or designated supervising employee prior to the meeting.

Section 17. Public Comment. Time shall be set aside at each Board and Committee meeting for public comment. After the speaker identifies his or her name, address and affiliations, public comment shall be limited to three minutes and shall be stated as such on the Agenda.

ARTICLE IV STAFF

The Board may appoint one employee to function as the administrator of the School (the "Administrator"). Such person may be delegated the authority to act in the absence of a specified policy provided that such action is consistent with the purpose and objectives of the Board and the School, and once appointed will serve as a member of the Board. Such person shall administer the School in accordance with Board direction, generally accepted educational practice and in accordance with Chapter 3314 of the Ohio Revised Code and all other applicable laws.

ARTICLE V
CONTRACTS, LOANS, AND OTHER MATTERS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted for or on behalf of the School and no evidence of indebtedness shall be issued in the name of the School unless authorized by a resolution of the Board. Such authority shall be confined to specific instances. No loan shall be made to any officer, Director, employee or independent contractor of the School.

Section 3. Checks, Drafts, and Notes. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the School shall be signed by such officer or officers, or agents of the School and in such manner as shall be determined by the Board.

Section 4. Deposits. All funds of the School not otherwise employed shall be deposited to the credit of the School in such banks, trust companies, or other custodians located in the State of Ohio as the Board may select.

Section 5. Gifts. The Board may accept on behalf of the School any contribution, gift, bequest or devise for the general purposes or any special purpose of the School.

Section 6. Fiscal Year. The fiscal year of the School shall begin on July 1 and end on June 30.

Section 7. Insurance. The Board of Directors shall cause the School to purchase liability insurance, or otherwise provide for the potential liability of the School as it determines appropriate, in its discretion and in accordance with Chapter 3314 of the Ohio Revised Code.

Section 8. Compliance with Applicable Laws. The Board of Directors shall cause the School to comply with the Chapters 1702 and 3314 of the Ohio Revised Code with respect to all matters, including, without limitation, the establishment of required policies and procedures.

ARTICLE VI
PROPERTY

The property of the School shall be held and applied in promoting the general purposes of the School declared in these Bylaws. No property, including real estate, belonging to the School shall be conveyed or encumbered except by authority of a majority vote of the Board. Any such conveyance or encumbrance shall be executed by

the Director in the name of the School, and such instrument shall be duly approved by the Treasurer of the School.

**ARTICLE VII
PERSONAL LIABILITY OF DIRECTORS**

Each director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in or not opposed to the best interests of the Corporation, and with such care, that an ordinary prudent person in a like position would use under similar circumstances.

**ARTICLE VIII
INDEMNIFICATION**

The Board of Directors may authorize the School to pay or cause to be paid by insurance or otherwise, any judgment or fine rendered or levied against a present or former Director, officer, employee, or agent of the School in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a Director, officer, employee, or agent of the School, provided that the Board shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he reasonably believed to be in the best interest of the School. Payments authorized hereunder include amounts paid and expenses incurred in satisfaction of any liability or penalty or in settling any action or threatened action.

**ARTICLE IX
AMENDMENTS**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Directors then in office at any meeting of the Board, provided that the full text of the proposed amendment, alteration, or repeal shall have been delivered to each Director at least five (5) days prior to the meeting.

**ARTICLE X
DISSOLUTION**

If, at any time and for any reason, the School's charter is revoked or the School is dissolved, all assets of the School, after satisfaction of all outstanding claims by creditors, shall be disposed of in accordance with the School's Articles of Incorporation.

**ARTICLE XI
PURPOSE OF THE BYLAWS**

These Bylaws are adopted for the sole purpose of facilitating the discharge, in an orderly manner, of the purposes of the School. These Bylaws shall never be construed in any such way as to impair the efficient operation of the School.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of the School, and that the foregoing Bylaws constitute the Bylaws of the School, as duly adopted by unanimous vote of the Board of Directors.

DATED this <u>19th</u> day of <u>October</u> , 2011.	
	<u>Catherine E. Hunt</u> , Secretary

The Starting Line for The Board:

Determining Why It Exists

"Why does this board exist?" This is not asking why the school exists, but why the board exists. This is the same as asking, what is the board's purpose? Here's a sample of the answers generally received:

- To govern the school
- To make policies
- To establish a budget and review financial statements
- To approve curriculum
- To approve hiring and firing decisions
- To conduct strategic planning
- To oversee the school
- To offer suggestions to school management/be a sounding board
- To be the final arbiter of serious student discipline cases
- To evaluate the school's executive
- To represent various stakeholders (e.g., teachers, community members, parents, students)
- To raise money
- To establish and operate committees

While (some of) the preceding answers have a ring of plausibility to them, **they are in fact, all incorrect.**

Boards, of course, do all these things.

Such answers would be the equivalent of answering the question, "Why do you work out?" by saying to jog, to lift weights, to buy good running shoes, to wear sunscreen, etc. In actuality, the purpose is to enjoy a long life free of unnecessary medical problems. That is, the purpose is to accomplish some things and avoid other things. So it is with the board's purpose. All the components of the answer are simply the methods used to accomplish the purpose, just as the answers in the bullet list are methods or processes the board uses to accomplish its purpose.

The right answer to the question of the board's purpose has three parts. When a board understands this three-part answer, a paradigm shift will take place in its thinking. Here are the three parts:

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Determining Why it Exists**

1. The board exists to represent the owners of the school.
2. The board exists to ensure that the school accomplishes that which the owners want.
3. The board exists to ensure that things that shouldn't occur in the school don't occur. (The things that shouldn't occur are those things which are illegal, imprudent or unethical.)

To reduce that definition to as few words as possible:

“The reason the board exists is to make sure, on behalf of the school's owners, that all students learn and that nothing illegal, unethical or imprudent is allowed to exist in the school.”

That's it.

Unpack the definition part by part.

The **first part** of the definition states that a board exists to represent the owners' interests. To represent the owners' interests, however, one must first identify who they are and what they want. In equity organizations, the owners would be easily identified—they are shareholders. Boards of equity corporations are supposed to represent the shareholders' interests.

In charter schools, however, there are no shareholders. Many people erroneously conclude that charter school stakeholders, i.e., the parents, students, teachers, founders, or management companies own the school. There's no question that the concerns of the school's stakeholders, including customers (parents and students), employees (teachers and others), and vendors (management companies) must be considered by the board, but boards don't exist to represent stakeholders.

So if not the founders, teachers, students, parents, and management companies, who owns charter schools? If the board doesn't understand the correct answer, it is likely to be confused in any number of situations.

The owners are the people whose money is being used to pay the bills—in other words, the taxpayers in Ohio. The parents, teachers, students, and founders may constitute a subset of the owners but they do not represent the entire ownership. Ultimately, the charter school board exists to represent the

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Determining Why it Exists**

taxpayers in Ohio. Every board member, whether they know it or even whether they agree with it, is on the board to represent the interests of those taxpayers.

Yes, boards are permitted to contract with privately owned management companies in some states, but that arrangement shouldn't be confused with the management company owning the school, even if it owns the building. It should also be pointed out that taxpayer funding is not money that was voluntarily contributed to the school, as in the case of tuition in independent schools. The money received was confiscated—a policy referred to more politely as taxation. The fact that money was provided involuntarily increases the board's obligation to the owners rather than diminishes it.

If the bylaws say otherwise, for example, that the board will be composed of three teachers, two parents, two community members, an ex-officio student, and a partridge in a pear tree, the board is inviting discord in its meetings and divisions in the school community because board members will arrive at their first and last board meetings, and every meeting in between, thinking that they are there to represent the interests of the stakeholders they view as their constituents. They're not. (In no small part, the failure by conventional public school boards to make the ownership distinction also partly explains why things routinely go awry.)

The **second part** of the definition states that the reason a board exists is to ensure that the school accomplishes that which the owners want. Now, since we can't pack all the taxpayers from the state into the room where the board meets, we'll have to use a substitute metric for what they want. The charter, i.e., the contract between the school and the sponsor, is a suitable proxy. We could even go as far as saying that the sponsor may speak for the owners because at the end of the contract period, the sponsor will, in part, be responsible for determining whether the Sponsorship Agreement is renewed.

Beyond the requirements stated in the charter, though, isn't it obvious what the taxpayers want, at least broadly speaking? They want high-performing, safe schools that operate legally and ethically, along with proper use and accountability for the funding the school receives. The board's job is to ensure the school delivers those things. Happily, there are many ways to produce high-performing schools.

The **third part** of why charter school boards exist is to make sure that nothing illegal, unethical or imprudent occurs in the school. This has a wide variety of

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implications including, but not limited to, the proper spending and accounting of funds, the proper treatment and safety of employees, students, and parents, the proper maintenance of school facilities, etc.

Thus, when you read in the newspaper, as the nation did in 2004, that 10,000 charter school students were displaced overnight in California due to management company malfeasance and financial improprieties, you know exactly who was responsible - the boards. Yes, the management company executives broke laws, but part of the very reason the board exists is to ensure that those things don't happen.

"Well," a former board member of one of the schools said a year or two after, "we asked for financial statements but we never got them."

Well, there's the problem. Boards don't "ask" for anything. Boards direct. The board should simply have directed management to produce the financials and when they weren't forthcoming in a reasonable interval, the board should have either directed its attorney to secure the reports or terminate the contract with the leadership. There's no **asking** involved. Ever.

By the way, whenever management says, "Don't you trust me?" every red flag in your mind should be raised. Governance is not about trust—it's about accountability. The starting line for how a board ensures that accountability is for the board to understand why it exists. When it understands that its purpose is to represent the owners, good governance will fall into place more easily.