

TABLE OF CONTENTS

Category I: *Ends*

- Policy 1.0 Challenge to Excellence exists so that students have an educational choice to achieve academic and personal excellence.
- Policy 1.1 The goal of C2E is that all students will be prepared to advance to the next stage of their academic career.
- Policy 1.2 C2E students will be prepared to function in a complex global technological world.
- Policy 1.3 C2E students will be encouraged to seek out leadership roles and are expected to lead in an ethical and principled manner.
- Policy 1.4 C2E students have the opportunity to experience and engage in health, culture, community and service activities.
- Policy 1.5 C2E students will have an opportunity to explore various vocations and careers.
- Policy 1.6 Challenge to Excellence will strive to be a visible and valued member of the local community and will actively pursue support from both C2E parents and other, non-parent, members of the local community.

Category II: *Management Limitations*

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

Category III: *Council Management Delegation*

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

Category IV: *Governance Process*

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

POLICY 1.0: *ENDS*

Global Ends Statement - Challenge to Excellence exists so that:

STUDENTS HAVE AN EDUCATIONAL CHOICE TO ACHIEVE ACADEMIC AND PERSONAL EXCELLENCE.

- 1.1 The goal of C2E is that all students will be prepared to advance to the next stage of their academic career.
 - 1.1.1 C2E students exceed all Federal, State and Douglas County School District standards.
 - 1.1.2 C2E students exhibit higher academic achievement than their Douglas County peer groups as measured by standardized testing.
 - 1.1.3 Students will be academically proficient in an integrated curriculum.
 - 1.1.3.1 Students are proficient in reading, writing, math, science, applied technologies and history.
 - 1.1.4 C2E students' learning will be structured to cultivate creative thinking and collaborative skills.
 - 1.1.4.1 C2E students will be capable problem solvers.
 - 1.1.4.1.1 Students exhibit an ability to apply knowledge from differing subjects to tasks.
 - 1.1.4.2 C2E students will think critically using reason and logic.
 - 1.1.4.3 C2E students will be equipped with collaboration skills.
 - 1.1.5 Students respect and appreciate the value of learning.
 - 1.1.5.1 Students enjoy a positive and supportive educational environment.
 - 1.1.5.2 Students share their knowledge and experience with one another, their teachers, their families and their communities.
- 1.2 C2E Students will be prepared to function in a complex global technological world.
 - 1.2.1 Students will be adept in the mainstream technologies.
 - 1.2.1.1 Students will be competent in using computers, telecommunication equipment and leading technology.
 - 1.2.1.2 Students will be industrious with the use of these devices.
- 1.3 C2E students will demonstrate aptitude and adhere to principles indicative of respectable community leaders.
 - 1.3.1 C2E Students demonstrate self-respect and respect for others.
 - 1.3.2 At age appropriate level, students demonstrate awareness and adherence to the principles of:
 - 1.3.2.1 Responsibility
 - 1.3.2.2 Integrity
 - 1.3.2.3 Caring
 - 1.3.2.4 Perseverance
 - 1.3.2.5 Respect
 - 1.3.2.6 Courage
 - 1.3.2.7 Service
 - 1.3.2.8 Honesty
 - 1.3.2.9 Humanity
 - 1.3.2.10 Cooperation
 - 1.3.2.11 Patience

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

- 1.4 C2E Students have the opportunity to experience and engage in health, culture, community and service activities
 - 1.4.1 Students are offered learning opportunities for athletics, arts and culture.
 - 1.4.2 Students are offered extra-curricular activities:
 - 1.4.2.1 Visual and Performing arts
 - 1.4.2.2 Athletics, to promote physical health and wellbeing
 - 1.4.2.3 Service Organizations and volunteerism.
 - 1.4.3 Students will gain understanding and knowledge of foreign culture.
 - 1.4.3.1 All students will participate in at least one foreign language course appropriate for their age.
- 1.5 C2E students will have an opportunity to explore various vocations and careers.
- 1.6 Challenge to Excellence will strive to be a visible and valued member of the local community and will actively pursue support from both C2E parents and other, non-parent, members of the local community.

MANAGEMENT LIMITATIONS

POLICY 2.0: *GENERAL EXECUTIVE CONSTRAINT*

The Executive Director shall not cause or allow any practice, activity, decision or organizational circumstance that is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

- 2.0.1 The Executive Director shall not affect any material change to the student/parent handbook or the staff handbook without prior notification to the Governing Council.

POLICY 2.1: *TREATMENT OF STUDENTS / PUBLIC*

With respect to interactions with students and the public, the Executive Director shall not cause or allow conditions or procedures that are unfair, unsafe, untimely, undignified or unnecessarily intrusive.

Accordingly, he/she shall not:

1. Elicit information for which there is no clear business necessity.
2. Collect, review, transmit, store or destroy information in a manner that fails to protect against improper access to the material elicited.
3. Fail to communicate to students/public a clear understanding of what may be expected from the services offered.
4. Fail to inform students/public, as appropriate, of this policy, and to ensure a process for timely response to complaints.
5. Fail to operate without a student threat protocol.

POLICY 2.2: *TREATMENT OF FACULTY / STAFF / VOLUNTEERS*

With respect to the treatment of volunteers, faculty, and staff, the Executive Director shall not cause or allow conditions that are unsafe, untimely unfair or undignified.

Accordingly, pertaining to faculty and staff, he/she shall not:

1. Operate without a written personnel manual, approved by legal counsel, which clarifies personnel rules for faculty and staff, provides for effective handling of grievances, and protects against wrongful conditions.
2. Retaliate against an employee for non-disruptive, internal expression of dissent, or
3. Retaliate against faculty or staff for reporting to management or to the Governing Council acts or omissions by personnel, management or the Governing Council that the faculty and staff believes, in good faith and based on credible information, constitutes a violation of state or federal law or a governing policy of the Council.
4. Prevent faculty and staff from grieving to the Council when:
 - a. internal grievance procedures have been exhausted and
 - b. the individual alleges that Council policy has been violated.
5. Fail to acquaint faculty and staff with this policy, and the Executive Director's interpretations of their protections under this policy.

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

6. Allow faculty and staff to be unprepared to deal with emergency situations.

POLICY 2.3: *FINANCIAL CONDITIONS & ACTIVITIES*

With respect to financial condition and activities, the Executive Director shall not jeopardize the financial condition of C2E or cause a material deviation of actual expenditures from the Council's Ends priorities.

Accordingly, the Executive Director shall not:

1. Expend more funds than have been received in each fiscal quarter, unless otherwise approved.
2. Allow cash and cash equivalents to fall below a contingency TABOR reserve as set forth by the state.
3. Borrow from operating reserves (defined as accumulated excess revenues and including bonding reserves) in an amount greater than can be replenished by certain, otherwise unencumbered revenues within 60 days.
4. Fail to settle 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. Execute a check or purchase commitment of greater than \$25,000, except as such purchase has been explicitly itemized in budgetary monitoring data previously disclosed to the Council. Splitting orders to avoid this limit is not acceptable.
7. Acquire, encumber, lease, or dispose of real property or business personal property.
8. Fail to aggressively pursue material receivables after a reasonable grace period.
9. Fail to exercise adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
10. Fail to provide fundraising opportunities to the C2E Owners and Stakeholders for projects deemed appropriate by the Executive Director.

POLICY 2.4: *ASSET PROTECTION*

The Executive Director shall not allow C2E's assets to be unprotected, inadequately maintained or unnecessarily risked.

Accordingly, he or she shall not:

1. Fail to insure:
 - a. Against theft and casualty losses to at least 80% of replacement value; and
 - b. Against liability losses to Council members, faculty, staff and the organization itself in an amount equal to or greater than the average for comparable organizations.
 - c. Against faculty or staff theft and dishonesty, or through the provision of trust or surety bonds for officers or employees.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Fail to employ risk management practices to minimize exposure of the organization, its Council or staff to claims of liability.
4. Allow any purchase wherein normally prudent protection has not been given against conflict of interest.
5. Allow a purchase of material goods or services of \$25,000 or more, excepting professional consulting services there from, without having obtained comparative prices and quality. Splitting orders to avoid this requirement is not allowed.
6. Fail to protect intellectual property, information, and files from loss or significant damage.

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

7. Receive, process, or disburse funds under controls insufficient to meet the Council-appointed auditor's standards (as set forth in Management Letter and/or other correspondence).
8. Compromise the independence of the Council's audit or other external monitoring or advice, such as by engaging parties already chosen by the Council as consultants or advisers.
9. Invest or hold operating capital in insecure instruments or in non-interest bearing accounts except where necessary to facilitate ease in operational transactions.
10. Fail to manage or utilize grant monies or other restricted funds in accordance with applicable restrictions.
11. Endanger C2E's public image, its credibility, or its ability to accomplish Ends.
12. Change C2E's name or substantially alter its identity.

POLICY 2.5: *FINANCIAL PLANNING & BUDGETING*

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

Accordingly, the Executive Director shall not allow budgeting that:

1. Risks incurring those situations or conditions described as unacceptable in the "Financial Conditions and Activities" Council policy.
2. Omits credible projection of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Fails to allocate at least 5% of gross cash revenues to reserves, until reserves reach a threshold of 15% of operating budget.
4. Fails to maintain a reserve of 15% of operating budget inclusive of the TABOR reserve.
5. Provides less for Council activities during the year than is set forth in the Governance Budget policy (see policy in Governance Process).
6. Includes unallocated reserves above 15% of operating budget.

Accordingly, the Executive Director shall notify the Governing Council of net PPR reduction greater than 1%.

POLICY 2.6: *COMPENSATION & BENEFITS*

The Executive Director will not cause or allow jeopardy to C2E's fiscal integrity or public image when dealing with employment, compensation, and benefits for employees, consultants, volunteers, or contractors.

Accordingly, he or she shall not, without prior approval from the Council:

1. Change his or her own compensation.
2. Change his or her own benefits, except as his or her benefits are consistent with a package for all other faculty and staff, and consistent with benefit structures at other charter schools.
3. Promise or imply anything other than "at-will" employment.
4. Establish current compensation and benefits that deviate materially from the geographic and/or professional market value for the skills employed.
5. Create obligations over a term longer than 1 year.

POLICY 2.7: *EMERGENCY EXECUTIVE SUCCESSION*

In order to protect the Council from sudden loss of Executive Director services, the Executive Director shall ensure that at least one other member of the staff is sufficiently familiar with Council and Executive Director issues and processes to take over with reasonable proficiency as an interim successor.

POLICY 2.8: *COUNCIL AWARENESS & SUPPORT*

The Executive Director shall not cause or allow the Council to be uninformed or unsupported in its work.

Accordingly, the Executive Director shall:

1. Report in a timely manner an actual or anticipated noncompliance with any policy of the Council.
2. Submit monitoring data required by the Council (see policy on Monitoring Executive Director Performance in Council-Management Delegation) in a timely, accurate and understandable fashion, directly addressing provisions of Council policies being monitored.
3. Make the Council aware of significant incidental information, such as anticipated adverse media coverage, threatened or pending lawsuits, or material external and internal changes. Notification of planned material internal changes is to be provided to Council members in advance, when feasible.
4. Advise the Council if, in the Executive Director's opinion, the Council is not in compliance with its own policies on Governance Process and Council-Management Delegation, particularly in the case of Council or Council member behavior that is detrimental to the work relationship between the Council and the Executive Director.
5. Submit objective decision information required periodically by the Council, or let the Council be unaware of relevant trends.
6. Present information in a simple and concise form that falls into one of three categories:
 - a. monitoring
 - b. decision preparation (or "action item"); and
 - c. incidental/ "FYI."
7. Provide support for official Council, officer or committee communications, and functions.
8. When addressing official Council business, deal with the Council as a whole except when:
 - a. fulfilling individual requests for information, or
 - b. responding to officers or committees duly charged by the Council.
9. Supply for the Council's consent agenda, along with applicable monitoring information, all decisions delegated to the Executive Director yet required by law, regulation or contract to be Council-approved.

MANAGEMENT DELEGATION

POLICY 3.0: *GOVERNANCE MANAGEMENT CONNECTION*

The Council's official connection to the operational organization, its achievements and conduct will be through the Executive Director.

POLICY 3.1: *UNITY OF CONTROL*

Only officially passed motions of the Council are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Council members, officers, or committees are not binding on the Executive Director except in rare instances in which Council has specifically delegated this authority.
2. If Council members or committees request information or assistance without Council authorization, the Executive Director may refuse such requests that require, in his/her opinion, an inappropriate amount of staff time or funds or are disruptive to the daily operations.

POLICY 3.2: *ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR*

The Executive Director is the only staff person accountable to the Governing Council for operational achievement and conduct.

Accordingly:

1. The Council will not give instructions to persons who report directly or indirectly to the Executive Director.
2. The Council will not evaluate, either formally or informally, any staff other than the Executive Director.
3. The Council will assess Executive Director performance on a variety of factors with particular attention paid to organizational performance. As such, organizational accomplishment of the Council's stated Ends and compliance with Management Limitations, while expected, will be an important component of the overall successful performance of the Executive Director.

POLICY 3.3: *DELEGATION TO THE EXECUTIVE DIRECTOR*

The Council will instruct the Executive Director through written policies that prescribe the organizational Ends to be achieved, and describe organizational situations and actions to be avoided, allowing the Executive Director to use any reasonable interpretation of these policies.

Accordingly:

1. The Council will develop and maintain Ends policies instructing the Executive Director 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 Council will develop and maintain Management Limitations policies that limit the latitude the Executive Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels. The Council will not prescribe organizational means delegated to the Executive Director. As long as the Executive Director uses any reasonable interpretation of the Council's Ends and Management Limitations policies, the Executive Director is authorized to establish all further policies, make all decisions, take all actions, establish all practices and pursue all activities. Such decisions of the Executive Director shall have full force and authority as if decided by the Council.
3. The Council may change its Ends and Management Limitations policies, thereby shifting the boundary between Council and Executive Director domains. By doing so, the Council changes the latitude of choice given to the Executive Director. However, as long as any particular delegation is in place, the Council will respect and support the Executive Director's choices that are compliant with a reasonable interpretation of those policies.

POLICY 3.4: *MONITORING EXECUTIVE DIRECTOR PERFORMANCE*

The Council will systematically and rigorously monitor Executive Director 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 Council policies are being met. Information that does not address policy compliance will not be considered in the evaluation of Executive Director performance.
2. The Council will acquire monitoring data by one or more of three methods:
 - a. by internal report, in which the Executive Director discloses, in writing, policy interpretations and compliance information to the Council
 - b. by external report, in which an external, disinterested third party selected by the Council assesses compliance with Council policies
 - c. by direct Council inspection, in which a designated member or members of the Council assess compliance with the appropriate policy criteria
3. In every case, the Council will judge whether (a) the Executive Director's interpretation is reasonable, and (b) whether data demonstrate accomplishment of or compliance with the Executive Director's interpretation.
4. In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Council policy being monitored. The Council is the final judge of reasonableness, and will always judge with a "reasonable person" test (what a reasonably prudent person would do in that context). Interpretations favored by individual Council members or by the Council as a whole shall not constitute a "reasonable person" test.
5. All policies instructing the Executive Director will be monitored at a frequency and by a method chosen by the Council. The Council may monitor any policy at any time by any method, but will follow the schedule provided in Appendix A.

GOVERNANCE PROCESS

POLICY 4.0: *GOVERNANCE COMMITMENT*

The purpose of the Governing Council (the “Council”), on behalf of the Challenge to Excellence (C2E) Charter School Community, current and prospective parents and students, and staff is to make our best effort to ensure that the School (1) achieves appropriate results for appropriate recipients at an appropriate cost (as specified in Council Ends policies), and (2) avoids unacceptable actions and situations.

POLICY 4.1: *GOVERNING STYLES & VALUES*

The Council will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) results for owners, (b) encouragement of diversity in viewpoints, (c) strategic leadership rather than administrative detail, (d) clear distinction of Council 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 Council will cultivate a sense of group responsibility. The Council, not the staff, will be responsible for excellence in governing. The Council will be the initiator of governing policy. The Council will not use the expertise of individual members to substitute for the judgment of the Council, although the expertise of individual members may be used to enhance the understanding of the Council as a body.
2. The Council will direct, control, and encourage C2E’s Executive Director through the careful establishment of broadly written policies reflecting the Council’s values and perspectives. The Council’s major focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.
3. The Council 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, and ensuring the continual development of governance skills. Although the Council can change its governance process policies at any time, it will scrupulously observe those currently in place.
4. All policies of the Council are contained in this document, and they remain in effect, unless amended or deleted by Council action.
5. The sitting Council will orient new Council members in the Council’s governance process and these policies. The Council will allow no officer, individual or committee of the Council to hinder or be an excuse for not fulfilling its commitments.
6. The Council will monitor and discuss its process and performance at each meeting. Self-monitoring will include comparison of Council activity and discipline to Governance Process and Council-Management Delegation policies.

POLICY 4.2: *COUNCIL JOB PRODUCTS*

On behalf of the “owners” of C2E, the Governing Council will ensure appropriate organizational performance by assuming direct responsibility for the following:

1. The Council will produce the link between the stakeholders and the operational organization.

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

- a. Needs Assessment: The Council will assess the needs of the stakeholders as they relate to C2E's activities and scope of influence, and will develop Ends policies identifying the results the organization is to produce in addressing those needs.
- b. Advocacy: The Council works on behalf of the stakeholders of C2E's expected future results, and its present accomplishments.
2. The Council 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).
 - 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. GOVERNANCE PROCESS: Specification of how the Council conceives, carries out and monitors its own tasks.
 - d. COUNCIL/MANAGEMENT DELEGATION: How power is delegated and its proper use monitored: the Executive Director role, authority and accountability.
3. The Council will assure successful organizational performance on Ends and Management Limitations.
4. The Council will maintain an active Charter Application with the Douglas County School District or the State of Colorado.
5. The Council will acquire a permanent school facility and maintain financing for the same.
 - a. Review and approve modification(s) when necessary to accommodate student growth.

POLICY 4.3: *AGENDA PLANNING*

The Council will prepare and follow an annual agenda plan that includes (1) a complete re-exploration of Ends policies annually and (2) continuous improvement in Council performance through Council education, enriched input and deliberation.

Accordingly:

1. The Council's planning cycle will start in January, with the Council's development of its agenda for the next year.
 - a. The Council will identify its priorities for Ends and other issues to be resolved in the coming year, and will identify the information gathering necessary to fulfill its role. This may include consultations with selected groups in the stakeholders, other methods of gaining stakeholders input, governance education, and other education related to Ends issues, (e.g. presentations by futurists, advocacy groups, demographers, other providers, staff, etc.).
 - b. The Chair will, at the commencement of the Council's annual planning cycle, prepare a tentative agenda plan for the following year's meetings.
2. The Chair will determine the agenda for any particular meeting, although Council members may request or recommend any appropriate matters for Council consideration.
 - a. A Council member may recommend or request a matter for Council discussion by submitting the item to the Chair at least 7 days prior to the scheduled Council meeting.
 - b. The meeting agenda and packet are to be received by Council members at least 3 days prior to the scheduled Council meeting.
 - c. By an affirmative vote of a majority of the members of the Council, or of those present at a meeting, additional matters may be added to the agenda of any Council meeting.

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

3. The Council'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 long-term Ends.
4. The Council will attend to consent agenda items (those items delegated to the Executive Director yet required by law or contract to be Council-approved) as expeditiously as possible.
5. The Council will monitor and evaluate the Executive Director's activities and performance included on the agenda only if monitoring reports or other data indicates policy violations. If policy criteria are to be debated or if the Council, for any reason, chooses to amend its monitoring schedule, the agenda shall be amended at said meeting.
6. Current Executive Director's remuneration will be decided during the month of April, offered during the month May, and to be effective July 1st of the following year after a review of monitoring reports received monthly during the last year.

POLICY 4.4: *CHAIR'S ROLE*

The Chair, serving as the chief governance officer, ensures the integrity of the Council's process and, secondarily, represents the Council to outside parties.

Accordingly:

1. The assigned result of the Chair's job is that the Council 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 Council policy) belong to the Council to decide or to monitor.
 - b. Deliberation will be fair, open, thorough, timely, orderly, and kept to the point.
2. The Chair is authorized to make decisions consistent with the Council's Governance Process and Council/Management Delegation policies, with the exception of (a) employment/termination of the Executive Director, or (b) instances where the Council specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of these policies.
 - a. The Chair is empowered to preside at Council meetings with all of the commonly accepted power of that position, such as ruling and recognizing.
 - b. The Chair has no authority to make decisions about policies created by the Council within Ends and Management Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Executive Director.
 - c. The Chair may represent the Council to outside parties in announcing Council stated positions and in stating decisions and interpretations within the area delegated to her or him. The Chair may delegate this authority but remains accountable for its use.

POLICY 4.5: *COUNCIL MEMBERS' CODE OF CONDUCT*

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

Accordingly:

1. Council members must demonstrate loyalty to the interests of the stakeholders, unconflicted by loyalties

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

- to staff, other organizations, or any personal interests as parents of C2E students or members of C2E community.
2. Council members must avoid conflict of interest with respect to their fiduciary responsibilities.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Council member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - i. C2E shall not employ or contract with Governing Council members or members of their immediate families, or person/entities having an ongoing business or financial relationship with any Council members or members of their immediate families.
 - ii. Council members and employees shall disclose any known or potential conflict of interest in writing to the Council prior to the time set for voting on any such transaction. Any such written disclosure shall be attached to the minutes of the meeting in which Council action occurs related the matter disclosed.
 - iii. A Council member making such disclosure shall not vote on the matter or attempt to influence the decision of other Council members in voting on the matter.
 - b. Council members must not use their Council positions to obtain staff employment for themselves, family members, or close associates. Should a Council member apply for staff employment, he or she must first resign from the Council.
 3. Council members must not attempt to exercise individual authority over the organization.
 - a. Council members' interaction with the Executive Director or with staff must recognize the lack of authority vested in individuals except when explicitly Council authorized.
 - b. Council members' interaction with public, media or other entities must recognize this limitation and those Council members are not to speak for the Executive Director, or to speak for the Council except to repeat explicitly stated Council decisions.
 - c. Except for participation in Council deliberation about whether the Executive Director has achieved a reasonable interpretation of Council policies, Council members will not publicly express individual judgments of performance of employees or the Executive Director.
 - d. A council member aware of credible information that suggests that a Council policy has been violated, by either the Council or the Executive Director, has an affirmative obligation to bring the concern to the Council's agenda for monitoring.
 4. Council members must respect the confidentiality appropriate to issues of a sensitive nature.
 5. Council members will support the legitimacy and authority of the final determination of the Council on any matter, regardless of the member's personal position on the issue.

POLICY 4.6: MEMBERS' INDIVIDUAL RESPONSIBILITIES

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

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

1. Attendance - As contemplation, deliberation and decision-making require collaboration and participation, Council members are expected to attend Council meetings and training sessions. Absence from two of the Council's regularly scheduled meetings and/or training sessions in any quarter, or any three such meetings in an academic year will constitute that member's resignation from the Council. Waivers to this provision, in cases of extenuating circumstances, may be granted by majority vote of the Council. Council members are expected to arrive at meetings punctually and prepared to start the meeting.
2. Preparation and Participation - Council members will prepare for Council and committee meetings and will

participate productively in discussions.

3. Members as Individuals - The Executive Director is accountable only to the Council as an organization, and not to individual Council members. Therefore, the relationship between the Executive Director and individual members of the Council, including the Chair, is collegial, not hierarchical.
4. Voluntarism - The Council recognizes the importance of volunteer involvement in various organizational activities, and Council members are encouraged to participate in non-Council capacities. However, as the Executive Director is responsible for operational activities and results, members of the Council choosing as individuals to volunteer in operational capacities may not chair a committee and are subject to the direct supervision of the Executive Director or responsible staff person.
5. Participation in Organizational Activities -
 - a. In addition to regular Council meetings, Council members are encouraged to attend the following events/functions:
 - i. School Sponsored Functions
 - ii. Annual Council Planning/Training Event when needed

POLICY 4.7: COUNCIL COMMITTEE PRINCIPLES

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

Accordingly:

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

POLICY 4.8: COUNCIL COMMITTEE STRUCTURE AND AUTHORITY

A committee is a Council committee only if its existence and charge come from the Council, regardless of whether its composition includes Council members. The only Council committees are those which are set forth in this policy. Unless otherwise stated, a Council Committee will cease to exist when its task is complete. Examples of committees and related management structure are provided below:

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

1. **“Stakeholders”/Membership Linkage Committee**
 - a. Product: Development of mechanisms and plans for Council approval regarding linkage between the Council and the stakeholders.
 - b. Authority: To incur costs of no more than \$200.00 per year in direct charges. Committee expenses in excess of set amount require Governing Council Approval.
 - c. Composition: The Governing Council
2. **Executive Director Compensation Committee**
 - a. Product: Annual Executive Director’s compensation package alternatives for Council consideration. To be presented to the Council in a timely manner to allow final action to be taken by both parties by March 31.
 - b. Composition: The Governing Council
3. **Governance (or, Policy) Committee**
 - a. Product: Further development of governance structure, revised Charter, Bylaws (if/as necessary) and draft policies for consideration by the full Council.
 - b. Authority: To incur costs of no more than \$200.00 in direct charges and no more than 1 hour of management time per year. Committee expenses in excess of set amount requires Governing Council approval.
 - c. Composition: The Governing Council.

POLICY 4.9: *COUNCIL SIZE, NOMINATION, ELECTION & TERM*

The Council aims to maintain a size of 7 members.

Accordingly:

1. With the exception of the Chair and the Vice Chair, the term of office of Council members shall be for three (3) years from the date of election or appointment.
 - a. Council members will be elected at the April meeting. Newly elected Council members will be sworn in at the May meeting.
 - b. Vacated Council seats may be filled by appointment of the Council until the next regularly scheduled election for the vacating member’s term.
2. The officers of this Council shall be a Chair, Vice-Chair, Secretary and Treasurer who shall be members of the council.
 - a. The nomination/election of the officers shall take place at the April meeting of the Council.
 - b. Upon election as officers, the Chair and Vice-Chair will serve one year even if the term would exceed the council member’s normal term limit during such period of time.
3. The council may appoint members to the Council as needed to maintain appropriate Council size.

POLICY 4.10: *GOVERNANCE INVESTMENT*

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

Accordingly:

1. Council skills, methods, and support will be sufficient to assure governing with excellence.
 - a. Training and retraining will be used appropriately to orient new Council members, and to maintain

CHALLENGE TO EXCELLENCE CHARTER SCHOOL GOVERNING COUNCIL POLICY MANUAL

and increase existing Council member skills and knowledge.

- b. Outside monitoring assistance, including fiscal audit, will be arranged as needed so that the Council can exercise confident control over organizational performance.
2. Total Council budget, per fiscal year, shall not exceed \$10,000.00. Costs will be prudently incurred, but sufficient to ensure the development and maintenance of superior governance.
3. The Council will establish its Governance budget for the next fiscal year each year during the month of May. Note: this coincides with the election of new officers each year.

GOVERNANCE PROCESS APPENDIX A

See Council planning spreadsheet.