

Section 4.4: Governance

4.4.1 Governance Start-up

- **Identify (at minimum) the board chair, vice chair, and treasurer. Summarize the experience and diversity of the governing board, and explain why the members of the governing board are qualified to serve on a public charter school board (or, as applicable, a contract school board), highlighting any educational, financial, legal, fundraising, governance, or other special experience or skill sets for unique school models. Note whether any board members have close ties to the proposed community.**
- **Describe recruiting plans to build a diverse and qualified board, including the timeline and procedures for selecting new board members, and how you will ensure the board's ability to provide proper oversight and governance throughout its growth from year 1 through year 5, including a description of board training.**

BOARD MEMBERS

Dr. Eduardo Garza - Chairman

Dr. Garza serves as the Dean of Student Services for Daley College in Chicago. Dr. Garza is a results-oriented leader with extensive experience in student services and educational policy. He has a proven track record of collaboration and consensus building to achieve high standard educational objectives. In addition, he brings excellent leadership including interpersonal, decision-making and communication skills with the ability to create strategic partnerships. His expertise is also recognized in effective negotiation skills and diplomacy within political charged environments. Dr. Garza advocates on behalf of Chicago's college students, ensuring access to high quality post-secondary education for individuals and families seeking to participate more fully in our communities and society.

Rafael Ramirez, Bank First Volusia County (FL) - Treasurer

Mr. Ramirez has an MBA from Loyola University in Louisiana. He is highly respected and regarded in the banking and finance industry and by State and Federal regulators. His financial expertise along with an extensive community service repertoire will be vital to the success of Illinois Prep. Mr. Ramirez also serves on the board of the successful Ivy Hawk High School of the Arts and Sciences that is managed by A3 Education.

4.4.2: Governance Structure and Ongoing Oversight

- **Describe the size, structure, powers, and duties of the proposed governing board. Identify board officer positions and clearly state the roles and responsibilities for each member. Describe any committees, school advisory bodies, or parent/teacher councils (if applicable) and their roles and responsibilities, and how your proposed structure will ensure that there will be active representation of key school stakeholders. Note that charter schools are required to describe the nature and extent of parent, professional educator, and community involvement on the board (105 ILCS 5/27A-7(a)(10)).**
- **Outline the relationship and reporting authority among the school leadership, management organization (if applicable), and any school advisory bodies or parent/teacher councils (if applicable) to the governing board. Explain the rationale for the proposed structure.**
- **Outline formalized procedures for the board to run effective, outcomes-focused meetings that consistently monitor the school's progress.**
- **Explain how the board will monitor academic, financial, operational, and organizational progress of the proposed school.**
- **Describe how the board will ensure that it provides effective oversight of itself. What would trigger a member's removal from the board and what process would guide removal?**
- **Describe the role of the board in evaluating the school leader(s) and holding them accountable for school performance.**

(If applicant is an existing non-profit organization):

- **Will the existing non-profit board govern the new school, or has the school formed a new non-profit corporation governed by a separate board? Note: If you are using an existing non-profit board to oversee the school, that organization will be required to submit all financial performance documents requested in Domain 3: Financial Plan.**
- **If the existing non-profit's current board will govern the charter school, what steps have you taken to transform its membership, mission, and bylaws to assume its new duties? Describe your plan and timeline for completing the transition and orienting the board to its new duties.**
- **If you have formed a new board, describe its ongoing relationship to the existing non-profit's board, if any.**

The Illinois Prep Board of Directors holds ultimately responsible for the operation, fiscal health and academic achievement of all of the Illinois Prep. The Board is composed of a minimum of 3 and a maximum of 8 voting directors. In addition, the Illinois Prep Head of School serves as an ex officio, non-voting Board member. Board members demonstrate a personal connection with and commitment to the mission, values and culture of the Illinois Prep, and represent diverse expertise and skill sets of high value to the organization, including strategic planning, education, finance, law, fundraising/development, human resources, technology, operations and community engagement. Directors are elected for

staggered three-year terms with approximately one third of the Directors up for election each year, with the exception of the Head of School who will serve as a non-voting Board member for the duration of his/her employment as the Head of School.

The Board has the power to appoint committees and to delegate to such committees authority generally reserved to the Board, provided such authority is not in violation of the bylaws or other applicable laws. A committee with corporate authority must have two or more directors and a majority of its membership must be directors. The Board may also appoint committees without corporate authority, whose purpose will generally be investigating, reporting and advising the Board on certain activities and programs as well as making recommendations to the Board or officers for approval. A committee without corporate authority need not include directors or officers of the corporation.

The Illinois Prep Board will implement the following working committees over the upcoming school year. The work described below is conducted by the board as a whole during the school's start-up phase.

- Governance – The Governance Committee will be responsible for membership, continuity and effectiveness of the Board. Specific responsibilities will include identifying skill sets and other criteria needed on the Board, identifying, screening and nominating new Board members, orienting new Board members, annually assessing and evaluating both the Board as a whole as well as individual Board members and succession planning at the Board level. Additionally, the Governance Committee will create a process for selecting, supervising and evaluating the Illinois Prep Head of School and Principal.
- Education – The Education Committee will work with the Head of School, Principal and the instructional staff to assess and monitor the performance of all school programs, both curricular and extra-curricular, to ensure alignment with state standards and the charter. This information will be presented to the Board at each meeting to assist the Board in its academic oversight of the Illinois Prep. The Education Committee will also support and advise staff regarding proposed programs and policies and facilitate their implementation. Finally, the Education Committee will work with staff to identify the technological needs of the organization and work with the Facility Committee, as appropriate, to ensure that the proper infrastructure is built and maintained.
- Finance – The Finance Committee will assist the Board in its financial oversight duty by recommending financial policies and monitoring their implementation. The Finance Committee will oversee the organization's annual financial audit. While ultimate responsibility for review of monthly financial statements and approval of the annual budgets and audits as well as investments and indebtedness will lie with the full Board, the Finance Committee will monitor the organization's financial records, oversee the creation of the financial statements

for presentation to the Board, work with staff to refine proposed budgets for presentation to the full Board, monitor budget implementation and financial procedures, monitor compliance with reporting requirements, recommend the auditor to the full Board and review the audit.

- **Development** – The full Board will set the annual fundraising agenda with clear strategies and goals. The Development Committee will work with other staff to plan and implement the fundraising program, and to get the Board involved in fundraising, educate and support the Board on fundraising techniques, and keep the Board informed on the organization’s fundraising activities. The Development Committee will also be integrally involved in identifying, cultivating and approaching major donors. Additionally, the Development Committee will plan special events to raise funds for and awareness of the Illinois Prep and our mission. Finally the Development Committee will assist in the development of strategic partnerships with community and other organizations with overlapping values as Illinois Prep.
- **Academic Oversight** – The Board, working with the Head of School, Principal and school staff will set academic goals for each year. The Head of School and school staff will design curriculum, implement programs, allocate resources and collect data. The Education Committee, a Board committee, will support the Head of School and school staff in their work. At each Board meeting real-time data on student performance will be presented to the Board, and adjustments to academic programs and/or resource allocation will be considered on a frequent basis in line with the Illinois Prep value of continuous improvement.
- **Operational Oversight** – Prior to the beginning of each fiscal year, the Principal will present an annual budget to the Board for approval. The Board will review and approve the annual budget for each school and for the organization as a whole, and any material changes to the budget will require the Board to approve an amended budget. At each Board meeting, the Board will be presented and will review the financial statements of each school and the organization. The Board will hire an auditor and review and approve the annual audit of the organization. At each meeting the Board will also receive updates regarding each facility and its operations. The Board will also approve all financial policies that set the processes and controls for contracts, expenditures, and internal control.
- **HR Oversight** – The Board will hire, set the salary and benefits for, and evaluate the Head of School. Through the Governance Committee the Board will work with the Head of School and Principal to set annual goals and periodically provide feedback on progress toward those goals. The Head of School, in turn, will hire and propose the salary for each school Principal and each other employee reporting to the Head of School. The Board will, based on recommendations from the Head of School and school staff, approve salary schedules during the budget process. The Board will also set major policies and procedures for school operations and HR matters.

- Outreach and fundraising – The Board will set the schools’ mission, monitor the performance of the schools and take necessary actions to ensure that the schools remain true to their mission and charter. Board members will make a personally meaningful financial contribution to the organization each year and will support all major fundraising campaigns. Board members will raise public awareness regarding and fundraise for the organization – including making introductions to their personal networks. Finally, Board members will use their expertise and skills to assist the organization as appropriate.

Illinois Prep’s board of directors has extensive leadership and oversight experience in both the corporate and non-profit sectors. They have demonstrated a strong commitment to the school in both time and resources and have contributed their expertise in key areas such as strategic planning, education, finance, law, fundraising/development, human resources, technology, and operations. Brief bios for each board member will be provided upon acceptance of the Tier 1 application.

As described above, Illinois Prep has a robust board with extensive experience across a wide range of professions. They possess a skill set that will serve Illinois Prep well during its first year of operation and we are confident that they have the skills, resources, and networks to continue strong oversight and governance of our growing organization. We do, however, recognize that our board does not have the ethnic diversity that we desire. As such we are actively recruiting one or two minority board members. The board includes a professional educator but does not include a parent or community member.

The Board of Directors provided high-level guidance to the design team in the creation of this proposal. As we are an existing school, our board has already transitioned from the founding board to the working board.

In line with the Zia Learning model of personalized learning across all levels, the Board will also keep an eye toward education and growth for itself. During the introductory phase, potential new Board members will receive information regarding Illinois Prep and its model, mission, goals and structure, along with details regarding Board member expectations and commitments. New Board members will receive information and materials regarding the financial state of the organization (budget, recent financial statements, development goals, etc.), academic measures and current performance data and governance materials (Bylaws and Minutes). New Board members will be expected to complete Open Meetings Act training and any other training required by law or by the organization. From time to time, the Board may request school management or an outside party to provide training to the Board on various topics that would be beneficial. Some potential areas for training are education and virtual and personalized learning models and strategies, charter law and trends, development strategies and nuances in financial accounting that might affect the organization, etc.

Throughout the year and at Board meetings, the Board will receive information and updates that reflect on its effectiveness, including academic, financial, and operational and development reports on the organization and individual schools. Additionally the Board intends to formally reflect on its effectiveness, both collectively and individually, on an annual basis. The Board will measure its performance on many levels, including the academic, operational and financial performance of the organization and schools, as well as the extent to which Board members: (1) possess and can articulate knowledge of the schools and their mission, (2) attend Board and committee meetings and actively participate in discussion and decision-making, (3) make financial decisions that support organizational and school viability and long-term success, (4) set policies and procedures that promote effective school operations and student achievement, (5) understand and evaluate the metrics and performance data regarding student achievement, (6) spend their time on strategic and forward-looking matters rather than reacting to emergencies, (7) work well with the Head of School and effectively and appropriately execute their role of oversight (versus management), (8) assist the organization and management in outreach on behalf of and fundraising for the organization, (9) utilize their expertise and make introductions to their networks, where appropriate, on behalf of the organization, and (10) contribute financially to the organization.

4.4.3: Board Legal, Compliance, and Ethics Policies

- **Specify where and how frequently the board plans to meet. Describe the procedures that will be in place to ensure compliance with the Open Meetings Act and the Freedom of Information Act.**
- **Provide a draft Ethics Policy for the proposed school's board members, directors, officers, and employees.**
- **Please identify any existing actual or perceived conflicts of interest among the proposed founding board members and explain how the design team/founding board plans to address them.**

Appendix 4.4

In Appendix 4.4, applicants must provide:

- *Each board member's Board Member Application Form and Board Member Conflict of Interest Form (both can be found at cps.edu/2018RFP);*
- *A board calendar;*
- *An Ethics Policy;*
- *A formal Conflict of Interest policy;*
- *A copy of the board bylaws;*
- *Board member resumes (board member addresses and phone numbers need not be included);*
- *Proof of (or proof of filing for) 501(c)(3) status and federal tax-exempt status (Note: applicants must have applied for 501(c)(3) status by the Application deadline); and*
- *A Charter School Application Assurance Statement for each board member.*

The Board will meet six times per year at the administrative offices of Illinois Prep.

All board members will be required to participate in the board's Orientation Plan. Key points of the plan include a primer on Robert's Rules of Order parliamentary procedures, the school's charter contract, recent board minutes, pertinent Illinois statutory matters regarding the board's authority to oversee a chartered public school and its funds, roles and responsibilities, including the school's principal, board policies, budget, open meetings law, charter law, and public records law.

SAMPLE BOARD ETHICS POLICY

The Board of Trustees recognizes its role as overseers of public education commit to the following code of ethics.

Board members will:

- Recognize that the Board's function is the provision of education and strive to maintain a balance between fiscal responsibility and a accountability for results,
- Uphold applicable federal and state laws and local ordinances,
- Uphold and promote policies of the Board,
- Preserve and protect the civil and human rights of all members of the school community,
- Respect the confidentiality of information that is privileged, including all non-public session discussions,
- Avoid being placed in a position of conflict of interest,
- Respect and encourage the expression of opinion by all Board members; hear fairly individual opinions and work in a spirit of harmony despite differences.
- Remember that each members is one of a team; strive for teamwork and respect five aspects of this role:
 1. That Board decisions can only be transacted at official Board meetings,
 2. That no member of the Board has individual authority and, therefore, cannot make unauthorized commitments on behalf of the Illinois Prep Board of Directors,
 3. That each Board member should freely ask questions and give opinions and know that this involvement is valued and important,
 4. That once the majority of the Board makes a decision in good faith, it is the decision of the Board, and
 5. That Board members should support cohesiveness in the school's culture and not speak against any final decision that was reached in good faith.