



COLLEGIATE HALL CHARTER SCHOOL
BOARD POLICY MANUAL

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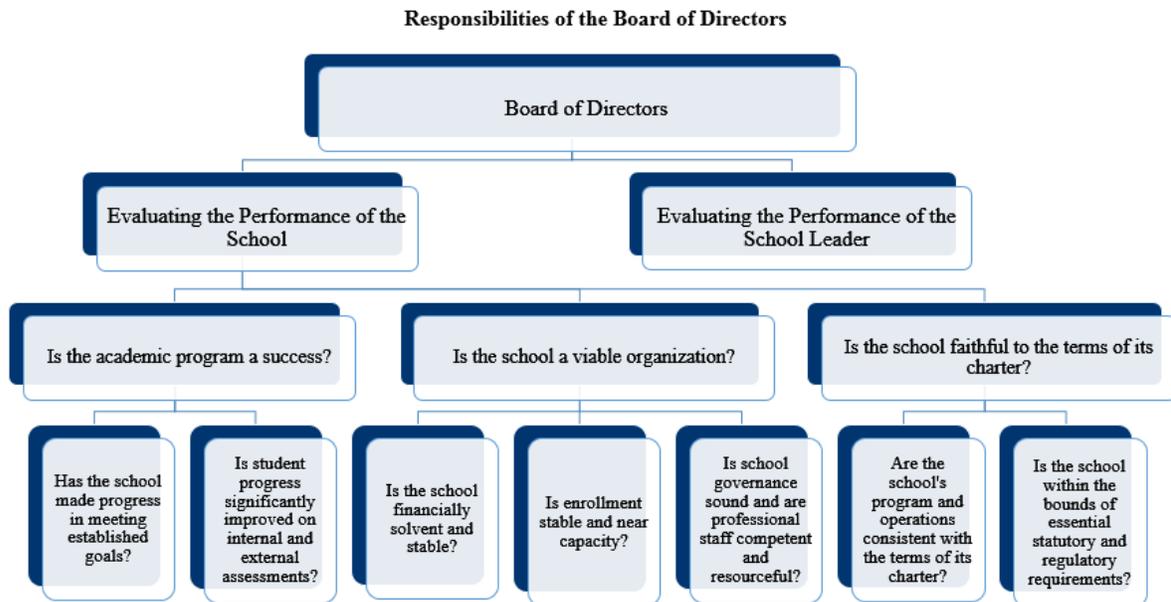
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OVERVIEW

RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors holds the charter for Collegiate Hall Charter School, pursuant to the Oklahoma Charter Schools Act. The Board is an organized group of volunteers who, collectively, are legally and ethically accountable to the community and the state for the health, vitality, and effectiveness of our organization. The primary role of the Board is “governance.” Governance encompasses legal responsibilities, general and academic oversight, planning and policy-making, and meeting fiduciary requirements.

The Collegiate Hall Board Policy Manual contains the policies used to effectively govern the organization for the purpose of creating a high quality public charter school for the students and families of Tulsa.



SECTION 1

THE SCHOOL

1.01 MISSION

Collegiate Hall Charter School educates students in grades 4-8 for acceptance to, persistence in, and graduation from college.

Equipped with a strong academic foundation and clear moral compass, Collegiate Hall graduates rise beyond life's challenges to lead on campus, in their communities, and throughout their careers.

1.02 VISION

Collegiate Hall Charter School is grounded in the goal of preparing all students for a college preparatory high school and ultimately persistence through and graduation from a four-year college. We believe strongly that in order to achieve this ambitious goal, Collegiate Hall must provide all students with the academic and character education that will provide the foundation, ambition, and habits necessary to be successful in any environment.

Collegiate Hall's expanded 4-8 college preparatory middle school is founded on two core principles: **rigorous academics** and an **achievement-oriented culture**. Collegiate Hall focuses on building a powerful foundation of math and literacy skills; this work will be accomplished within a highly structured environment, where teachers are consistent with expectations and pay close attention to every detail. Seamlessly transitioning students from elementary to middle school, and preparing students for the rigors of high school and college, we will remediate any academic gaps students bring with them, increase the academic load to a college preparatory level, and build the character students need for lifelong success.

Collegiate Hall is built upon **exceptional teachers**. An integral part of our model will be expanded professional development (35 days annually, 3 hours weekly) for teachers to build their craft and to be the drivers of academic success and a culture of achievement throughout the school community. We will spend considerable energy in hiring teachers who share our ambitious vision and an intense desire to grow professionally.

By the end of middle school, Collegiate Hall graduates will have the measurable test scores, academic skill sets, educational aspiration and strong work ethic necessary for future academic success. These attributes will set the stage for our students' high school years, in which students will be eligible to enroll in the engineering magnet program and Advanced

Placement (AP) coursework at Memorial High School. We will collect data regularly and use it to action plan strategic interventions so that every student is on the road to high school and college success.

Academics will be provided within an achievement-oriented, values-based culture. Teachers will use common routines, rituals, and systems to maximize instructional time, and work with a sense of urgency to maximize student achievement. Our team will work from a common set of values which we will teach to, model for, and develop within our students: Courage, Integrity, Respect, Responsibility, Perseverance, and Compassion. Through these Core Values, Collegiate Hall will build meaningful relationships to drive the work, as we believe strongly that relationships between staff and students and between school and families are critical for long term success in college and in life.

College graduation for every student is our goal. Academics – built on exceptional teachers, rigorous curriculum and a meaningful data cycle – is one of our critical drivers. Culture – based in structure, values, and relationships – is the other. By providing a rigorous, college preparatory education, we set all students up for success in their communities and throughout their careers.

1.03 CORE BELIEFS

Collegiate Hall is built on the foundation of seven Core Beliefs:

1. **College graduation** is imperative for all students.
2. **Effective teachers** who work relentlessly on behalf of students drive academic achievement.
3. **A rigorous, college preparatory academic program** grounded in literacy and math educates students for long-term academic and career success.
4. **Purposeful assessment** of student progress with tailored interventions empowers every student to succeed.
5. **A structured school environment** founded on accountability, support, and joy is critical for building a culture of high achievement.
6. **A value-based culture** of Courage, Integrity, Respect, Responsibility, Perseverance and Compassion prepares students to be leaders and overcome any challenge.
7. **Meaningful relationships** between the school and community and between teachers and their students are the strongest support for the work we do.

1.04 LEGAL STATUS

Collegiate Hall Charter School is an Oklahoma charter school organized pursuant to the Oklahoma Charter School Act. Collegiate Hall has been granted a charter through approval by the Tulsa Public School Board of Education.

1.05 NON-DISCRIMINATION POLICY

Collegiate Hall Charter School provides equal opportunities without regard to race, color, national origin, gender, age, disability, sexual orientation, family situation, religion, political affiliation, or veteran status in its educational programs and activities. This includes, but is not limited to, admissions, educational services, financial aid, and employment. Any complaints or allegations of any violation of this statement should be immediately directed in writing to: Nikhil Kawlra (or his designee), Head of School – Collegiate Hall Charter School.

SECTION 2

THE BOARD

2.01 BYLAWS

ARTICLE I

Name, Location, Mission and Objectives

Section 1: The name of the organization will be Collegiate Hall, Inc. (“Collegiate Hall”).

Section 2: The initial principal location of Collegiate Hall shall be at:

5727 S. Lewis Ave, Suite 550
Tulsa, OK 74105

Collegiate Hall may also have offices at such other places as the Board of Directors (Board) shall determine the business of Collegiate Hall requires; provided, however, that the registered office be registered with the Secretary of State of Oklahoma and the agent so registered be located at the same address, or otherwise as provided by the Board of Directors.

Section 3: The Corporation is a non-profit corporation organized under the laws of the state of Oklahoma, and its purposes are exclusively educational as set forth in the Certificate of Incorporation. The purposes for which the Collegiate Hall is organized is to

educate students in grades 4-8 for acceptance to, persistence in, and graduation from college.

Section 4: If, for any reason, the organization should dissolve, upon dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 5: The Corporation is formed for the purposes of operating one or more charter schools under the Oklahoma Charter Schools Act, 70 Okla. Stat. §§3-130, et seq., and as such will adhere at all times to the provisions set forth in that Act, both in its current form and as it may be amended or altered from time to time. In particular, and pursuant to 70 Okla. Stat. §3-136(A0(16)), the Corporation is subject to and shall therefore comply with the provisions of both the Oklahoma Open Meeting Act, 25 Okla. Stat. Ch. 8, §§303, et seq., and the Oklahoma Open Records Act, 51 Okla. Stat. §§24A.1, et seq.

ARTICLE II

Members

Collegiate Hall does not have members. While persons who associate or attend programs of, participate in, contribute to, or benefit from Collegiate Hall may be referred to as “member,” no rights, voting or otherwise, will inure to such person.

ARTICLE III

Board of Directors

Section 1: The Board of Directors (“the Board”) shall consist of at least seven (7) Directors and no more than fifteen (15) Directors. All Directors shall have identical rights and responsibilities. The Head of School will be an advisory, non-voting member of the Board (*ex officio*).

Section 2: Board members shall be sought who reflect the qualities, qualifications and diversity determined by the Board delineated in the Job Description of the Board of Directors.

Section 3: The Collegiate Hall nominating committee, known as the Governance Committee, shall present a slate of potential Directors and officers for election by the Board of Directors. This slate shall be presented at the annual meeting of the Board.

Section 4: Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual meetings. After election, the term of a Director may not be reduced, except for cause as specified in these Bylaws. No Director shall serve more than two (2) consecutive, three-year terms. Directors shall serve staggered terms to balance continuity with new perspective.

Section 5: The initial Board of Directors will serve staggered terms. The initial Board shall consist of at least two Directors who will serve a one-year term (ending in Spring 2016), at least two Directors who will serve a two-year term (ending in Spring 2017), and at least two Directors will serve a three-year term (ending in Spring 2018).

Section 6: Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 7: A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 8: The Board may remove any Officer or Director by at least a one half vote of the entirety of the Board of Directors at any regular or special meeting of the Board provided a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 9: Members of the Board of Directors:

- a. Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Collegiate Hall activities in accordance with Collegiate Hall policies.
- b. Shall serve Collegiate Hall with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with Collegiate Hall.

- c. The Code of Conduct, Conflict of Interest and Confidentiality policy statements bind all participants in Board work. The Board of Directors of Collegiate Hall will adhere to the same Conflict of Interest Policy as the Board of Education for Tulsa Public Schools in compliance with the procedure prescribed in Oklahoma State statute Title 70, Section 3-136.
- d. No Board member should use his/her affiliation with Collegiate Hall for private or personal advantage. No Board member should have any outside business interests which might, in fact or appearance, interfere with the individual's loyalty to Collegiate Hall. No Board member should have any interest or association that interferes with, or appears to impair, the independent exercise of the judgment in the best interests of Collegiate Hall.
- e. The Corporation shall indemnify each present, former and future Board member, officer or member of a committee appointed by the Board of Directors (herein the "committee member"), for all reasonable expenses incurred in the proceeding if the person was a party because he or she is or was a Board member, officer or committee member of the Corporation.

ARTICLE IV

Officers

Section 1: There shall be four (4) elected Officers of the Board: a Chair, a Vice Chair, a Secretary, and a Treasurer.

Section 2: The Chair shall preside at all meetings of the Board of Directors and shall exercise other general management and control over the Board and its activities.

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and shall perform such other duties as the Board shall prescribe.

The Secretary shall: (a) keep the memoranda of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) ensure that all annual filings are made to both the state and federal governments as required by law, with the exception of tax documents; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him/her by the President or by the Board of Directors.

The Treasurer shall: (a) have custody of the corporate funds and securities, (b) shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, (c) shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board; (d) shall disburse funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and (e) shall render to the Board at its regular meetings, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Pursuant to the Oklahoma Open Meeting Act, specifically 25 Okla. Stat. §312, the Secretary shall keep the Board's proceedings in the form of written minutes, which shall be an official summary of the proceedings showing clearly those members present and absent, all matters considered by the Board, and all actions taken by the Board. The minutes of each meeting shall be open to public inspection and shall reflect the manner and time of notice required by the Oklahoma Open Meeting Act.

In the written minutes of an emergency meeting, the nature of the emergency and the proceedings occurring at such meeting, including reasons for declaring such emergency meeting, shall be included.

Section 3: The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board.

Section 4: The newly elected Officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. An Officer may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office.

Section 5: In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair or Secretary-Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

ARTICLE V

Meetings

Section 1: The Board of Directors of the Corporation may hold meetings both regular and special, and for emergency purposes as described in Article V, Section 4 of these Bylaws. The annual meeting will be held in June each year. There shall be at least 9 other regular meetings of the Board held each year. Pursuant to 25 Okla. Stat. §303, all meetings shall be held at specified times and places which are convenient to the public and shall be open to the public. All meetings shall be preceded by advance public notice specifying the time and place of each such meeting to be convened as well as the subject matter or matters to be considered at such meeting.

Section 2: Except as otherwise may be required by applicable law, regular meetings of the Board of Directors shall be held at such time as the Board Chair directs.

Notice of all regular meetings shall be given by the manner and means prescribed in Article V, Section 1 of the Bylaws. Such notice shall be given to Directors at least seven (7) days in advance of such meetings, and shall state the place, date, hour and business to be transacted, and the purpose of such meeting.

Under the Oklahoma Open Meeting Act, 25 Okla. Stat. §311, public notice must be given, in writing, by December 15 of each calendar year of the schedule showing the date, time and place of the regularly scheduled meetings for the following calendar year. In addition to the advance public notice in writing required to be filed for regularly scheduled meetings, the Corporation shall, at least twenty-four (24) hours prior to such meetings, display public notice of said meeting, setting forth thereon the date, time, place and agenda for said meeting, such twenty-four (24) hours prior public posting shall exclude Saturdays and Sundays and holidays legally declared by the State of Oklahoma; provided, however, the posting of an agenda shall not preclude the Corporation from considering at its regularly scheduled meeting any new business. Such public notice shall be posted in prominent public view at the Corporation's principal office or at the location of said meeting if no office exists. "New business," as used herein, shall mean any matter not known about or which could not have been reasonably foreseen prior to the time of posting.

Section 3: Subject to the requirements of Article V, Section 5 herein, special meetings of the Board of Directors may be called by the Chair or upon written request to the Chair by a majority of the Board of Directors. Such requests shall be addressed to the Secretary.

Notice of any special meeting shall be given by the manner and means prescribed in Article V, Section 8 of the Bylaws. Such notice shall be given in accordance with the

provisions the Oklahoma Open Meeting Act, 25 Okla. Stat. §311(A) (11).

Section 4: The Board may also call emergency meetings when certain circumstances arise. For purposes of the Oklahoma Open Meeting Act, an emergency is a situation involving injury to persons or injury and damage to public or personal property or immediate financial loss when the time requirements for public notice of a special meeting would make such procedure impractical and increase the likelihood of injury or damage or immediate financial loss.

Pursuant to 25 Okla. Stat. §311(A)(12), should an emergency meeting be necessary, the person calling such a meeting shall give as much advance public notice as is reasonable and possible under the circumstances existing, in person or by telephonic or electronic means.

Section 5: Executive sessions must adhere strictly to the requirements regarding procedures, purposes, notice and so forth as stipulated in the Oklahoma Open Meeting Act, specifically 25 Okla. Stat. §307.

Pursuant to 25 Okla. Stat. §311(B)(2), agendas for executive sessions must contain sufficient information for the public to ascertain that an executive session will be proposed, must identify the items of business and purposes of the executive session, and state specifically the provision of 25 Okla. Stat. §307 authorizing the executive session.

Section 6: One half of the total number of Board of Directors then in office, excluding any vacancies, shall constitute a quorum for the transaction of business at any meeting of the Board. If at any meeting a quorum is not present, one half of the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present. Except as otherwise specified in these Bylaws, the act of one half of Directors present in person at a meeting at which a quorum is present shall be the act of the Board.

Section 7: The Board shall select its own meeting format in any method allowed by the laws of the state of Oklahoma. Any such meeting, whether regular, special, or emergency, complying with Sections 1 through 5 of Article V shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section 8: Notice of all regular and special meetings of the Board, an agenda of all items

to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9: An absentee Board member may not designate an alternate to represent him or her at a Board meeting. To the extent permitted by applicable law, a member of the board may be deemed to be present for purposes of achieving a quorum and may cast a vote if he/she grants a signed, written proxy to another board member who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

ARTICLE VI

Committees and Task Forces

Section 1: A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees may be composed of Directors or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Section 2: There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least three (3) persons elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair.

Section 3: The duties of the Governance Committee shall be:

- a. to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Director positions on the Board;
- b. to present a slate of nominees for Officers to the Board for election at the annual meeting;
- c. to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;
- d. to provide ongoing orientation to Directors;
- e. to oversee a Director assessment process to ensure optimum performance; and
- f. to recommend the appointment of a past Chair to the Board, if necessary, in the interests of continuity.

ARTICLE VII

Records

Section 1: The Corporation and its Board are subject to the Oklahoma Open Records Act, and Article VII of these Bylaws outlines those statutory requirements.

Section 2: “Record” and its exceptions are defined in 51 Okla. Stat. §24A.3(1), and the Board shall refer to this statute in deciding whether material is to be considered a “record” for the Open Records Act purposes.

Section 3: Under 51 Okla. Stat. §24A.4, in addition to other records which are kept or maintained, the Corporation has a specific duty to keep and maintain complete records of

the receipt and expenditure of any public funds reflecting all financial and business transactions relating thereto, except that such records may be disposed of as provided by law.

Section 4: Generally, all of the Board’s records are to be open for inspection. The Board shall take vigilant notice of the exceptions, procedures, and fees associated with inspection and copying outlined in 51 Okla. Stat. §24A.5.

Section 5: In addition to the exceptions noted in Article VII, Section 4, certain of the Corporation’s records may also be kept confidential, as allowed by, and in accordance with, the Oklahoma Open Records Act.

Subject to the specific statutory-prescribed circumstances, this includes personnel records (51 Okla. Stat. §24A.7), Board members’ personal notes (51 Okla. Stat. §24A.9), library and archival material (51 Okla. Stat. §24A.11), records obtained from the federal government or from federal legislation (51 Okla. Stat. §24A.13), personal communications received by Board members from “a person exercising rights secured by the Constitutions of the State of Oklahoma or the Constitution of the United States” (51 Okla. Stat. §24A.14), and information relating to terrorism (51 Okla. Stat. §24A.28). Other confidential records are described in 51 Okla. Stat. §24A.19.

More specifically, pursuant to 51 Okla. Stat. §24A.16, the Corporation and its employees may keep confidential all individual student records, teacher lesson plans, tests and other teaching material, and personal communications concerning individual students.

However, statistical information not identified with a particular student and directory information is open for inspection, as statutorily mandated.

ARTICLE VIII

Fiscal Year

The fiscal year of Collegiate Hall shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE IV

Rules of Order

In case of conflict or challenge, the rules of order in the current edition of Robert’s Rules of Order shall govern the conduct of all meetings of Collegiate Hall.

ARTICLE X
Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

APPROVED AND RATIFIED as of this _____ day of _____, 2014, by the undersigned, constituting all of the directors of the Corporation.

2.02 DECISION MAKING

Collegiate Hall Charter School has been created to serve students. All decisions by the Board of Directors and the administration shall be made within the parameters of the mission and vision of the school, always keeping in mind the interest of students.

2.03 POLICY MAKING

1. The Board shall be solely responsible for adopting, repealing or amending policies for Collegiate Hall Charter School. Action by the Board shall be accomplished as set forth in the bylaws.
2. Proposals for adopting, repealing or amending policies for Collegiate Hall may be made in writing by any member of the Board or by any parent or student submitted through an administrator of the school. When appropriate, policy change proposals shall include adequate information concerning potential fiscal impact on the school.
3. Except in cases of special need, the Board shall follow the following procedure in adopting, repealing or amending policies at Collegiate Hall:
 - (a) The First Reading. The proposed policy shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The proposed policy shall be contained in the Board packet distributed prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed policy. A vote of the Board will be taken after the reading, and if the amendment receives a simple majority vote of the Directors present at the meeting, it will be placed on the agenda for a second reading at the next meeting of the Board.
 - (b) The Second Reading. If the proposed policy is approved on first reading, it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose. No amendment shall be adopted at second reading unless the amendment receives a two-thirds vote of the Directors present at the meeting. If the proposed policy is adopted upon second reading it shall become a policy of Collegiate Hall, and the Policy Manual shall be amended accordingly.
 - (c) Special Need. Upon a two-thirds (2/3) vote of the Directors present at a regular or special meeting called for that purpose, a special need may be declared. If a special need is declared, a policy may be adopted on first reading.
 - (d) A proposed policy should reference the policy provision it will be amending. Ideally, the entire policy will be reprinted with new language in all caps, and language to be deleted lined out. New policies should include the proposed table of contents, policy title, and code number.

2.04 BOARD REVIEW OF ADMINISTRATIVE PROCEDURES

The Board recognizes that its role is to ensure that Collegiate Hall is well managed, not to manage Collegiate Hall.

The Head of School shall be responsible for the day-to-day administration of affairs of Collegiate Hall and shall manage all activities of the school as prescribed by the Board. As a result, the Board need not review administrative policies and regulations in advance of issuance except as required by law. However, the Board shall approve in advance any highly sensitive matters of policy and/or regulations that have the potential to impact its duties and obligations to Collegiate Hall. To that end, the Head of School shall exercise his or her discretion to identify and bring to the Board's attention any such policies and regulations prior to issuance.

Administrative policies and regulations should reference existing Board policy when applicable. The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board's policies.

2.05 BOARD ATTENDANCE POLICY

Purpose

This policy was developed with the recognition that Board membership is voluntary and that individual members contribute their time and energy in different ways. However, because Board meetings are the only forum during which the Board can discuss and vote on major school policies and decisions, attendance at these meetings carries a special importance. All Board members will receive a copy of this policy to ensure that everyone is properly informed about the expectations for Board attendance.

Definitions

"Notified" Absence: For absence to be "notified," a Board member must notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm the day of the meeting that s/he will be absent. *"Un-notified" Absence:* For absence to be "un-notified," a Board member failed to notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm of meeting day that s/he will be absent.

Board Attendance Problem

If any of the following conditions exist, it is considered a Board attendance problem: (1) the member has two *"un-notified"* absences in a row; (2) the member has three *"notified"* absences in a row; or (3) the member misses one third of the total number of Board meetings during one of their term years.

Process for Responding to a Board Attendance Problem

The Board Secretary will keep track of Board member attendance through Board meeting minutes and will provide this information to the Chair. The Chair will directly contact a Board member at risk of potentially violating the policy to issue both verbal and written warning as well as discuss the problem. If a Board member does violate the policy, the Chair will bring this to the Board's attention for discussion, after which point a majority vote will be held to determine possible termination from the Board.

2.06 PUBLIC ATTENDANCE AT BOARD MEETINGS

1. Collegiate Hall desires to provide opportunities for any member of the community to express interest in and concern for the school. Accordingly, the public is cordially invited to attend all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.
2. Meetings are closed to the public only when the Board is meeting in executive session, as defined under Oklahoma law; meetings held in executive session shall comport with applicable Oklahoma law. An executive session may be called only upon the affirmative vote of two-thirds of the quorum present. No formal action of the Board may be taken in any executive session.
3. Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the School Director, who will respond according to the following procedures:
 - (b) The School Director will consult with the Board Chair and, if appropriate, other Board members about including the request on the agenda for the next regularly scheduled Board meeting.
 - (c) If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.
 - (d) The person may present their information orally to the Board when the agenda item is discussed. The Board reserves the right to establish reasonable time limits for public comment and presentations.
4. Notice of meetings of the Collegiate Hall Board shall be posted in full compliance with all public meeting laws in the state of Oklahoma.

2.07 STANDING COMMITTEES

1. **Academic Accountability Committee** – The Academic Accountability Committee will be responsible for reviewing school assessment policies and ensuring that those policies conform to district and state standards. The Academic Accountability Committee is also

responsible for reviewing results of school assessment programs, reporting findings to the Board and, when applicable, proposing changes in policy indicated by assessment findings.

2. **Finance Committee** – The Finance Committee is responsible for working with the Head of School to submit an annual budget for review to the Board and, after Board approval, making the budget available to the public. The Finance Committee will monitor the school budget in accordance with the approved budget, ensure the completion of an annual audit and recommend to the Board financial policies or amendments to existing financial policies.
3. **Governance Committee** – The Governance Committee is responsible for maintaining a healthy, effective board. The Governance Committee will set criteria for Board election and identifying and evaluating candidates for the Board of Directors. The Governance Committee will present a slate of candidates for election to the Board at least once annually. Election will be by at least one half of the sitting Board. The Governance Committee will also conduct the Board self-evaluation, described in Article II, Section 11.
4. **Development Committee** – The Development Committee is responsible for ensuring that Collegiate Hall’s total development program is in concert with the organization’s mission, strategic direction and needs. The committee serves as the mechanism by which Board members and other volunteers are involved in the fundraising process.

2.08 SPECIAL TASK FORCES TO THE BOARD

The primary purpose of any special task force to the Board is to contribute to the overall mission of the school by conducting studies, identifying problems, or developing recommendations to assist the Board in making decisions. The ultimate authority to make those decisions, however, will be the Board’s as required by law.

A special task force may be formed by the Board at such times and for such purposes as the Board may deem necessary. They will be given a clear objective, and will be dissolved upon accomplishing that objective.

Members of a special task force will be chosen by the Board and should include individuals who have shown an interest or who have special knowledge or expertise related to the task force’s objective.

2.09 BOARD FUNDRAISING POLICY

The Collegiate Hall Board of Directors is a fully giving Board. Board members are expected to give an annual monetary gift to Collegiate Hall and are asked to make Collegiate Hall a priority in

their personal giving. Board members are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fund-raising committees, and by attending fund-raising events.

2.10 BOARD ELECTION PROCEDURES

The Governance Committee shall prepare and submit to the Board a report of the nominees it recommends for election to the Board. The number of seats available shall be determined in accordance with the by-laws. Whenever possible, nominated board member credentials will be presented one meeting prior to their election. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each director shall serve from the next scheduled Board meeting after the election until the end of his or her term as determined by the Board.

2.11 BOARD SELF-EVALUATION

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the school and is an essential component of good governance. Therefore, the Board will conduct an annual evaluation of its own work. The Governance Committee will conduct the evaluation. This Committee shall determine the format of the evaluation, but it must include a formal written evaluation. The evaluation process should be designed to encourage constructive feedback aimed at improvement.

2.12 INDEMNIFICATION POLICY

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that s/he is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. This indemnification includes expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a matter s/he reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, s/he must also have had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which s/he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with

respect to any criminal action or proceeding, had reasonable cause to believe the his/her conduct was unlawful.

Collegiate Hall will purchase and maintain Directors and Officers Liability Insurance (often called D&O), liability insurance payable to the directors and officers of a corporation, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers. Such coverage can extend to defense costs arising out of criminal and regulatory investigations/trials as well; in fact, often civil and criminal actions are brought against directors/officers simultaneously.

SECTION 3

ETHICS

This conflict of interest policy is designed to help Board members, officers and employees of Collegiate Hall Charter School identify and address situations that present potential conflicts of interest.

The policy is intended to comply with the procedure prescribed in Oklahoma State statute Title 70, Section 3-136. In the event there is an inconsistency between the requirements and procedures prescribed herein and those prescribed in Title 70, Section 3-136, the statute shall control.

3.01 BOARD MEMBER CONFLICT OF INTEREST

1. Board members shall serve without compensation, but may be reimbursed, with prior approval, for any necessary expenses incurred by them in performing their duties as members of the Board.
2. Any contract with the school involving a member of the Board, the Board member's family, or the Board member's place of work shall be considered by the full Board with the interested member abstaining. Each Board member is responsible to make known to the Board any circumstances that could involve a potential conflict of interest.
3. Salary and other remuneration received from the school by ex-officio Board members shall not be considered a conflict of interest for the purposes of this policy. However, ex-officio members shall abstain from votes involving the level of such remuneration.
4. A full Conflict of Interest Policy containing Board Member signatures shall be on file at all times. Collegiate Hall Charter School ("Collegiate Hall") Board members are expected to maintain the highest ethical standards in the conduct of school affairs.

3.02 CONFIDENTIALITY POLICY

It is the policy of Collegiate Hall that directors and employees may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with Collegiate Hall to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom Collegiate Hall has authorized disclosure. Directors and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for Collegiate Hall. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, trustees and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a Director's term in office or upon termination of an employee's employment, he or she shall return, at the request of Collegiate Hall, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

3.03 NEPOTISM POLICY

For purposes of this nepotism policy, the term *family members* shall be defined as any of the following: husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren.

1. At no time shall more than one family member of the same family serve concurrently on the Board.
2. Board members and their family members will be excluded from consideration for employment by the organization.
3. Employees shall not hold a position with the organization while they or members of their family serve on the Board or any committee of the Board.
4. Employees may not hold a job over which a member of their family exercises supervisory authority.

SECTION 4

LEADERSHIP

4.01 CHIEF EXECUTIVE POLICY

The Board shall rely on its Chair and the chief executive to provide professional and administrative leadership. The chief executive shall be hired by and report directly to the Board of Directors.

The chief executive will be responsible for the day-to-day administration of the school's affairs and will manage and direct all activities of the organization as prescribed by the Board. The chief executive will have the power to hire and discharge employees of the school and will oversee and direct their activities in carrying out the work of the school. The chief executive 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 chief executive. The chief executive will, directly or indirectly, supervise all other staff members employed by the school and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the chief executive.
2. The Board will refrain from evaluating any staff other than the chief executive.
3. The Board will view chief executive performance as identical to organizational performance, so that organizational accomplishment of ends, policies, and organizational operations (within the boundaries established in board policies on executive limitations) will be viewed as successful chief executive performance.

Annual Chief Executive Performance Evaluation

Charter schools receive autonomy over fiscal management and the academic program in exchange for accountability, which measures the school's attainment of specific mission-oriented academic, operational, and governance goals.

The Board of Director's key responsibility is to manage the school through the performance of the chief executive of Collegiate Hall. There are three core purposes of the evaluation: to recognize areas of particular strength and success, to articulate areas for improvement and/or focus, and to give overall feedback on performance to date.

Annually, the board will convene an ad hoc Chief Executive Evaluation Committee, to consist of three members to include the Board Chair, the Treasurer, and a member of the Academic Accountability Committee. The Committee will conduct the evaluation in accordance with its Chief Executive Evaluation Protocol (which provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; and what to include in the written evaluation document).

4.02 LEADERSHIP SUSTAINABILITY PLAN

The Board Officer and Chief Executive Officer roles are critical to the smooth functioning of a charter school; therefore, the Collegiate Hall Charter School Board of Directors will have a Leadership Sustainability Plan which:

1. Ensures ongoing and continuous development of leadership capacity at the Chief Executive Officer and Board levels.
2. Responds in a timely and effective manner to an emergency leadership transition.
3. Responds in a timely and effective manner to a planned leadership transition.

ATTACHMENTS

A. CONFLICT OF INTEREST POLICY

A situation presenting a conflict of interest may take many different forms. No Board member should use his/her affiliation with Collegiate Hall for private or personal advantage. No Board member should have any outside business interests which might, in fact or appearance, interfere with the individual's loyalty to Collegiate Hall. No Board member should have any interest or association that interferes with, or appears to impair, the independent exercise of the judgment in the best interests of Collegiate Hall.

Contracts with Board Members or Business in Which Board Members Have an Interest

Collegiate Hall will not enter into any contract with a Board member or any company, individual, business concern, or other entity in which any Board member is directly or indirectly interested, except as otherwise provided by Oklahoma law.

The Board Secretary will request each new Board member to provide a statement of companies, individuals, business concerns, or other entities in which the new Board member has an interest. In addition, the Board Secretary will annually request a similar statement from each incumbent Board member. These statements will be provided to Collegiate Hall's purchasing office. Any listed entity will be placed on a "no bid" list as long as the Board member continues on the Board or until the Board member notifies the Board Secretary that the affiliation no longer exists.

Gifts and Favors

A Board member shall not seek any gift, payment, fee, service, rebate, valuable privilege, hospitality, meal, entertainment, admission tickets, flowers, discount, travel, sporting event (including golf and other social athletic events), vacation, use of vacation property, loan (other than a conventional loan from a lending institution) or other favor from any person or business organization that does, or seeks to do business, with Collegiate Hall. No Board member shall accept or convert anything of value in exchange for referral of third parties to any such person or business organization.

A Board member shall not accept gifts or favors (including those described above) from any person or business organization where these might tend, or appear to tend, in any way to impair independent judgment concerning Collegiate Hall operations. Board members MAY accept common courtesies, gifts, or meals of a nominal value, as may be permitted by applicable law, usually associated with accepted business practices for themselves. Care should be taken to avoid accepting frequent common courtesies or gifts from the same person or

business organization that does, or seeks to do business, with Collegiate Hall. Additionally, promotional and advertising novelties and tickets specifically used for advertising purposes are allowable. If an unsolicited gift of a value more than that which may be authorized by applicable law is offered or received, it must be declined or returned.

An offer of a gift or favor shall be reported promptly, in writing, to the Board Chair.

Under NO circumstances is it permissible to accept a gift of cash or cash equivalents (for example: gift certificates, stocks or other forms of marketable securities).

Travel

Board members will not accept or participate in travel that is paid or provided by a vendor or prospective vendor, even if the travel is deemed to benefit Collegiate Hall. Vendors or prospective vendors who extend travel opportunities to Board members will be advised of this policy.

Unlawful or Unethical Payments

A Board member shall not give, or promise to give, any property, gift, business favor, or anything of value to another person or entity if the giving of such items is, or appears to be, improper or unethical.

It is in the best interest of Collegiate Hall to avoid even the appearance of impropriety. Collegiate Hall's concern is not only whether an activity is technically legal or customary, but also whether or not the public might reasonably view such an act as improper or unethical if all the circumstances were fairly disclosed. Collegiate Hall intends to follow a uniform practice in all areas of its operation consistent with its basic policy.

Competition

Unless otherwise specifically authorized by applicable law, representation of Collegiate Hall in transactions in which the Board member or any family members (spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister), have a substantial interest is prohibited. Competition with Collegiate Hall, directly or indirectly, in the purchase or sale of property or interests in property is prohibited.

Material Financial Interest

Unless otherwise specifically authorized by applicable law, Board members are prohibited from having any material financial interest, contract or transaction in Collegiate Hall of any kind which, in view of all the circumstances, is substantial enough that it would, or reasonably could,

affect a responsible person's or family member's judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

A contract or transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization Collegiate Hall. The making of a gift to Collegiate Hall is not a Contract or Transaction.

Procedures for Addressing any Additional Conflicts of Interest

In addition, and regarding any additional financial or personal interest in any matter not specifically identified above coming before the Board of Directors, the Board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Review of policy

Each new responsible person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.