

POLICY MANUAL

Board of Directors



THE
RIVER ACADEMY
EDUCATING THE NEXT GENERATION OF CHRISTIAN LEADERS

Adopted: November 18, 2014

BOARD OF TRUSTEES

BOARD POLICY MANUAL TABLE OF CONTENTS

Category I: Ends

- Policy 1.0 Global Ends Statement
 - 1.1 Graduates
 - 1.2 Pedagogical Commitments
 - 1.3 Unity of Vision
 - 1.4 Cost

Category II: Management Limitations

- Policy 2.0 General Executive Constraint
 - 2.1 Treatment of Students/Families
 - 2.2 Treatment of Staff
 - 2.3 Financial Condition & Activities
 - 2.4 Asset Protection
 - 2.5 Financial Planning & Budgeting
 - 2.6 Compensation & Benefits
 - 2.7 Emergency Executive Succession
 - 2.8 Board Awareness & Support

Category III: Board–Management Delegation

- Policy 3.0 Governance–Management Connection
 - 3.1 Unity of Control
 - 3.2 Accountability of the Headmaster
 - 3.3 Delegation to the Headmaster
 - 3.4 Monitoring Headmaster Performance

Category IV: Governance Process

- Policy 4.0 Governance Commitment
 - 4.1 Governing Styles & Values
 - 4.2 Board Job Products
 - 4.3 Agenda Planning
 - 4.4 Chair/Chief Governance Officer's Role
 - 4.5 Boards Members' Code of Conduct
 - 4.6 Trustees' Individual Responsibilities
 - 4.7 Board Committee Principles
 - 4.8 Board Committee Structure
 - 4.9 Board Size, Nomination, Election & Term Limits
 - 4.10 Governance Investment

ENDS

POLICY 1.0

POLICY TITLE: ***GLOBAL ENDS STATEMENT***

Our purpose is to partner with parents in educating their children to become the next generation of Christian leaders equipped to shape culture through faithful, wise and joyful Christian living.

Our goal is to graduate students who love the Lord their God with all their hearts, souls, minds, and strength. Our desire is for them to be thoroughly equipped for the world they will encounter and prepared to sow seeds of faithfulness for generations to come through Christ-like leadership in their homes, neighborhoods, churches, schools, businesses and communities.

Accordingly,

1. Graduates will know, love and embrace the Gospel of Jesus Christ, and be well equipped to live out that Gospel by faithfully using the gifts they have been given to serve and minister to the world
2. Graduates will possess a love for God's Word as well as a thorough understanding of His Word so they are equipped to view every area of life and learning in light of the Scriptures
3. Graduates will possess solid Christian character learned in a community context where character formation is part of daily life and students learn to lovingly navigate communal life together in a Christ-like fashion
4. Graduates will be well equipped academically, enabling them to pursue future endeavors with proficiency and confidence
5. Graduates will love learning and will be inspired to a life-long pursuit of learning
6. Graduates will be equipped to lead sacrificially not because they are all naturally gifted, but because they are image bearers of the most High God and thus will be influencers in whatever arena God chooses to place them.
7. Graduates will transform our culture by making art, stories, homes, churches, organizations, businesses, and communities that embody the true the beautiful and the good.

POLICY TITLE: *PEDAGOGICAL COMMITMENTS*

Desiring graduates who are well equipped to shape our culture through wise, faithful, and joyful Christian living, we are committed to classical instruction as our foundational approach to accomplish this end. The principles for this method of instruction are outlined in *The Bylaws*, *The Lost Tools of Learning* (Sayers), *Repairing the Ruins* (Wilson, ed.), *The Seven Laws of Teaching* (Gregory), *Recovering the Lost Tools of Learning* (Wilson), and *The Case for Classical Christian Education* (Wilson). When applied well, our desire is for the benefits of this method to be displayed in the faithfulness and fruitfulness of our graduates.

With the school board functioning as the owner of our vision, the Headmaster as the executive of it, and our teachers and staff as those delivering it on a daily basis, our intention is to have our board, administration, teachers, and students fully unified in a shared vision for classical and Christian education, a vision which is based on our unity in Christ and our commitment to education in the classical and Christian tradition. Within the framework outlined here, the morale and esprit de corps of our faculty is of the highest priority. Consequently:

1. All board, administration, faculty members, and students, will be able to answer the following fundamental questions about the school's vision:
 - a. Q: Who are we? A: TRA is an academic community centered on the lordship of Jesus Christ over all things.
 - b. Q: What are we doing here? A: We are pursuing a robust classical and Christian education in the context of real Christian community.
 - c. Q: Why are we doing this? A: Our purpose at TRA is to graduate leaders who shape culture living faithfully under the Lordship of Jesus Christ.
2. The faculty will understand and appreciate the kind of education they are part of providing to the students. Faculty will demonstrate this commitment:
 - a. By regularly growing and improving in their understanding and application of the classical model.
 - b. By faithful and joyful service to their savior Jesus
 - c. By exemplifying the habits of a "life-long learner."
3. The faculty will clearly communicate and regularly reinforce to the students the answer to the three questions above.

ENDS

POLICY 1.4

POLICY TITLE: *Cost*

The River Academy seeks to provide a first-rate education at a reasonable cost to those parents who share our commitment to this form of classical and Christian education.

POLICY TITLE: *GENERAL EXECUTIVE CONSTRAINT*

The Headmaster will not cause or allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, in violation of commonly accepted business and professional ethics and practices, ACCS accreditation standards, or in violation of The River Academy Statement of Faith and Core Values.

THIS POLICY FORMS THE LARGEST (I.E., BROADEST AND THEREFORE MOST OPEN TO INTERPRETATION) OF ALL POLICIES IN THE MANAGEMENT LIMITATIONS CATEGORY. ANY FURTHER MANAGEMENT LIMITATIONS POLICIES WILL BE A NARROWING OF THE PROVISIONS OF THIS POLICY. THE EXAMPLES THAT FOLLOW DEMONSTRATE SUCH FURTHER NARROWING. REMEMBER THAT THE HEADMASTER IS GRANTED THE AUTHORITY TO USE *ANY REASONABLE INTERPRETATION* OF THE BOARD'S WORDS)

POLICY TITLE: *TREATMENT OF STUDENTS/FAMILIES*

With respect to interactions with Students/Families (*or those applying*), the Headmaster will not cause or allow conditions or procedures which are unjust, unsafe, untimely, unresponsive, undignified or unnecessarily intrusive.

The Headmaster will not:

1. Operate without communicating to Students/Families a clear understanding of what may be expected from the services offered and what will be expected of them.
2. Operate without informing Students/Families of a complaint response process.
3. Allow families to be enrolled who fail to meet the following criteria:
 - A. Children must be capable of succeeding within The River Academy context
 - B. Parents must be supportive (in writing and otherwise) of school policies and practices, including our Statement of Faith, our Mission, and our Vision.

With respect to the treatment of volunteers and employees, the Headmaster will not cause or allow conditions that are unjust, unsafe or undignified.

Pertaining to employees, the Headmaster will not:

1. Operate without ensuring employees are provided with written personnel policies which clarify personnel rules for employees, provide for effective handling of grievances, and protect against wrongful conditions.
2. Retaliate against an employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board (per the grievance process in the personnel manual) acts or omissions by personnel management or the Board that the employee believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Board.
3. Allow staff to be unprepared to deal with emergency situations.
4. Hire employees that fail to meet appropriate qualifications professionally and spiritually.
5. Allow staff to be unmonitored in their work according to stated job expectations.
6. Hire immediate family members.

POLICY TITLE: *FINANCIAL CONDITION & ACTIVITIES*

With respect to financial condition and activities, the Headmaster will not cause or allow the development of fiscal jeopardy, or a material deviation of actual expenditures from the Board's Ends priorities.

The Headmaster will not:

1. Expend more funds than have been received in the fiscal year to date.
2. Use Board-designated long-term reserves/endowment funds.
3. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within 30 days.
4. Operate without settling payroll obligations and payables in a timely manner.
5. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
6. Acquire, encumber, obligate, lease or dispose of real estate without prior authorization.
7. Operate without aggressively pursuing material receivables after a reasonable grace period.
8. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.

The Headmaster will not cause or allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked.

The Headmaster will not:

1. Allow the organization to be uninsured:
 - A. Against theft and casualty losses to at least 100% of replacement value; and
 - B. Against liability losses to Board members, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.
 - C. Against employee theft and dishonesty.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, its Board or staff to claims of liability.
4. Allow any purchase wherein normally prudent protection has not been given against conflict of interest
5. Allow intellectual property, information and files to be exposed to loss, improper access or significant damage, or operate without maintaining documents and records in accordance with a Records Retention Schedule.
6. Receive, process or disburse funds under controls insufficient to meet the Board-appointed auditor's standards (as set forth in Management Letter and/or other correspondence).
7. Compromise the independence of the Board's auditor or other external monitors or advisors. Engaging parties already chosen by the Board as consultants or advisers is not permitted.
8. Invest or hold operating capital in insecure instruments or in non interest-bearing accounts except where necessary to facilitate ease in operational transactions.
9. Endanger the organization's public image, its credibility, or its ability to accomplish Ends.
10. Change the organization's name or substantially alter its identity.
11. Operate without a leadership development process updated at least annually and designed not only to protect current leadership stability in key positions, but also to reasonably project and prepare for future leadership needs.
12. Make any unbudgeted capital expenditures without prior board approval

Financial planning for any fiscal year or the remaining part of any fiscal year will not deviate materially from the Board's Ends priorities, risk financial jeopardy, or fail to be derived from a multi-year plan.

Accordingly, the Headmaster will not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the "Financial Conditions and Activities" Board policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Fails to allocate at least 1% of gross cash revenues to reserves, until reserves reach a threshold of \$250,000.
5. Provides less for Board activities during the year than is set forth in the Governance Investment policy (*see policy in Governance Process*)
6. Increases tuition and fee rates more than an average of 3% and less than an average of 1% in any one fiscal year.
7. Allows fund-raising to be necessary for more than 15% of current operating income.
8. Allows financial aid to exceed more than 10% of the overall budget.

The Headmaster will not cause or allow jeopardy to the organization's fiscal integrity or public image when dealing with employment, compensation and benefits for employees, consultants or contractors.

The Headmaster will not:

1. Change his own compensation and benefits.
2. Promise or imply anything other than "at-will" employment.
3. Establish current compensation and benefits that deviate materially from the geographic and/or professional market value for the skills employed.
4. Pertaining to consultants and contract vendors, create obligations over a longer term than revenues can be safely projected, in no event longer than one year.
5. Establish or change retirement benefits so as to cause situations that are unpredictable for the organization, or inequitable for employees.

POLICY TITLE: ***EMERGENCY EXECUTIVE SUCCESSION***

In order to protect the Board from sudden loss of Headmaster services, the Headmaster will have no fewer than one other person (or a team) sufficiently familiar with Board and Headmaster issues and processes to enable one to take over with reasonable proficiency as an interim successor.

The Headmaster will not cause or allow the Board to be uninformed or unsupported in its work.

The Headmaster will not:

1. Withhold, impede or confound information necessary for the Board's informed accomplishment of its job.
 - A. The Headmaster will not neglect to submit monitoring reports (including Headmaster interpretations of board policies being monitored, as well as relevant data) required by the Board (see "Monitoring Headmaster Performance" policy in *Board-Management Delegation*) in a timely, accurate and understandable fashion.
 - B. The Headmaster will not allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Management Limitations policy, regardless of the Board's monitoring schedule.
 - C. The Headmaster will not let the Board be without decision information it periodically requests, or unaware of relevant trends or incidental information, including but not limited to anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal/organizational changes. Notification of planned internal changes is to be provided in advance, when feasible.
 - D. The Headmaster will not fail to inform the Board if, in the Headmaster's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the Headmaster.
 - E. The Headmaster will not present information in unnecessarily complex or lengthy form, or in a form that fails to differentiate among information of three types:
 - *monitoring
 - *decision preparation (or "action item"); and
 - *incidental/ "FYI."

POLICY TITLE: ***GOVERNANCE–MANAGEMENT CONNECTION***

The Board's sole official connection to the operational organization, its achievements and conduct will be through a Chief Executive Officer (CEO), titled Headmaster.

Only officially passed motions of the Board are binding on the Headmaster.

Accordingly:

1. Decisions or instructions of individual Board members, officers, or committees are not binding on the Headmaster except in rare instances in which the Board has explicitly delegated such exercise of authority.
2. If Board members or committees request information or assistance without Board authorization, the Headmaster can refuse such requests that, in his/her opinion, require an inappropriate amount of staff time or funds or are disruptive. The committee or Board member may then refer such requests to the full Board for consideration.

POLICY TITLE: *ACCOUNTABILITY OF THE HEADMASTER*

The Headmaster is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Headmaster.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the Headmaster.
2. The Board will not evaluate, either formally or informally, any staff other than the Headmaster.
3. The Board will view Headmaster performance as identical to organizational performance, so that organizational accomplishment of Board stated Ends and compliance with Management Limitations will be viewed as successful Headmaster performance.

POLICY TITLE: *DELEGATION TO THE HEADMASTER*

The Board will direct the Headmaster through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Headmaster to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop and maintain *Ends* policies instructing the Headmaster to achieve certain results, for certain recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels. All issues that are not Ends issues as defined here are Means issues.
2. The Board will develop and maintain *Management Limitations* policies that limit the latitude the Headmaster may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will be developed systematically from the broadest, most general level to more defined levels. The Board will not prescribe organizational means delegated to the Headmaster.
3. As long as the Headmaster uses *any reasonable interpretation* of the Board's Ends and Management Limitations policies, the Headmaster is authorized to establish all further policies, make all decisions, take all actions, establish all practices and develop all activities. Such decisions of the Headmaster shall have full force and authority as if decided by the Board.
4. The Board may change its Ends and Management Limitations policies, thereby shifting the boundary between Board and Headmaster domains. By doing so, the Board changes the latitude of choice given to the Headmaster. However, as long as any particular delegation is in place, the Board will respect and support decisions made by the Headmaster that are compliant with Board policy, and reasonably interpreted.

POLICY TITLE: *MONITORING HEADMASTER PERFORMANCE*

The Board will systematically and rigorously monitor Headmaster job performance to determine the extent to which Ends are being achieved and whether operational activities fall within boundaries established in Management Limitations policies.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not address policy compliance will not be considered in the evaluation of Headmaster performance.
2. The Board will acquire monitoring data by one or more of three methods:
 - A. by internal report, in which the Headmaster discloses, in writing, policy interpretations and compliance information to the Board. As appropriate in a given context, the Headmaster may present information to justify his/her interpretation.
 - B. by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, as reasonably interpreted by the Headmaster, or
 - C. by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria, as reasonably interpreted by the Headmaster.
3. In every case, the standard for compliance shall be *any reasonable Headmaster interpretation* of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a “reasonable person” test (whether what the Headmaster did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or its members may have made.
4. In every case, the Board will judge whether (a) the Headmaster’s interpretation is reasonable, and (b) whether data demonstrate accomplishment of or compliance with the Headmaster’s interpretation.
5. Actions determined to be not compliant with a reasonable interpretation of Board policies will be subject to a remedial process agreed to by the Board.
6. All policies instructing the Headmaster will be monitored at a frequency and by a method chosen by the Board. The Board may monitor any policy at any time by any method, but will ordinarily depend on the following routine schedule.

POLICY TITLE: *MONITORING HEADMASTER PERFORMANCE* (CONTINUED)

POLICY	METHOD	FREQUENCY	SCHEDULE
2.0 General Executive Constraint	Internal	Annually	March
2.1 Treatment of Students/Families	Internal	Annually	March
2.2 Treatment of Staff	Internal	Annually	March
2.3 Financial Condition & Activities	Internal	Quarterly	End of Qtr.
	Direct Insp.	Semi-Annually	April/October
	External	Annually	Close of F.Y. (June)
2.4 Asset Protection	Internal	Annually	March
2.5 Financial Planning/Budgeting	Internal	Quarterly	End of Qtr.
2.7 Emergency Executive Succession	Internal	Annually	March
2.6 Compensation and Benefits	Internal	Annually	March
2.8 Board Awareness & Support	Internal	Annually	March
1.0 Global Ends Statement	Internal and Direct Insp.	Annually	December-Jan
1.1 Graduates	Internal and Direct Insp.	Annually	December-Jan
1.2 Pedagogical Commitments	Internal	Annually	September
1.3 Unity of Vision	Internal and Direct Insp	Annually	November-December
1.4 Cost	Internal External	Annually	June-July

(NOTE: As Policies are adopted, they are to be added to this table and preferably spread throughout the year to allow for an on-going emphasis on Ends. It is also recommended that the board develop a schedule for the monitoring of board performance related to Board-Management Delegation and Governance Process.)

The purpose of the Board, on behalf of God as the Ultimate Owner and Christians of our community clearly committed to the Ends of The River Academy is to ensure that The River Academy (1) achieves appropriate results for appropriate recipients at an appropriate cost (as specified in Board Ends policies), *and* (2) avoids unacceptable actions and situations.

POLICY TITLE: *GOVERNING STYLE & VALUES*

The Board will govern lawfully, observing Policy Governance principles, with an emphasis on (a) integrity and truthfulness in all of its activities and practices, (b) outward vision rather than internal preoccupation, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) governing proactively rather than reactively.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the primary initiator of governing policy.
2. The Board may use the expertise of individual members to enhance the Board's understanding of issues, but will not substitute such expertise for the judgment of the Board.
3. The Board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major focus will be on the achievement of intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
4. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, adherence to board standards of conduct, and ensuring the continual development of governance capability.
 - A. Continual Board development will include periodic discussion of process improvement, and orientation of new Board members, within 30 days of their appointment, in the Board's governance process and these policies.
5. Although the Board can change its governing policies at any time, it will conscientiously observe those currently in effect.
6. All policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.
7. The Board will allow no officer, individual or Board Committee to prevent the Board from fulfilling its duties and commitments.
8. The Board will monitor and assess its process and performance at the completion of each meeting. Self-monitoring will include comparison of Board activity and discipline to Governance Process and Board-Management Delegation policies.
9. The Board's activities, with the exception of personnel or other matters of a sensitive nature, shall be open and accessible to reasonable scrutiny by its "owners." (see 4.0)
10. In His Word, God forbids us to regard anyone with partiality: "If you really fulfill the royal law according to the Scripture, 'You shall love your neighbor as yourself,' you do well; but if you show partiality, you commit sin, and are convicted by the law as transgressors." (James 2:8-9) Therefore, in obedience to the royal law of God, The River Academy in its hiring and other activities, will not discriminate on the basis of race, national origin, age, handicap, political affiliation, gender, or military status.
11. All Board action requires approval by simple majority of a quorum of voting members (quorum being half of the voting members plus one).

On behalf of the “ownership” it represents, the Board assumes direct responsibility for defining and ensuring appropriate organizational performance:

Accordingly:

1. The Board will be the conduit linking ownership interests and operational performance.
 - A. Needs Assessment: The Board will assess the needs of the ownership as they relate to the organization’s activities and scope of influence, and will develop Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
 - B. Advocacy: The Board will inform the ownership of the organization’s present accomplishments on their behalf, and expected future results.
2. The Board will develop and maintain written governing policies that realistically address the broadest levels of all organizational decisions and situations:
 - A. ENDS: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost/priority).
 - B. MANAGEMENT LIMITATIONS: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
 - C. BOARD/MANAGEMENT DELEGATION: How authority is delegated and its proper use monitored: the Headmaster’s role, authority and accountability.
 - D. GOVERNANCE PROCESS: Specification of how the Board conceives, carries out and monitors its own task.
3. The Board will assure successful Headmaster performance on Ends and Management Limitations.
4. The Board will take all necessary steps to ensure the on-going stability of leadership through a well-designed succession planning process for both the CEO and the CGO.
5. The Board will assure effective and efficient board governance by following an annual calendar of board responsibilities which begins in April and ends in March (See Below)

Board Calendar

<u>MONTH</u>	JOB DESCRIPTIONS
April	Goal setting for next school year, Board work-plan and annual agenda outline (4.3), Board disclosure of conflict of interest (4.5), Board/Parent Meeting, Headmaster Compensation (4.3)
May	Finalize next school year goals, Board education plan developed(4.3)
June	Review and make recommendations of changes to new budget (2.3) (no later than first week of June) review cost (1.5 and 3.4)
July	Review Financials internally and with direct inspection (2.3), Board Education finalized (4.3) review cost (1.5 and 3.4)
August	Revisit and review annual goals (4.3)
September	Review Financials, (2.3) review pedagogical commitments (1.2 and 3.4) review masculine leadership?? (1.4 and 3.4), elect board nominating committee (4.9)
October	Review and Revise board/school goals (4.3), properly screened potential board member list to board (4.9), review form 990 (2.3)
November	Annual Policy Manual review (4.0-4.10) review unity of vision (1.3 and 3.4) – approve/disapprove nominating committees nominations for new board chair and new members (4.9)
December	Review unity of vision (1.3 and 3.4), review Financials internally and with direct inspection (4.3), begin interviewing current Senior Class, (1.1 and 3.4)
January	Annual vision/planning retreat, review annual goals, initiate new goals for next year, conclude interviewing current Senior Class, (1.1 and 3.4)
February	Begin Headmaster Annual review (3.4), review global ends (1.0), Trustee Meeting
March	Conclude Headmaster Annual review, (3.4) Financial review 4.3), interview graduates(1.1 and 3.4) Interview potential board candidates and send non-binding advisory poll to parents (4.9), establish board governance budget (4.10),

To fulfill its role, the Board will prepare and follow an annual workplan that (1) completes a re-exploration of Ends policies each year and (2) continually improves Board performance through Board education, enriched input and deliberation.

Accordingly:

1. The Board's annual planning cycle will conclude each year on the last day of March so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
2. The cycle will start in April with the Board's development of its workplan for the next year.
 - A. Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - B. Board education related to Ends issues (e.g. presentations by advocacy groups, staff, futurists, etc.), and education about governance and operational issues, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - C. The Chair will, at the commencement of the Board's annual planning cycle, prepare and present for the Board's consideration a tentative agenda plan for the following year's meetings.
3. The Chair will determine the agenda for any particular meeting, although Board members may request or recommend any appropriate matters for Board consideration.
 - A. A Board member may recommend or request a matter for Board discussion by submitting the item to the Chair at least 14 days prior to the regularly scheduled Board meeting.
 - B. The meeting agenda and pertinent documents are to be received by Board members at least 7 days prior to the scheduled Board meeting.
 - C. By an affirmative vote of a majority of those present at a meeting, additional matters may be added to the agenda of any regular Board meeting.
4. The Board will attend to consent agenda (or, "required approval") items (those items delegated to the Headmaster yet required by law or contract to be Board-approved) as expeditiously as possible.
5. At any meeting prior to which monitoring reports have been received, the board will determine by vote whether a majority of members judge each report to have demonstrated fulfillment of a reasonable interpretation of the applicable policy.
6. Headmaster remuneration will be decided during the month of April (to be effective July 1), based on a summary/review of the Board's judgments of monitoring reports received during the last year.

POLICY TITLE: *CHAIR/CHIEF GOVERNANCE OFFICER'S ROLE*

The Chair/Chief Governance Officer (CGO) assures the integrity of the Board's process.

Accordingly:

1. The Board expects the CGO to see to it that the Board behaves consistently with its policies and those legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will include only those issues that clearly (according to Board policy) belong to the Board to decide, consider, or to monitor.
 - B. Information that is not for monitoring performance, board education or board decisions will be avoided or minimized and always noted as such.
 - C. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.

2. The CGO is authorized to make decisions consistent with the Board's Governance Process and Board/Management Delegation policies, with the exception of (a) employment/termination of the Headmaster, or (b) instances where the Board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of these policies.
 - A. The CGO is empowered to preside at Board meetings with the commonly accepted power of that position, such as ruling and recognizing.
 - B. The CGO has no authority to make decisions within the Board's Ends and Management Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the Headmaster.
 - C. The CGO may represent the Board to outside parties in announcing Board-stated positions and in stating decisions and interpretations within the area delegated to her or him.
 - D. The CGO may delegate this authority but remains accountable for its use.
 - E. The CGO may appoint Board members to serve on Board Committees and as Chair of such committees.

POLICY TITLE: ***BOARD MEMBERS' CODE OF CONDUCT***

The Board commits itself and its members to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Board members must demonstrate loyalty to the interests of the entire ownership, unconflicted by loyalties to segments of the ownership, staff, other organizations, or any personal interests as a consumer of the organization's services.
2. Board members are accountable for discharging their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
3. Board members must avoid conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization. (*except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.*)
 - B. When the Board is to decide upon an issue about which a member has a conflict of interest, that member shall disclose the conflict to the Board and absent himself without comment from not only the vote but also from the deliberation.
 - C. Board members must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.
 - D. Board members will annually (April) complete a form disclosing their involvements and interests that could give rise to a conflict of interest, including but not limited to roles as Trustees or officers of other organizations, substantial business/investment holdings, or other transactions or affiliations with businesses and other organizations or those of family members.
4. Board members must not attempt to exercise individual authority over the organization.
 - A. Board members' interaction with the Headmaster or with staff must recognize the lack of authority vested in individuals except when explicitly Board authorized.
 - B. Board members' interaction with public, media or other entities must recognize this limitation and that Board members are not to speak for the Headmaster, or to speak for the Board except to repeat explicitly stated Board decisions.
 - C. Except for participation in Board deliberation about whether the Headmaster has achieved any reasonable interpretation of Board policies, Board members will not publicly express individual judgments of performance of employees or the Headmaster.
5. A Board member aware of credible information that suggests that a Board policy has been violated, by either the Board or the Headmaster, has an affirmative obligation to bring the concern to the Board's agenda for monitoring.
6. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
7. Board members will support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.

POLICY TITLE: *TRUSTEES' INDIVIDUAL RESPONSIBILITIES*

The individual and collective participation of its members is integral to the leadership success of the Board.

Therefore, each Board member is expected to fulfill the following responsibilities:

1. Attendance — As effective deliberations and decision-making require collaboration and participation, Board members are expected to attend Board meetings. Absence from more than three of the Board's regularly scheduled meetings in any (fiscal/Board planning) year will constitute that member's resignation from the Board.
 - A. In case of extenuating circumstances, a Board member may request a waiver to this provision. These waivers may be granted only by vote of the Board.
2. Preparation and Participation — Board members will review agenda materials in advance of Board and committee deliberations and will participate productively in discussions.
3. Members as Individuals — The Headmaster is accountable only to the Board as a whole, and not to individual Board members. Therefore, the relationship between the Headmaster and individual members of the Board, including the CGO, is collegial, not hierarchical.
4. Voluntarism — As the Headmaster is responsible for operational activities and results, members of the Board choosing, as individuals, to volunteer in operational capacities are subject to the direct supervision of the Headmaster or responsible staff person.
5. Contributions — Each Board member is expected and required to make an annual financial contribution as a tangible demonstration of their commitment to the organization. The demonstration of support, rather than the amount of the contribution, is of principal importance. Board members are expected to contribute within their individual means.
6. Participation in Organizational Activities —
 - A. In addition to Board meetings, Board members are expected to attend the following events/functions:
 - i. Board Retreat
 - ii. Graduation
 - iii. Benefit Dinner
 - B. Board members are also encouraged to attending the following events/functions:
 - i. Staff Christmas party
 - ii. Senior Dinner
 - iii. Christmas program

POLICY TITLE: *BOARD COMMITTEE PRINCIPLES*

Board committees, when used, have one essential role—to strengthen and support the work of the Board as a whole. Board committees are not to interfere with delegation from Board to the Headmaster, or from the Headmaster to other staff.

Accordingly:

1. Board committees may be established to help the Board do its job, not to help, advise or exercise authority over staff.
2. Board committees most commonly assist the Board by undertaking activities not delegated to the Headmaster, by preparing policy alternatives and implications for Board deliberation, or by performing specific monitoring functions.
3. Board committees may not speak or act for the Board except when formally given such authority for specific and/or time-limited purposes. The Board will carefully state its expectations and committee authority (in the “Board Committee Structure” policy) in order not to conflict with authority delegated to the Headmaster.
4. Because the Headmaster works for the full Board, he will not be expected to obtain approval of a Board committee before an executive action.
5. This policy applies to any group formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. This policy does not apply to committees formed under the authority of the Headmaster.

POLICY TITLE: **BOARD COMMITTEE STRUCTURE**

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. Unless otherwise stated, a Board Committee will cease to exist when its task is complete. Unless otherwise specified, the Headmaster, or his/her staff designee, will serve as a non-voting member of each committee.

1. Governance Committee

- A. Product #1: Properly screened slate of potential Board members and proposed slate of officers, recommended to the Board no later than February 1 of each year.
Product #2: Upon election of new Board members, arrangement of orientation/training of Board members (*or, in some cases, candidates for Board membership*) in the Board's governing process and strategic issues of the Board's choosing.
Product #3: Recommendations brought forth for Board consideration regarding additional Board training opportunities that enhance the Board's governance capabilities.
- B. Authority: To incur costs of no more than \$250 in direct charges and no more than 16 hours of management time.
- C. Composition: Two board members and Headmaster.

2. Financial Review Committee

- A. Product #1: Confirmation of auditor's independence, and (*recommendation to Board for*) engagement of auditor by no later than July of each year.
Product #2: Annual specification of scope of audit, and/or internal process control review prior to outside audit, consistent with Board monitoring policy, including approval of any permitted non-audit services to be provided by the independent auditor.
Product #3: Review with the independent auditor of any problems encountered performing the audit, and of any management letter provided by the auditor.
Product #4: Recommendations for Board consideration regarding revisions to the Board's fiscal policies.
- B. Authority: To direct work of outside auditors, to use management time as needed for administrative support, and to incur costs of no more than \$3,000 for all matters related to the audit.
- C. Composition: Board Treasurer, one additional board member and no more than 3 board approved school family members.

3. Ownership Linkage Committee

- A. Product: Development of mechanisms and plans for Board approval regarding linkage between the Board and the ownership.
- B. Authority: To incur costs of no more than \$250 in direct charges and no more than 16 hours of management time.
- C. Composition: Minimum of one board member and 3 board approved school family members.

4. **Headmaster Compensation Committee**

- A. Product #1: Annual Headmaster compensation package alternatives for Board consideration. To be presented to the Board in a timely manner to allow final action to be taken by both parties by *April 1 date/no later than 60 days prior to expiration of the current Headmaster employment contract.*)

Product #2: Accompanying the options for Board consideration, data as to comparable compensation for similarly qualified persons in functionally comparable positions at similar organizations.

Product #3: Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding Headmaster compensation.

- B. Authority: To incur costs of no more than \$250 in direct charges, to include compensation surveys and outside counsel to draft contract, and no more than 16 hours of management time.
- C. Composition: Treasurer, Board President, Vice President

5. **Executive Committee**

- A. Product #1: Meet Monthly at least two weeks prior to regularly scheduled board meetings to strategically plan and craft the agenda for the upcoming meeting.

Product #2: Distill down most important items for board discussion to ensure effective and streamlined use of board members time.

- B. Authority: To discuss and make decisions on board items for each meeting, including making small decisions as a committee to save board discussion time at meetings. All decisions made in Executive committee meetings will be reported to the full board.
- C. Composition: President, Vice President, Secretary, Treasurer, Headmaster.

The board will maintain a size of seven elected members. The board nominating committee will properly screen and nominate, for board consideration, the board chair, and individuals to fill vacancies on the board.

Accordingly:

1. No later than the September meeting, the current board will elect a board nominating committee. It will elect its own chair and solicit suggestions for nominations.
2. By no later than the October meeting, the board nominating committee will create a list of potential board nominees.
3. At the November meeting, the board shall:
 - A. Approve or disapprove the board nominating committee's nomination for new board chair; and
 - B. Approve or disapprove the board nominating committee's nominations for new board members.
 - i. If more nominees are approved than slots are available, the board will rank nominees in the order in which they should be approached until available slots are filled. Nominees will be approached only after board approval and then shall be given the invitation to serve along with conditions of service.
 - ii. Individuals may not be nominated or serve if they or their spouse are employees of The River Academy (excluding substitute teachers, bus drivers and outside coaches) or are contract employees
 - C. Invite approved members to begin sitting in board meetings as a non-voting participant
4. At the March meeting, the board shall:
 - A. Assess the prospective board members desire to continue to serve.
 - B. Interview the prospective board member
 - C. If approved, send a non-binding advisory poll to existing school parents giving two weeks for them to respond with any concerns regarding a particular candidate.
5. Newly approved members shall begin their 3 year term beginning in April.
6. Members who serve two (2) consecutive three (3)-year terms may be nominated for board membership again after spending a minimum of one (1) year off the board.
7. Re-nomination/nomination of board members may be based upon such factors, as the board nominating committee deems appropriate. Accordingly, no member should expect to be re-nominated at the end of his or her term.

The Board will consciously invest in its ability to govern competently and wisely.

Accordingly:

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
 - A. Training and retraining will be used appropriately to orient new members and to maintain and increase existing Board member skills and knowledge.
 - B. Outside monitoring assistance, including fiscal audit, will be arranged as needed so that the Board can exercise confident control over organizational performance.
 - C. Outreach mechanisms will be used as needed to ensure the Board understands owner viewpoints and values.
2. Costs will be prudently incurred, but sufficient to ensure the development and maintenance of superior governance.
 - A. Up to \$5,000 in fiscal year 2014-15 for Board training, including publications.
 - B. Up to \$2,000 in fiscal year 2014-15 for Board member travel/reimbursements (attendance at conferences, workshops, etc.)
 - C. Up to \$0 in fiscal year 2014-15 for audit and other third-party monitoring of organizational performance.
 - D. Up to \$250 in fiscal year 2014-15 for surveys, focus groups and opinion analyses.
 - E. Up to \$250 in fiscal year 2014-15 for Board-hosted ownership linkage/outreach events.
 - F. Up to \$500 in fiscal year 2014-15 for Board meeting and retreat costs.
 - G. Up to \$250 in fiscal year 2014-15 for Board committee functions.
3. The Board will establish its governance budget for the next fiscal year each year during the month of March.