

## **ORGANIZATION**

### **Name and Identification**

### **Policy 0110**

Guadalupe Centers Charter School (“GCCS”) is an independent public school. GCCS is a nonprofit corporation organized under the authority of the State Legislature and exercises powers delegated directly and indirectly by the Missouri State Legislature.

The official corporate name of GCCS shall be Guadalupe Educational System, Inc. It operates under the name of Guadalupe Centers Charter Schools. Throughout these policies the Guadalupe Educational System, Inc. shall be referred to as GCCS.

As used in these Policies, the terms “Superintendent” and “School Leader” shall be interchangeable. The term “Board” shall mean the School Board or GCCS

## **ORGANIZATION**

### **Legal Status**

### **Policy 0120**

GCCS operates under a charter from the University of Central Missouri (UCM). The Charter serves as a contract between GCCS and its sponsoring institution.

The Charter includes the GCCS's mission statement, a description of the GCCS's organizational structure and bylaws, a financial plan, the policy for securing personnel services, the personnel qualifications, a professional development plan, a description of the grades and ages of its students, a calendar of operations and the criteria for measurement of the GCCS's effectiveness.

The GCCS's Charter also provides:

1. Educational goals and objectives
2. Description of the educational programs and curriculum
3. Terms of the Charter
4. Pupil performance standards
5. Governance plan
6. Policies on student discipline

The above referenced documents may be viewed at the office of the Superintendent during business hours.

The Board acknowledges that GCCS may be placed on probation by UCM at any time if GCCS fails to meet its statutory requirements or its commitments to GCCS's assurance. The purpose of the probationary period is to allow GCCS to change methodology, leadership, or other factors to bring GCCS in compliance with the law or the requirements of UCM.

The Board further acknowledges that the charter may be revoked by UCM if GCCS commits a serious breach of one or more provisions of its charter for:

1. Failing to meet academic performance standards
2. Failing to meet generally accepted standards of fiscal management
3. Failing to provide information necessary to confirm compliance with the procedure of this Charter within 45 days of request
4. Violating the law

## **ORGANIZATION**

### **Board Member Conduct**

**Policy 0310**

#### **Board Authority**

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 Board's by-laws or through Board resolution. As such, each Board member shall act accordingly.

The Board vests authority for management of GCCS in the Superintendent. The Board shall not undermine the authority of the Superintendent 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.

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

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

#### **Duties and Responsibilities**

Board members agree to communicate on Board related correspondence in a timely manner defined as no more than 24 hours.

Board members shall reflect through action that the Board member's first utmost concern is for the welfare of the students served by GCCS.

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

#### **Accountability to Stakeholders and Community Relations**

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.

Each Board 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.

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

Board members shall, in a timely manner, communicate to the Board or the Superintendent expressions of public reaction to Board policies and school programs.

### **Policy Development**

Board members shall regularly review and revise policies that improve the programs, services, safety, and practices of the school. Such reviews shall be performed by the Executive Committee no less frequently than on a quarterly basis to insure compliance with federal, state and local laws pertaining to public charter schools.

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.

### **Board Meetings**

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

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 discussions or action.

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.

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

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

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

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.

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

### **Personnel Decisions**

Board members shall only consider employment of personnel after receiving and fully considering the recommendation of the Superintendent.

Consideration for employment of the Superintendent shall be made based on the needs and interest of GCCS. 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 Missouri Human Rights act and shall not be made based upon race, gender, color, national origin, disability or other factors prohibited by law.

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.

### **Financial Governance**

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 GCCS. 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.

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 member shall carefully protect and monitor the fiscal health of the school and support actions which ensure sustainability of the school.

## **Board Member Conduct**

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 GCCS.

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

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

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.

## **ORGANIZATION**

### **Board Officers**

**Policy 0321**

The Board will meet annually in February to elect a president, vice-president, a secretary, and a treasurer.

## **ORGANIZATION**

### **Resignation of and Replacement of Board Members**

**Policy 0323**

Any Board member who wishes to resign from office shall inform the Board President in writing. The Board President shall certify to the Board that the office is vacant. The Board will then accept nominations to fill the vacated position. The vacated position will be filled from the nominated persons by a majority vote of the Board. If more than two persons are nominated for the vacated position a vote will take place among the Board and the top two nominees will be identified. A separate vote among the Board will be taken of the two remaining candidates with the candidate receiving the majority of the votes being appointed to fill the remaining term of the vacated position.

## **ORGANIZATION**

### **Board Member Conflict of Interest Policy**

**Policy 0342**

#### **Purpose**

The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of GCCS 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 conflict of interest applicable to nonprofit and charitable organizations. As a charter school, certain special state conflicts of interest policies apply as discussed within this Policy.

#### **Definitions**

1. Interested Person - Any director, officer, or member of a committee Board delegated powers, who has a direct or indirect financial interest, as defined below.
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 GCCS has a transaction or arrangement,
  - b. A compensation arrangement with GCCS or with any entity or individual with which GCCS has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GCCS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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 governing board or committee decides that a conflict of interest exists.

#### **Procedures**

1. Duty to Disclose - 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.

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, the interested person 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.

### **Conflicts of Interest Under Missouri law**

Under Missouri law, the following are 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:

1. No Board member shall hold any other office or being employed GCCS while serving as a member of the Board.

2. No Board member shall have any substantial interest in any entity employed by or contracting with the Board.

3. No Board member be an employee of a company that provides substantial services to GCCS.

### **Procedures for Addressing the Conflict of Interest**

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

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

After exercising due diligence, the Board or committee shall determine whether GCCS 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.

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 Board or committee members whether the transaction or arrangement is in GCCS's 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.

### **Violations of the Conflicts of Interest Policy**

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 Board or committee member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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.

### **Record of Proceedings**

The minutes of the Board and all committees with Board delegated powers shall contain:

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

### **Compensation**

No voting member of the Board shall receive compensation, directly or indirectly, from GCCS.

### **Annual Statements**

Each director, officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and

4. Understands GCCS 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.

### **Periodic Reviews**

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

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to GCCS's 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.

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in this Policy, GCCS 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.

## **ORGANIZATION**

### **Board Compensation**

### **Policy 0350**

No member of the Board shall accept a salary from, or be employed by the Board, or profit financially in any manner by reason of any dealings with the Board.

## **ORGANIZATION**

### **Board Travel**

### **Policy 0351**

Travel and accompanying expenses may be authorized by a majority of the Board for any of its members to attend conferences, meetings, seminars or conventions at the state, regional and national levels. Travel expenses may include transportation, lodging, meals and registration fees.

Each Board member who has been approved for travel shall file with the Chief Financial Officer an itemized account of anticipated expenses and may request and receive an advance for these expenses. Upon completion of travel, an actual expense account report, with appropriate receipts, shall be filed with the Chief Financial Officer within two weeks after the travel.

Travel requests will not normally be approved in the three months prior to the completion of a Board member's term.

## **ORGANIZATION**

### **Board Committees**

### **Policy 0360**

The Board may appoint committees to assist it in carrying out the Board's responsibilities. However, the Board may not delegate those functions which, by law, must be exercised by the Board itself.

### **Committee Guidelines**

1. Committees created by the Board will be assigned specific tasks to be performed and will be assigned a specific time frame within which to accomplish assigned tasks.
2. Upon completion of these tasks or upon expiration of the time allotted, the committee will be dissolved unless extended by the Board.
3. Reports of Board committees may be made in written form or be presented verbally at a Board meeting at the discretion of the Board.

### **Committee Meetings**

Meetings of committees appointed by the Board or at the Board's direction including advisory committees appointed for the specific purpose of recommending policy, policy revisions, expenditures of public funds to the Board or to the Superintendent will comply with the notice and open meeting provision applicable to Board meetings. The Assistant Superintendent will maintain a current list of such advisory committees.

## **ORGANIZATION**

### **Meetings**

**Policy 0410**

#### **Regular Board Meetings**

The regular meeting of the Board shall be held on the last Thursday in each month, at 4:30 p.m., except when a majority of the Board agrees in advance and public notice is given. Public meetings may be conducted in person or by conference call, video chats, Internet conferences, e-mails and Internet message board.

#### **Special Board Meetings**

Special meetings may be held at the time set by the Board or on the call of the Board President or a majority of the Board. In any event, not less than twenty-four (24) hours written notice, stating the time and place of the meeting and the business to be considered, will be given to each member. Simultaneously with the giving of notice of such meeting to the members of the Board, a written notice of the meeting and the matters to be considered will be posted in the same manner as postings for regular Board meetings.

#### **Quorum and Majority Vote**

The presence of a majority of the Board constitutes a quorum for the transaction of business. However, the approval of contracts, employment of personnel, approval of bills for payment and the ordering of warrants require an affirmative vote of a majority of the whole Board. Board members may participate via phone call if their voices can be heard for any voice vote.

#### **Closed Meetings**

The Board may elect to go into closed session for the reasons set forth Chapter 610.021 of the Revised Statutes of Missouri. In order to enter into a closed session, such motion must be approved by a roll call majority vote. The motion to enter closed session must reference the specific statutory matters to be discussed.

Any Board member may object to the closing of a meeting, record or vote if the Board member believes the motion to close violates the Missouri Sunshine Law. The Board member must object at or before the motion to close is voted upon and must vote against closing. The member shall be allowed to fully participate in any subsequent meeting or vote. The objecting Board member shall be immune from any liability for improper closure of a meeting.

## **Recording of Board Meetings**

At the direction and consent of the Board, the open sessions of Board meetings may be audio or video taped.

## **Firearms and Weapons**

Possession of firearms and weapons are prohibited from all school premises and school activities. This prohibition specifically applies to meetings and activities of the Board and applies to all attendees, including members of the Board. The firearm prohibition includes permitted weapons.

## **ORGANIZATION**

### **Board Meeting Agendas and Notice of Meetings**

**Policy 0411**

Agendas shall be developed by the Superintendent in consultation with the Board President.

The agenda shall contain, but not be limited to, the following, as appropriate:

1. Call to order
2. Reading and acceptance of minutes from last meeting
3. Committee reports
4. Special orders (important business designations for consideration at this meeting)
5. Old business
6. New business
7. Announcements
8. Open floor (optional)
9. Adjournment

If any of the agenda items is to be a closed session, that fact must be noted, with a reference to the statutory basis for closing that portion of the meeting and a general description (E.g., Closed session to discuss matters regarding individually identifiable personnel, to be closed pursuant to § 610.021(3) and (13), RSMo.)

Notice of meetings of the Board including committees of the Board will be given in a manner to reasonably inform the public of the matters to be considered by the Board.

Upon request, members of the media will be provided with notice of the meeting at the same time notice is provided to members of the Board. Meetings will be scheduled at a location reasonably accessible to the public in a room of sufficient size to accommodate the anticipated attendance by the public.

Where meetings are conducted by telephone or other electronic means, written notice of such meetings will include the specific mode by which the meetings will be conducted and the location where the public may attend such electronic meetings. If a meeting is conducted through the Internet or other computer link, notice of such meeting will be posted on a GCCS's web site.

The agenda shall include at the top the name of the Board, the location of the meeting and the date and start time of the meeting. The Notice shall be posted to the public at the school offices and at the location of the meeting at least 24 hours before the time specified for the meeting. If the meeting will be conducted by telephone or other electronic means, the location where the public may observe and attend the meeting or directions to access the meeting electronically must be provided.

## **ORGANIZATION**

### **Public Participation at Board Meetings**

### **Policy 0412**

A designated period of time may be provided for public comments at all regular Board meetings. The Board is very interested in citizen viewpoints and problems; however, citizens are encouraged to work through problems at the school or administrative levels before coming to the Board. Remarks may be limited to three minutes and to one appearance, thus allowing a maximum number of participants in the allotted time period in which citizens are to speak to issues. Questions directed to the Board may not always be answered immediately. All questions will be responded to by an appropriate person as soon as possible. Persons who wish to suggest items for the agenda should contact the Superintendent.

## **ORGANIZATION**

### **Minutes**

**Policy 0420**

#### **Open Session Minutes**

Minutes of Board meetings shall be available to the public for inspection at the Administrative office, at reasonable hours. The minutes will include the date, time, place, Board members present, members absent, and a record of any votes taken.

#### **Closed Session Minutes**

A separate minute book used solely for the purpose of executive sessions shall be used to record the minutes. Under such circumstances, the Board members and others in attendance may not disclose the details or discussions or minutes of the executive session. Any vote taken during a closed session will be taken and recorded by a roll call vote.

The minutes of closed sessions shall not be available to the public except they may be viewed if ordered to be viewed by the Circuit Court of Jackson County, Missouri.

## **ORGANIZATION**

### **Closed Sessions**

**Policy 0430**

The Board reserves the right, as provided by law, to close meetings, records and votes as they relate to the matters below. All discussion and action by the Board in closed session must be related to the reasons set forth in the motion to enter executive session. The minutes of the closed session shall be recorded and maintained in a separate, confidential minute book. The following matters are illustrative of the type of matters that may be considered in closed session.

#### **Legal Matters**

Litigation including privileged communications between the Board, its representatives, and its attorneys. Upon completion of the litigation or upon the execution of a settlement agreement, the vote, minutes, and settlement agreement will be made public unless subject to a court order closing the record.

#### **Real Estate Matters**

The lease, purchase or sale of real estate where public knowledge of the details of the proposed acquisition might adversely affect the GCCS's interests. Any vote or public record approving such a contract shall become available to the public upon execution of the contract.

#### **Personnel Matters**

Actions related to the hiring, firing, disciplining or promotion of a GCCS employee when the performance or merits of this employee is considered. Any vote on a final decision to hire, fire, promote or discipline will be available to the public within seventy-two (72) hours of the close of the meeting, except that good faith efforts will be made to notify the affected employee prior to the information becoming publicly available. Disclosure of Board action on such personnel matters will include notice of how each Board member voted on the proposition.

#### **Student Matters**

Scholastic probation, expulsion, discipline, or graduation of identifiable persons, including records of individual test or examination scores subject to the provisions of the Board's student records policy and regulations.

#### **Test Matters**

Testing and examination materials before the test or examination is given and until use of the test is discontinued.

## **Bidding Matters**

Competitive bidding specifications, until officially approved or published for bids. Sealed bids, until the earlier of the time all are opened or all are accepted or rejected.

## **Personnel Records**

Individually identifiable personnel records, performance ratings or records related to employees or applicants for employment. However, the public will have access to the names, positions, salaries, and length of service of employees of GCCS.

## **Communications with District Auditor**

Confidential and privileged communication between the Board and its auditor, including the auditor's work product. However, final audit reports issued by the auditor will be open.

## **Security Systems**

Information provided to GCCS by outside consultants relating to the security of school facilities. However, expenditures of public funds for the purchase of security systems are considered to be open public records.

Notwithstanding the provisions of this section, consultant reports involving open records matters, which were prepared for GCCS, are deemed to be open records.

## **ORGANIZATION**

### **Policy Development**

### **Policy 0510**

The development and adoption of policies to govern operation of GCCS are the responsibility of the Board. In developing policy, the Board may solicit input from the community, staff and other professionals.

At any meeting of the Board, policies governing the schools may be enacted, amended or repealed by a majority vote. Any policy repeal, revision or adoption will be recorded as a Resolution to be signed by the Board President if approved by a majority of the Board. The formal adoption of policies shall be recorded in the minutes of the Board. Only those written statements so adopted and so recorded shall be regarded as official Board policy.

### **Implementation**

The Superintendent is assigned the responsibility for insuring that all Board policies, rules and regulations are implemented. The Board authorizes the Superintendent to develop administrative guidelines in order to implement Board policy. The Superintendent shall notify all employees and students of their need to abide by Board policies and regulations. Administrators shall prepare staff, student and parent handbooks that interpret Board policies and state rules and regulations that affect each group. The handbooks shall be revised annually and distributed within the first month of the school term.

### **Review**

The Board shall review written policies on a continuing basis, but no less frequently than a quarterly basis, to ensure consistency and legality of Board action and administrative decisions. Policies shall be reviewed and revised as a result of newly enacted state and federal legislation, court decisions, as a result of research and policy development as presented by state and national organizations and agencies, or for other reasons as determined by the Board.

### **Posting Board Policies and Student Handbooks**

During periods of time in which GCCS maintains a web site, the Board's policies and regulations along with student handbooks will be posted on the web site.

### **Policy Changes**

By June of each year the Board will submit proposed operational changes for the following school year to UCM for approval. Mid-year changes may be submitted to UCM for approval when the School determines a need.

## **ORGANIZATION**

### **Board Records**

### **Policy 0610**

All official records of the Board shall be kept and safeguarded by the Superintendent 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 pertaining to its business.

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.

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

## **ORGANIZATION**

### **Open Records**

### **Policy 0620**

The Superintendent, or his designee, is appointed custodian of the records of GCCS. The records are located at the Administrative Offices of GCCS.

The custodian of records 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.

That the fees to be charged for access to or furnishing copies of records shall be as hereinafter provided:

1. 10 cents per page for paper copies 9 by 14 or smaller;
2. An hourly fee for duplicating time of \$10 per hour; and,
3. The actual cost of any research time.

It is the public policy of the Board that meetings, records, votes, actions and deliberations of this body shall be open to the public unless otherwise provided by law.

The Board hereby closes all public records to the extent authorized by law.

The Board shall comply with sections 610.010 to 610.030, RSMo, the Missouri Sunshine Law, as now existing or hereafter amended.