



Crossroads Charter Schools

BOARD GOVERNANCE POLICIES

Adopted by the Board on May 28, 2015

INTRODUCTION

This Board Governance Policy will provide guidance regarding the governance and oversight responsibility of Crossroads Charter Schools.

For purposes of this Policy, the following terms will have the meaning set forth below:

“Crossroads” shall mean Crossroads Charter Schools, a Missouri non-profit corporation.

“Board” shall mean the Board of Directors of Crossroads Charter Schools.

“Executive Director” shall mean the person maintaining the position of Executive Director for Crossroads Charter Schools, or such person’s duly authorized designee.

“Chief Academic Officer” shall mean the person maintaining the position of Chief Academic Officer for Crossroads Charter Schools, or such person’s duly authorized designee.

“Chief Operating Officer” shall mean the person maintaining the position of Chief Operating Officer for Crossroads Charter Schools or such person’s duly authorized designee.

“Principal” shall mean the person maintaining the position of Principal for Crossroads Charter Schools or such person’s duly authorized designee.

“Key Personnel” Shall Mean Executive Director, Chief Academic Officer, Chief Operating Officer, Operations Manager and Principals.

“the school” shall mean Crossroads Charter Schools a Missouri non-profit corporation.

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APPENDIX A

Sunshine Law Policy

This Policy will provide the expectation to meet and satisfy the Sunshine Law and Sunshine Law requests pursuant to Missouri Statutes.

SECTION 1. That the individual employed in the position of Office Manager of Crossroads be and hereby is appointed custodian of the records of Crossroads and that such custodian is located at 1015 Central Ave., Kansas City, Missouri.

SECTION 2. That said custodian shall respond to all requests for access to or copies of a public record within the time period provided by statute except in those circumstances authorized by statute.

SECTION 3. That the fees to be charged for access to or furnishing copies of records shall be as hereinafter provided: \$.10 per page for paper copies 9 x 14 or smaller plus an amount equal to \$10 per hour for the staff person to make such copies plus the cost and expense incurred by Crossroads to conduct any and all research of the archives of such records in order to respond to a request.

SECTION 4. That it is the public policy of Crossroads that meetings, records, votes, actions and deliberations of this body shall be open to the public unless otherwise provided by law.

SECTION 5. That Crossroads hereby closes all public records to the extent authorized by law.

SECTION 6. That Crossroads shall comply with sections 610.010 to 610.030, RSMo, the Sunshine Law, as now existing or hereafter amended.

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APPENDIX B

Board Orientation

This policy will establish expectations for orienting new Board members to roles and responsibilities, legal duties, as well as best practices in board service.

SECTION 1. Board Orientation

SECTION 1.1. Within 60 days of election to the Board, new members to the Board shall participate in a formal training session provided by an agency qualified to provide training specific to charter schools and/or non-profit governing bodies. At a minimum, this training shall include:

- Fiduciary Responsibilities of Boards
- Roles and Responsibilities
- Board Accountability

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- Conflict of Interest
- Open Meetings and Open Records
- Best Practices in Charter School Governance

SECTION 1.2. Periodically or as required by law, the Board shall participate in a review of the topics covered in the orientation and specific topics relevant to efficient and effective board governance.

SECTION 2. Board Orientation Manual

SECTION 2.1. Each new Board member shall receive a board orientation manual consisting, at a minimum, of the information listed below. Board manuals shall be periodically updated.

- Board By-laws
- Board Policies
- Code of Ethics for Board Members
- Conflict-of-Interest Policy
- Organization Chart
- Rules and Responsibilities of the Board
- Job Description of Officers and Other Members
- Committees
- Board Members, Biographies, and Contact Information
- Strategic Plan
- Charter Document including Performance Goals and Objectives
- Board Calendar
- Financials
- Fundraising Plan

APPENDIX C

Board Member Development Opportunities

This policy supports the Board's commitment to continuous growth and development of its members to effectuate effective governance practices leading to high student achievement outcomes and strong stewardship of public funds.

SECTION 1. Scope of Activities

SECTION 1.1. The Board regards the following as the kinds of activities and services appropriate for implementing this policy:

- Participation in conferences, workshops, and conventions held by state and national associations supporting charter schools, non-profits, or other related organizations
- Authorizer-sponsored training sessions provided for or required for board members
- Subscriptions to publications related to topics relevant to governance, charter schools, school reform, or other related topics.
- Speakers addressing topics of interest expressed by the board

SECTION 2. Board Development Requirements

SECTION 2.1. Each Board member shall attend at least 8 hours of professional training annual. The school may require evidence of participation or certificates of completion to demonstrate the requirement has been satisfied.

SECTION 3. Appropriation of Funds

SECTION 3.1. The Board shall appropriate adequate funds in the school's annual approved budget to support and promote professional development opportunities for each of its members and to satisfy the provisions of this policy.

APPENDIX D

Board Conduct

This policy establishes expectations of ethical conduct by members serving on the school's board. The school's board collectively and its members individually shall at all times operate in the most ethical and conscientious manner possible.

SECTION 1. Board Authority Over Individual Authority

SECTION 1.1. Authority of the Board rests only with the Board as a whole and not with any individual Board member unless expressly provided for in the Bylaws and/or through a Board resolution. As such, each Board member shall act accordingly.

SECTION 1.2. The Board vests authority for management of the school in the Executive Director and in good faith, shall not undermine the authority of the Executive Director or intrude into responsibilities that appropriately belong in the scope of management, including, but not limited to such functions as hiring, transferring, or dismissing employees.

SECTION 1.3. The Board shall make reasonable efforts to keep the Executive Director informed of concerns or specific recommendations that any member of the Board may bring forth to the Board as a whole or a committee of the Board.

SECTION. 1.4. The Board shall honor the established protocol and respective policy related to student, parent, or staff grievances.

SECTION 2. Duties and Responsibilities

SECTION 2.1. Board members agree to communicate on Board related correspondence in a timely manner defined as no more than 48 hours.

SECTION 2.2. Board members shall reflect through action that its utmost concern is for the welfare of the students served by the school.

SECTION 2.3. Each member shall work diligently to uphold the mission of the school, to be an ambassador in the community for the school, and support the appropriate and efficient use of resources, including financial and human capital.

SECTION 2.4. Each Board member shall uphold and enforce laws, rules, regulations, and other mandates pertaining to public charter schools.

SECTION 3.0. Accountability to Stakeholders and Community Relations

SECTION 3.1. Board members shall at all times maintain transparency in matters protected by law and shall endeavor to provide information in a timely, concise, and relevant manner to all stakeholders.

SECTION 3.2. Each Board member shall be a positive ambassador for Crossroads in the community and shall seek partnerships that enhance the school's programs, services, and resources.

SECTION 3.3. Board members shall regularly and systematically communicate information to stakeholders including, but not limited to academic achievement and fiscal health of the school.

SECTION 3.4. Board members shall, in a timely manner, communicate to the Board or the Executive Director expressions of public reaction to board policies and school programs.

SECTION 4. Policy Development

SECTION 4.1. Board members shall regularly review and revise policies that improve the programs, services, safety, and practices of the school.

SECTION 4.2. Each Board member shall make policy related decisions only after full discussion at publicly held Board meetings following an established policy or procedure formally adopted by the Board.

SECTION 5. Board Meetings

SECTION 5.1. To ensure proper execution of duties and active engagement in the work of the Board, Board members shall attend no less than 75% of all Board meetings and functions sponsored by the Board.

SECTION 5.2. To ensure proper execution of duties and active engagement in the work of the Board, Board members shall attend all meetings fully prepared to actively discuss and deliberate on matters requiring Board attention or resolution. This extends to fully reviewing all documentation provided in advance of Board meetings including meeting agendas, minutes, and attached documentations supporting board discussion or action.

SECTION 5.3. Board members shall work in a spirit of harmony and cooperation in spite of differences of opinion or philosophy that may arise during discussion and resolution of issues.

SECTION 5.4. Each Board member shall comply with the provisions of the Missouri Sunshine Law related to participating in executive/closed sessions.

SECTION 5.5. Board members shall maintain confidentiality of all discussions and other matters pertaining to Board business during closed sessions of the Board or related to matters or information protected by law.

SECTION 5.6. Each Board member shall in good faith make decisions related to the greater good as opposed to any particular segment or group.

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SECTION 5.7. Each Board member shall engage fully in discussion prior to casting a Board vote and shall vote only on matters where the member has full understanding and adequate and appropriate information to make an informed decision.

SECTION 5.8. After casting a vote on any issue, each Board member agrees to abide by and support all majority decisions of the Board.

SECTION 6. Personnel

Section 6.1. Board members shall only consider employment of personnel after receiving and fully considering the recommendation of the Executive Director.

SECTION 6.2. Consideration for employment of the Executive Director shall be made based on the needs and interests of the school. Decisions shall be made based on qualifications, experience, philosophy, verifiable performance, and fiscal feasibility related to compensation. All hiring decisions shall be made in accordance with the Equal Opportunity Employment Act and shall not be made based upon race, gender or national origin or other factors prohibited by law.

SECTION 6.3. Board members shall ensure regular and impartial evaluations of all staff and the appropriate supervisor or supervising body shall provide timely, written feedback related to formal evaluations.

SECTION 7. Financial Governance

SECTION 7.1. Board members shall refrain from and guard against use of any Board member for personal or partisan gain or to benefit any person or entity over the interest of the school. Such gain refers to more than nominal or incidental amounts which would tend to impair or hinder independent judgment or action in the performance of official duties.

SECTION 7.2. Each Board member shall require and regularly review financial information and shall ensure proper stewardship of public funds related to appropriate, efficient, and responsible use. In addition, each Board member shall carefully protect and monitor the fiscal health of the school and support actions which ensure sustainability of the school.

SECTION 8. Board Member Conduct

SECTION 8.1. Each Board member shall conduct him or herself publicly in a manner befitting a public official and shall remember that personal actions and behavior reflect upon the school.

SECTION 8.2. Board members shall communicate with fellow board members, staff, parents, and community members in a respectful, professional manner at all times.

SECTION 8.3. Each Board member shall refrain from any private action which would compromise the integrity, honor, function, or reputation of the Board or the school.

SECTION 8.4. Every member of the Board shall annually file a written statement acknowledging that he or she is in compliance with this Code of Ethics and supports the responsibilities of board service.

APPENDIX E

Conflict of Interest Policy

This policy establishes expectations for Board member conflicts of interest.

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect Crossroads' interest, as a non-profit corporation, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Crossroads or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

SECTION 2. Definitions.

1. **Interested Person:** Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest.

2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which Crossroads has a transaction or arrangement,

b. A compensation arrangement with Crossroads or with any entity or individual with which Crossroads has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Crossroads is negotiating a transaction or arrangement.

3. **Compensation:** Direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. **Independent Director:** A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS Form 990 or, until such definition is available, the director:

a. Is not, and has not been for a period of at least three (3) years, an employee of Crossroads or any entity in which Crossroads has a financial interest;

b. Does not directly or indirectly have a significant business relationship with Crossroads, which might affect independence in decision-making;

c. Is not employed as an executive of another entity where any of Crossroads' executive officers or employees serve on that entity's compensation committee; and

d. Does not have an immediate family member who is an executive officer or employee Crossroads or who holds a position that has a significant financial relationship with Crossroads.

5. Director: An individual who is actively serving as a member of the Board.

SECTION 3. Procedures.

SECTION 3.1. Duty to Disclose. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

SECTION 3.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, she/he shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

SECTION 3.2.1. The following arrangements shall constitute conflicts of interest. The Board has no discretion on whether these items present a conflict of interest. No person shall be appointed to the Board unless they meet the following requirements. Any Board member who is in violation of any of these requirements is ineligible to serve and shall immediately forfeit their office:

a. No member of the Board shall hold any other office or employment from Crossroads while serving as a member of the Board.

b. No member of the Board shall have any substantial interest (see section 105.450 RSMo for a definition) in any entity employed by or contracting with Crossroads.

c. No member of the Board shall be an employee of a company that provides substantial services to Crossroads.

SECTION 3.2.2. Any director may recuse himself or herself at any time from involvement in any discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

SECTION 3.3. Procedures for Addressing the Conflict of Interest.

SECTION 3.3.1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, she/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

SECTION 3.3.2. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

SECTION 3.3.3. After exercising due diligence, the Board or committee shall determine whether Crossroads can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

SECTION 3.3.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Crossroads' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 4. Violations of the Conflicts of Interest Policy.

SECTION 4.1. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

SECTION 4.2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from the Board and terminating the transaction or contract creating the conflict of interest.

SECTION 5. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 6. Compensation.

SECTION 6.1. A voting member of the Board who receives compensation, directly or indirectly, from Crossroads for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 6.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Crossroads for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 6.3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Crossroads, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 7. Annual Statements. Each director, principal officer and member of any committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy,
- d. Discloses whether or not such person is or has become an interested person within the immediately prior fiscal period; and
- e. Understands Crossroads is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

SECTION 8. Periodic Reviews. To ensure Crossroads operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Crossroads written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8.1. Use of Outside Experts. When conducting the periodic reviews provided for in Article 8 above, Crossroads may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX F

Governing Board Records

This policy establishes provisions for maintaining official Board records.

SECTION 1. Custody of Records

SECTION 1.1. All official records of the Board shall be kept and safeguarded by the Executive Director who shall also be responsible for the safekeeping of all official papers, including titles, contracts, obligations, and other documents which belong to the Board or pertain to its business.

SECTION 2. Records Availability for Inspection

SECTION 2.1. Board records such as official minutes of the Board, its written policies, and its financial records shall be open for the inspection of any member of the community desiring to examine them during school hours.

SECTION 2.2. Records pertaining to individual students or staff members shall not be released for inspection by the public or any unauthorized persons, either by Executive Director or other persons responsible for the custody of confidential files.

SECTION 3. Records Retention

SECTION 3.1. Records retention of Board records shall follow the school's records retention schedule, which is compliant with state records retention mandates.

APPENDIX G

Parent/Family Involvement in Education Policy

The Board recognizes the positive effects of parents/families' involvement in the education of their children. The Board is committed to strong parent/family involvement in working collaboratively with Crossroads staff. In order to implement the Board's commitment to parent/family involvement in education, the Executive Director will appoint a committee of parents, staff, and community representatives to serve as Crossroads' Parent Involvement Committee. The Committee's responsibilities will include recommendations for parental involvement program development, parent training and program evaluation. The evaluation will include identifying barriers to greater participation by parents in activities authorized by law, particularly by parents who are migratory workers, are economically disadvantaged, have disabilities, have limited English proficiency, have limited literacy, or are of any racial or ethnic minority background. Crossroads will use the finding of such evaluation to design strategies for more effective parental involvement and to revise, if necessary, the parental involvement policies. A program evaluation report will be prepared and submitted to the Executive Director by the Parent Involvement Committee annually by June 1.