



EAGLE RIDGE ACADEMY

BOARD OF DIRECTORS HANDBOOK

Revised May 27, 2014

Mission Statement:

The mission of Eagle Ridge Academy is to provide our students with a traditional, classical education that demands their best in academic achievement, behavior, and attitude, and challenges them to attain their highest potential.

Vision Statement:

Eagle Ridge Academy will offer an academically rigorous, time-tested, classical, liberal arts curriculum that:

- prepares students to be exemplary and knowledgeable citizens;
- instills a life-long passion for learning;
- values self-discipline, respect, perseverance, and achievement;
- teaches truth, beauty and goodness; and
- fosters an appreciation for the United States of America and her unique role in the world.

School Governance

Eagle Ridge Academy is governed by a Board of Directors that is ultimately responsible for the success or failure of both the Academy's academic mission and its operational/financial excellence. The Board is elected by the staff and families of the Academy (and community Board members), with each Director holding a specified seat on the Board for two years. Current statutory requirements dictate that the Board must be comprised of at least five nonrelated members and include:

- at least one licensed teacher employed at the school or a licensed teacher providing instruction under a contract between the charter school and a cooperative;
- at least one parent or legal guardian of a student enrolled in the charter school; and
- at least one interested community member who is not employed by the charter school and does not have a child enrolled in the school.

The current Bylaws of Eagle Ridge Academy also require that enough teachers be elected to the Board to form a simple majority (currently 6 seats).

Inclusive Representation on School Governance Groups

Along with enlisting members with appropriate expertise and experience to serve on school governance bodies, it is also important to include a range of stakeholders. In order to increase greater buy-in and community support in decision-making processes, groups making decisions (and/or recommendations to higher, decision-making bodies) will recruit and/or consult members from those constituencies that will be affected by the decisions that are ultimately made. In this way, these groups will benefit from a variety of perspectives and a breadth of information.

This principle of inclusive group formation shall apply to both groups of the Board of Directors and of the school administration.

Board Director Training

Every charter school Board member shall attend annual training throughout the member's term. A Board member who does not begin the required initial training within six months after being seated and complete that training within twelve months of being seated on the Board is ineligible to continue to serve as a Board member.

Officers of the Board of Directors

The Officers of the Board are elected by the Board for terms of one year and include:

- Chair (and President of the Corporation)
- Vice-Chair (and Vice President of the Corporation)
- Treasurer
- Secretary

A description of job duties for each of the Officers is included in this document, along with the general responsibilities of all members of the Board of Directors.

Board Planning Group

The Board Planning Group will include the elected officers of the Board (Chair, Vice Chair, Treasurer, and Secretary) and Executive Director. In the event that no parent (or teacher) Board members are seated as officers, an additional ad hoc Board teacher (or parent) member will be selected to serve on the Board Planning Group, so that both parents and teachers are represented.

The purpose of the Board Planning Group is to work in support of the Board and help guide the management of the affairs of the Board as described below.

- Act as liaison to all Board members and provide leadership for Board activities
- Act as a clearinghouse for what matters of business should be directed to what committee, responsible individual, or team
- Coordinate legal issues
- Address emergency, urgent matters, or organizational crisis as needed
- Coordinate Board work plans and develop board meeting and retreat agendas, as well as Board trainings
- Help develop strategic, long-range planning by initiating the Board's involvement in establishing a strategic framework or direction
- Coordinate the Executive Director annual evaluation process
- Design and recommend an ongoing program of board information, education, and team building
- Initiate periodic and/or annual assessment of the Board's performance as well as a review of Board committee effectiveness
- Act as a liaison with the Executive Director; provide counsel, feedback and support as needed, and serve as a sounding board

Working Groups of the Board of Directors

The Working Groups of the Eagle Ridge Academy Board of Directors are advisory groups created to support the mission of the school by focusing on certain key school functions. Working Groups are strategic in nature; have recurring matters to evaluate and recommend upon; and are Board of Directors charged. In addition to conducting research and developing best practices, strategies, policies, and procedures.

Working Groups present their recommendations to the Board for consideration. Items presented to and approved by the Board may be assigned to the school administration for implementation. Working Groups may also provide support to the administration of the school in carrying out the directives of the Board.

Working Groups develop their own meeting schedules, based upon current needs. Each Working Group has at least one member who is also a member of the Board of Directors. This member shall serve as a liaison from the Working Group to the Board. Working Groups may also appoint their own officers, such as chairs and secretaries.

Working Groups have no authority to include or exclude items or issues on or from the Board agenda. They do, however, have the ability to make recommendations to the Board, for or against any particular course of action, as well as to recommend items or issues, related to their mandated purpose, for inclusion on the Board agenda.

Each Working Group will be provided a charge or purpose by the Board and be expected to complete a Mandate Template establishing annual goals at the beginning of each school year. These goals will be brought to the Board for review and possible revision. The Board will annually (or more often, where appropriate) review the actions of each Working Group.

Working groups will recruit their own members. In the case of new Working Groups, the Board shall appoint the liaison, who shall then recruit other members. Criteria for membership include experience and expertise in the topic(s) that the Working Group is addressing and the abilities to duly consider various options and perspectives and to work collegially with other members. In general, members will be recruited from the various constituencies that will be affected by the outcomes of the topics under consideration by the Working Group. Regular attendance at Working Group meetings, as specified in the Mandate of each particular Working Group, is a prerequisite for continued membership on that Working Group.

Other Groups of the Board of Directors

The Board of Directors may also establish Committees, with specified and limited decision-making authority. Such Committees shall be subject to Minnesota Open Meeting Law.

When warranted, for specific short-term or special circumstances, the Board may create various Task Forces to perform specific duties. These groups may be comprised of Board members, faculty, staff, and/or parents and will exist only until their specific tasks have been accomplished.

Committees and/or Task Forces are generally operational and/or advisory in nature. In addition, each Committee or Task Force shall operate under a Board-approved Mandate, updated at least annually, establishing the goals it will pursue and, in the case of a Committee, clearly delineating the scope of any decision-making authority that has been delegated to it by the Board of Directors.

Meetings of the Board of Directors

In general, though not required, the Board of Directors convenes twice a month.

1. Board Workshops are generally scheduled once per month. Workshops provide opportunities for Board members to receive reports from Working Groups and the Executive Director, discuss items in greater depth, formulate strategies, and bring in presenters for various topics in order to streamline the conduct of business at the upcoming monthly Board meeting. No votes or official actions are conducted at Board Workshops.
2. Regular Meetings, at which the Board of Directors conducts the official business of the school, are scheduled once per month. Opportunity for public comment shall be provided at this meeting.

On occasion, the Board Chair may (and must, at the behest of one third or more of the sitting members of the Board, or in response to a petition by fifty members of the Corporation or ten percent of its membership, whichever is greater) call a Special Meeting of the Board of Directors. An advance notice of 72 hours is required for Special Meetings.

Recommended Procedure for Board Actions

To ensure that Board actions are conducted in an open matter, that due diligence has been done in researching actions, and that Board Members have had sufficient time to review items prior to voting on them, the following guidelines are recommended:

- The Working Group qualifies the need for the item, explores options and best practices, and, where applicable, develops recommendations or a draft proposal.
- The Working Group liaison brings the item to the Board workshop to gather the opinion/input of the rest of the Board.
- The Working Group reconvenes (either in person or via email) to make any modifications resulting from the Board discussion.
- The item is then sent to the Board Chair, along with a draft of the motion to be made at the next regular meeting of the Board.
- The Board Planning Group then places the item on the agenda for the next regular meeting and sends out the relevant documentation prior to the meeting.

Board Member General Responsibilities

Members of the Board of Directors of Eagle Ridge Academy will carry out in a trustworthy and diligent manner their duties and obligations as such. Board members are expected to act for the good of the organization and to represent the interests of the school by:

- Contributing to the fulfillment of the Academy's classical education mission and vision;
- Providing oversight of the resources for the financial operations of the school;
- Carrying out the functions of the office of Board member as stated in the Academy's Bylaws;
- Governing effectively and with integrity;
- Practicing good stewardship of the Academy's human and financial resources; and
- Consistently demonstrating the Duties of Care, Loyalty, Obedience, and Confidentiality to Eagle Ridge Academy and its Board of Directors.

Board members will:

- Read and adhere to the Bylaws and policies of Eagle Ridge Academy, the contract between Eagle Ridge Academy and its Authorizer, and all Minnesota statutes related to charter schools and non-profit entities;
- Obey and uphold the Constitutions of the United States and the State of Minnesota and all laws, rules, regulations, and court orders thereof, reserving the right to bring about needed changes through proper legal procedures;
- Recognize that they have no legal authority as individuals and that the decisions of the Board can be made only by a majority vote at a Board meeting. Board members will take no private action that might compromise the Board or Administration and will respect the confidentiality of privileged information;
- Work with other Board members to establish effective Board policies and to delegate authority for the administration of the Academy to the Executive Director and to other appropriate persons or groups;
- Participate in Board discussions in an open and honest manner, honoring differences of opinion or perspective. They will observe parliamentary procedures and display courtesy in all meetings. They will share their own opinions, respect the opinions of others, and vote on policy decisions only after full discussions have taken place. They will support in a positive manner all actions taken by the Board, even when they have advocated a minority position with regard to such actions;
- Voice opinions respectfully and maintain good relations with other Board members, administrators, school staff, and members of the public;
- Refrain from publicly criticizing fellow Board members or employees of the school and will exemplify high standards of personal conduct in all public appearances in order to provide students and staff with positive role models;
- Follow through on their commitments to the Board and the Working Groups on which they serve;
- Read and review the minutes resulting from each meeting of the Board. Members will regularly read Board-related documents and communications and respond in a timely manner in accordance with Minnesota Open Meeting Law. Members are expected to use their school-provided email accounts for communications related to their service on the Board and to check their email regularly;
- Work with the full Board to provide policy support for school administrators in the performance of their duties and will take part in Board decisions that delegate authority commensurate with those duties. Individual Board members will refrain from interfering in management of the organization and staff, except for monitoring results, and shall not give directives to any school administrator;
- Refer complaints, requests, and concerns about the management of the school to the Executive Director or to other appropriate staff members and will act on such complaints at public meetings only after the failure of an administrative solution and in accordance with Minnesota Open Meeting Law;
- Hold the school leadership accountable to the Board-approved governance checklist and at least annually participate in a comprehensive evaluation of the Executive Director based on his or her job description, contract, and any identified performance standards;
- Work to ensure that the school has policies and procedures in place to support the employment of those persons who are best qualified to serve as school faculty and staff, and to assure regular and impartial evaluations of all faculty and staff;
- Act as informed ambassadors to advocate for Eagle Ridge Academy among its stakeholders, including parents, alumni, administration and faculty, donors, and the local community at large;
- Not represent the views of the Eagle Ridge Academy Board on items that have not been decided by the Board, unless officially designated to do so, and will clearly state as much in any

- communications that could otherwise be construed as representative of a Board-wide opinion;
- Respectfully listen to those who communicate with the Board, seeking to understand their views, while recognizing their own responsibility to represent the interests of the entire community in relation to the Academy's mission; and
 - Model continuous learning and work to ensure good governance, by attending and participating in Board member development opportunities, and participate in strategic planning retreats, workshops, seminars, and other educational events that expand their capacities as Board members.

Board members will attend and participate in all Board meetings, workshops and Working Groups upon which they serve, and will, insofar as possible, make decisions after considering all available materials and input from others. **Any Board member missing a total of four (4) Board meetings and/or Board workshops** within a Board calendar year shall, in the absence of extenuating circumstances, be subject to removal from the Board, in accordance with Article IV, Section 10 of its Bylaws.

Renewing Board members will provide guidance to new members as they begin their terms. Each officer of the Board will become familiar with the general responsibilities of his or her Board seat and the job duties of his or her office.

Board members are expected to share their time and expertise by volunteering to serve as Working Group, Task Force, or Committee members. These types of commitments will be shared as evenly as possible among the Board members, in order to insure that the workload of the Board is reasonably distributed.

No Board member will officially speak for the Board, respond to media requests as a member of the Board, or send out official communications from the Board on any issue, unless requested to do so by the Board or by the Chair of the Board.

Except pursuant to a Board decision and when specifically requested by the Board to do so, Board members shall not attempt to exert influence on any school employee or parent on the basis of their membership on the Board.

Each Board member is charged with the responsibility of voting on all matters that are brought to the Board for resolution, that vote being based on good faith and to be for the welfare and good of the school and the community. Board members are expected to ask questions and to seek adequate information, in order to actively participate in Board meetings and to be prepared to make sound decisions at such meetings.

Job Descriptions for Officers of the Board of Directors

Chair of the Board

The Chair of the Board of Directors serves also as the President of the Corporation and exercises all of the customary functions of that office, including, but not limited to the following:

1. Have the general powers and duties usually vested in the office of the President, as described in Minnesota Statutes, Section 317A.305, subd.2;
2. Have general active management of the business of the corporation;
3. Preside at all meetings of the Board of Directors, if present;
4. See that orders and resolutions of the Board are carried into effect;

5. Sign and deliver, or delegate the signing and delivering, in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments requiring an officer's signature unless otherwise directed by the Board;
6. Perform such duties and exercise such responsibilities as are necessary or incident to the supervision and management of the business and affairs of the Corporation; and
7. Have such other responsibilities and perform such other duties as are prescribed by the Board of Directors.

Vice Chair of the Board

The Vice Chair shall:

1. Act as the Chair of the Board of Directors in the absence of the President (Board Chair); and
2. Have such other responsibilities and perform such other duties as are prescribed by the Board of Directors and the Board Handbook.

Treasurer of the Board

The Treasurer of the Board works with both the Academy's Administration and the school's financial management services firm to:

1. Keep accurate financial records for the Corporation and accurate accounts of all monies of the Corporation received or disbursed;
2. Deposit all monies, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall from time to time designate;
3. Ensure the proper care and custody of the corporate investment funds and securities;
4. Have the power to endorse for deposit all notes, checks, and drafts received by the Corporation;
5. Disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers therefore;
6. Render to the Board Chair and the Board of Directors, whenever required, an account of all of transactions as Treasurer and of the financial condition of the Corporation;
7. Perform such other duties and have such other responsibilities as may from time to time be prescribed by the Board of Directors, the Board Chair; and
8. Act as Board Chair in the absence of both the President and Vice President.

Secretary of the Board

The Secretary of the Board acts as the official scribe for Board functions and has the primary responsibility of record-keeping for actions and policies of the Board. Such activities include:

1. Attend all meetings of the members, the Board of Directors, and (when requested) all Working Groups, Task Forces, and Committees, or appoint an alternate member of the Board to do so;
2. Record all proceedings of the minutes of the annual meeting of the Members of the Corporation, as well as all meetings of the Board of Directors;
3. Maintain and preserve all records and documents of the Board of Directors, Working Groups, Task Forces, Committees, and the Corporation;

4. Give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and Working Groups, Task Forces, and Committees ;
5. Perform such other duties and have such other responsibilities as may from time to time be prescribed by the Board of Directors, the Board Chair, or the Board Handbook; and
6. Act as Board Chair in the absence of the President, Vice President, and Treasurer.

General Duties:

1. Update and provide Board Handbooks for each member of the Board; deliver binders to newly elected members; and retrieve the handbooks from members leaving the Board at the end of their service.
2. Upload and update Board documents to the Eagle Ridge Academy website; and
3. Organize, manage, and monitor the election of new Board officers and maintain all relevant documentation.

Duties for Regular or Special Meetings of the Board of Directors:

1. Receive the regular meeting agenda and other meeting documentation from the Chair and save them to the appropriate folder on the school's network.
2. Ensure that there are enough printed copies of all documents for the Board Meeting (agenda, financials, minutes to be approved, and any other handouts) for each member of the Board and at least one copy of each document for public viewing. Print and make available one copy of the "ERA Public Comment Sign-up Sheet."
3. Record all proceedings of the meetings, using the Meeting Minutes Document Template. The document title should state the month, day, and year.
4. Provide name cards for the tables to identify the Board members.
5. Complete the notes during the meeting and save them as a draft.
6. After each Regular or Special meeting:
 - a. Create a pdf of the approved minutes with the word "Approved" in the title and place it in the Board Minutes folder.
 - b. Send the pdf copy of the previous month's approved Board minutes to:
 - i. Nichole Schmidt at BKDA: nschmidt@BKDA.org
 - c. Send minutes and financial packet to:
 - i. Ann Werdel at Friends of Education: awerdel@tcfbank.com
 - ii. Venture Bank: 4470 W 78th St Cir #100, Bloomington, MN 55435
 - d. Place copies of the agenda, previous month's minutes, financials, and any other handouts in the Board Meeting book in the front office.

Duties for Workshops of the Board of Directors:

1. Receive the workshop topics and other workshop documentation from the Chair and save them to the appropriate folder on the school's network.
2. Ensure that there are enough printed copies of all documents for the Board Workshop (topic list and any other handouts) for each member of the Board and at least one copy of each document for public viewing.

Board Member Agreement

A member of the Eagle Ridge Academy Board of Directors shall have a firm belief in the fundamental, traditional, classical education mission of the Academy and shall be fully committed to the charter school model.

The purpose of the Board is to set the general direction and policy of the Academy, not to manage it on a daily basis. Directors shall govern in a manner that ensures adherence to the Eagle Ridge Academy Mission and Vision statements. Furthermore, Directors shall foster positive relationships with the Academy's personnel and community, and with the community at large; oversee the financial stability of the Academy; and deal with school-related issues as prescribed in the Academy's Bylaws.

By signature below, each Director agrees to uphold the terms of this Board Handbook and to abide by the principles outlined herein.

As a Director, I agree to do everything in my power to work as a productive member of the Board of Directors. If, for any reason, I find myself unable to fulfill the above commitment to the best of my abilities, I agree to resign my position as a member of the Eagle Ridge Academy Board of Directors.

Board Member

Date