

Public Charter School Alliance
of South Carolina

Schools for South Carolina's Future



MODEL BOARD GOVERNANCE
POLICIES

As modified and adopted by



Meyer Center for Special Children
Board of Directors

Effective August 21, 2019

INTRODUCTION

The Board Governance Model Board Policy will provide guidance regarding the governance and oversight responsibilities of charter school boards and includes sample model board policies designed to comply with these legal requirements and best practices in board governance.

These are suggested policies to address the requirements from state and federal law and State Board of Education Rules applicable to charter schools and non-profit organizations in South Carolina. Prior to adoption of model policies by the board of a charter school, each policy should be customized by adding the school's name where indicated and by tailoring the language, where appropriate, to fit the school's specific needs. PCSASC recommends that the board of a charter school consult with the school's legal counsel in connection with adopting and implementing the policies contained within this manual.

PCSASC plans to update the Board Governance Policies for Charter Schools on an annual basis to reflect changes in applicable laws and regulations.

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I. BOARD'S ROLES AND RESPONSIBILITIES

The board of a charter school is charged with the fiscal, legal and operational responsibilities of managing the charter school. While other PCSASC policies address these responsibilities in more detail, this policy will address some of the operational responsibilities of functioning as a board.

A. Bylaws

Bylaws serve as the board's governance document and provide the parameters for how the board operates in accordance with S.C. Code Ann. Section 59-40-50 (9). The following elements should be considered and addressed in a board's bylaws document:

- (1) Board of Directors
 - a) A minimum of seven directors;
 - b) All directors must be residents of the State of South Carolina;
 - c) Fifty percent of the directors as specified by the bylaws must be individuals who have a background in K-12 education or in business, and bylaws must provide manner of selection for those directors;
 - d) Qualifications and selection process including:
 - i. If the board of directors consists of an odd number of directors, the extra director must be an individual who has a background in K-12 education or in business;
 - ii. A person who has been convicted of a felony must not be elected to the board;
 - iii. At least fifty percent of the directors of the board as specified by the bylaws must be elected by the employees and the parents or guardians of students enrolled in the charter school;
 - iv. Parents or guardians shall have one vote for each student enrolled in the charter school;
 - e) Procedures for filling vacancies;
 - f) Procedures for director removal and resignation;

- g)** Term limits - directors may serve a term of two years, and may serve additional terms;
- h)** Be subject to the Freedom of Information Act;
- i)** Be subject to ethics requirements for public employees as contained in Chapter 13, Title 8;
- j)** Cannot be employed by school within one year of serving;
- k)** Prohibited from dual office holding in accordance with Article XVII, Section 1A of the South Carolina Constitution.

(2) Officers

- a)** Number and titles of officers;
- b)** Job description;
- c)** Term limits and procedures for filling vacancies.

(3) Meetings

- a)** Location and number of meetings to be held each year;
- b)** Policy on specially called board meetings;
- c)** Compliance with the open meeting requirements of the Freedom of Information Act;
- d)** Quorum and voting rules;
- e)** Unless otherwise stated in the Bylaws, the most current version of *Robert's Rules of Order* for meetings will apply if there are no contrary provisions in any federal, state, or other law applicable to the school, or in the school's policies or other special rules of order.

(4) Detail the board's committee structure including procedures for creating a committee

B. Board Orientation

Within one year of taking office, all persons elected or appointed as directors of a charter school board of trustees shall successfully complete an orientation in the powers, duties, and responsibilities of a director as required by S.C. Code Ann. Section 59-40-155.

Topics for the orientation training should include, but not be limited to:

- (1) policy development,
- (2) personnel,
- (3) instructional programs,
- (4) school finance,
- (5) school law,
- (6) ethics, and
- (7) community relations.

C. Appeal Hearings

Part of the board's responsibilities will be to conduct appeal hearings. Regarding student discipline, the school's Charter application should contain a description of the reasonable hearing procedure for student disciplinary actions as set forth in S.C. Code Ann. Section 59-40-60(F):

(14) charter application shall include a description of student rights and responsibilities, including behavior and discipline standards, and a reasonable hearing procedure, including notice and a hearing before the board of directors of the charter school before expulsion;

Therefore, each charter school board should consult its specific Charter to determine any identified requirements. Otherwise, minimal due process requirements generally require a hearing to provide the following:

- (1) notice of date, time, place, and grounds for hearing (specifics of Notice requirements may be set out in Charter);
- (2) the right to be represented by counsel;
- (3) the right to present evidence;
- (4) and other regular legal rights.

A student can be suspended from school and school related activities during the expulsion process.

Generally, a school board's decision regarding expulsion of a student can be appealed to the Circuit Court to be reviewed for substantial evidence in support of the school board's decision. A school board's decision regarding suspension of a student can

only be appealed to the Circuit Court for review of whether minimal due process was afforded the student.

With regard to appeals regarding employment actions, S.C. Code Ann. Section 59-40-60(F) also requires the Charter application to include a description of a reasonable grievance and termination procedure, *including notice and a hearing before the governing body of the charter school*. The application must state whether or not the provisions of Article 5, Chapter 25, Title 59 apply to the employment and dismissal of teachers at the charter school.

Again, each school Board should first reference the specific school's charter for its requirements. The same minimal due process safeguard list above should be incorporated into the hearing.

II. ETHICS ACT

Charter schools are subject to the ethics and government accountability requirements for public members and public employees as set forth in Title 8, Chapter 13 of the South Carolina Code of Laws.¹

A “conflict of interest” occurs when a director's private interest interferes in any way, ***or even appears to interfere***, with the interests of the charter school as a whole. Directors must be able to perform their duties and exercise their judgment on behalf of the charter school without impairment, or the appearance of impairment, to the interests of the school.

Directors should avoid the development of any relationship or participation in any transaction involving a conflict, or the appearance of conflict, between the interest of the individual and the interests of the school. If a director or any of his or her family members encounters a situation that involves an actual or potential conflict of interest with the school, the employee must promptly disclose in writing the facts and circumstances of such actual or potential conflict of interest to the board chair/president or legal counsel.

Commercial bribery is illegal and the payment or receipt of any business-related bribe is prohibited. A director should not, directly or indirectly, accept gifts of cash or anything else of value from anyone having or seeking business from the school, except when it is considered to be a customary business gift or amenity not related to any particular business transaction that are of nominal value. However, under no circumstances should a director accept cash. Participation in business-related functions, including the acceptance of meals on occasion, is a normal and permissible business practice. However, care must be exercised to ensure that they are reasonable and that their value and frequency are not excessive under all applicable circumstances.

¹ See S.C. Code Ann. 59-40-50(11).

In summary, nothing should be accepted which could impair, or appear to impair, a director's ability to perform his or her duties or to exercise his or her judgment in a fair and unbiased manner.

Directors must complete and submit a *Conflicts of Interest Questionnaire* annually. A sample *Conflict of Interests Questionnaire* is provided as Appendix I of the Financial Operations Policies.

III. FREEDOM OF INFORMATION ACT

A. Open Meetings

As public schools, charter schools are subject to the Freedom of Information Act.² When a quorum of the agency's members (broadly defined) meets in person or via conference call to discuss official business, policy, or takes official action, the public must have 24 hour prior notice of the meeting. The sponsoring school district must receive 48 hour prior notice of any regular meetings in accordance with S.C. Code Ann Section 59-40-50 (10). Furthermore, the meeting must be made open and accessible to the public. "Chance" social encounters of the board cannot circumvent this provision.³ While there are exceptions to this law, the presumption is that the governing board of a charter school will conduct its meeting in a manner accessible to the public.

(1) When can a meeting be closed?

The exceptions to this law should be narrowly interpreted and the most applicable exceptions which would allow the board of a charter school to close a meeting would be to discuss personnel matters, contracts, attorney-client discussions of actual or potential lawsuits or claims, and for the discussions regarding the acquisition of real estate. The charter school board can close the meeting for *discussion* of these matters only in accordance with S.C. Code Ann Section 30-4-70. Votes must be taken in public and the reason for closing the meeting must be noted in the minutes.

The process for when a meeting may be closed is contained in detail in S.C. Code Ann. 30-4-70(b), but a general overview is provided as follows:

- a) The board shall vote on whether to enter Executive Session.
- b) If the vote is positive, the presiding officer shall announce the specific purpose of the executive session; however,
 - i. If the executive session is to discuss personnel or discipline matters, the person's identity need not be disclosed.

² S.C. Code Ann. Section 30-4-60 et. seq.

³ S.C. Code Ann. 30-4-20(d).

- ii. The identity of individuals or firms otherwise shielded from release need not be disclosed.
- c) No action can be taken in executive session except to adjourn or return to public session.

(2) Notice to Public

Charter school boards should vote on a set meeting schedule at the beginning of the calendar year and publish notice of this schedule on their website so that interested directors of the public have knowledge of when the board regularly holds its meetings. The notice shall include the dates, times and places of the meetings.

Additionally, the board must post a notice of a regularly called meeting and an agenda at the meeting location twenty-four hours in advance of the meeting and on the website, if any. If the board is holding a called board meeting at a time or date other than its adopted meeting schedule, the board of a charter school is required to publish notice at least twenty-four hours in advance. The notice must give an interested party all pertinent information that they need in order to attend the meeting including agenda, date, time, and location.

Once an agenda is posted, no items may be added to the agenda without an additional twenty-four hour notice posted.

Once a meeting has started, a new item may be added with two third's vote of the directors present and voting; however, if the added item is a final action or there will not be an opportunity for public comment with prior notice, then the item may only be added by a two third's vote of the directors present and voting *and* upon a finding by the body that an emergency or exigent circumstance exists.

(3) Accessibility to Public

The meeting location must be made accessible to the public and if a meeting is conducted via conference call, the board must provide a means for the public to listen to the meeting.

(4) Record of Meeting

The minutes shall be public records and shall be available within a reasonable time after the meeting except where such disclosures would be inconsistent with Section 30-4-70 of this chapter.⁴

The minutes shall include, but not necessarily be limited to the following:

- a) the date, time and place of the meeting;

⁴ S.C. Code Ann. 30-4-90(b).

- b) the directors of the public body recorded as either present or absent;
- c) the substance of all matters proposed, discussed or decided and, at the request of any director, a record, by an individual director, of any votes taken; and
- d) any other information that any director of the public body requests be included or reflected in the minutes.⁵

B. General Definitions

As a public body, documents created by the board of a charter school are considered public records. “Public records” are broadly defined to include the following:

- (1) documents,
- (2) papers,
- (3) letters,
- (4) books,
- (5) tapes,
- (6) photographs,
- (7) emails,
- (8) computer-based or generated information, and
- (9) similar material prepared and maintained or received in the course of the operation of a public office or agency.

Public records also include records received or maintained by a private person, firm, corporation, or other private entity in the performance of a service or function for or on behalf of a public office or agency, unless the records are otherwise protected by specific statute or court order from disclosure. Records prepared or maintained by a private entity in cooperation with public officials, or contemplating the use of public resources and funds are considered public records and are subject to the Freedom of Information Act.

C. Exceptions

Exceptions to the Freedom of Information Act must be narrowly interpreted and include the following:

⁵ S.C. Code Ann. Section 30-4-40(a).

- a) records that are specifically required by federal statute or regulation to be kept confidential;
- b) records related to an investigation or prosecution of criminal activity;
- c) confidential employee records (includes annual teacher and superintendent evaluations);
- d) Attorney/Client Privileged information;
- e) personally Identifiable information in educational records (aggregate data okay under FERPA (see below) as long as the student's identity is not "easily traceable"); and
- f) test questions, scoring keys and other materials when disclosing such documents would compromise the validity of the test.

In general, school personnel records of teachers and employees must be produced (including varying salary information for different salary categories), but certain information may be redacted from a record such as; social security number, date of birth, insurance or medical information, home address and telephone number, or personal financial information.

(1) Responding to an Open Records Request

Members of the public may submit an open records request for documents maintained by the Board of a charter school. Generally, the school must respond to this request within ten days (excepting Saturdays, Sundays, and legal public holidays) of receipt of the request. If the request is granted, the documents should be made available within thirty calendar days of the date of determination of approval. If a deposit is required, then the documents should be available within thirty calendar days of payment of the deposit. If no determination of the request is given within the ten day period, the request is deemed granted except as to exempt records or information. The board of a charter school is only required to produce those records that it currently maintains which are responsive to an open records request; the board is not required to produce a document which does not currently exist in order to respond to an open records request.

The public body may establish and collect reasonable fees not to exceed the actual cost of the search, retrieval, and redaction of records as follows: hourly charges may not exceed the salary of the lowest paid, full-time employee who has the necessary skill and training to perform the request. Copying fees cannot exceed prevailing commercial rates; copying fees cannot be charged for documents produced electronically. The board cannot charge for an attorney's time in determining whether or not records should be disclosed.

The public body must post the fee schedule online.

Certain basic records must be made available to the public during business hours without a written request and with no waiting period to view these records. While providing access to these records on a publicly available website complies with this requirement, a public body is still required to produce the documents upon request. These records are:

- a) minutes of meetings for the last six months;
- b) documents distributed to or reviewed by directors of a public body during a public meeting for the last six months;
- c) records containing basic details of a crime and documents showing who is being held in jail for the last three months.

IV. FAMILY EDUCATIONAL RIGHTS AND PRIVACY ACT (FERPA)

FERPA is a federal law that gives parents and students certain rights with respect to students' educational records. These rights include the right to access, inspect, and request correction of these records. Every school has the duty to ensure that these rights are protected.⁶

As a general rule under FERPA, a student's academic information (test scores, grades, etc.) may be disclosed without the student's/parent's consent ONLY if there is a legitimate educational reason to do so (e.g., information to pass on to the school where the student is transferring to or discussion of a student's ability to stay in an academic program).⁷

⁶ For more information see <http://www2.ed.gov/policy/gen/guid/fpco/ferpa/index.html>.

⁷ See 20 U.S. Code Ann. § 1232g.

MEYER CENTER FOR SPECIAL CHILDREN
ADOPTED POLICIES

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2.

APPENDIX A
Board Roles and Responsibilities

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy will establish the roles and responsibilities of the Board.

1. Director Status

- 1.1. The legal status of every individual serving on the Board shall be that of “Director.” The legal status does not authorize an individual of the Board to act or legally bind the Board without a public resolution of a majority of the whole Board or unless specifically allowed through the school’s by-law provisions. Power vested in the Board is vested as a body.
- 1.2. Directors acting in their official capacity are immune from civil or criminal liability with respect to all activities and shall not be held personally liable for torts inflicted by school employees, pupils, or the general public. Tort immunity does not include acts of willful racial discrimination.

2. Powers of the Board

- 2.1. The Board’s powers are established and limited by: The South Carolina Charter School Act of 1996, The Constitution of the State of South Carolina, South Carolina State Law, State Board Rules and Policies, and any other decisions promulgated by state and federal courts.

3. Responsibilities of the Board

- 3.1. The Board shall be the governing body charged with the responsibility for the operation of the public charter school. Specific job outputs of the Board, as an informed agent of the ownership, are those that ensure appropriate organizational performance. The most notable responsibilities shall be as follows:
 1. create and support a clear mission, vision, and performance objectives;
 2. review and maintain bylaws;
 3. create the link between the organization and ownership with a view toward creating more moral owners;
 4. create written governing policies which address the broadest levels of all organizational decisions and situations:

- a) ENDS POLICIES: Organizational products, impacts, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
 - b) EXECUTIVE 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 Board conceives, carries out and monitors its own task.
 - d) BOARD/EXECUTIVE DIRECTOR LINKAGE: How power is delegated and its proper use monitored; the Executive Director role, authority, and accountability.
5. assurance of successful organizational performance;
 6. establish, interpret, and enforce policies consistent with the mission;
 7. ensure fiscal health of the school including capital assets, operating budgets, fundraising, and endowments;
 8. adopt the annual financial budget;
 9. approve monthly general fund and other reports and approve expenditures as required by Board policy;
 10. hire, support, manage, and assess the Executive Director;
 11. require reports of the Executive Director concerning the school's progress;
 12. evaluate itself annually and develop itself through orientation, ongoing education, and leadership succession planning;
 13. attend state mandated Board training within twelve months of being elected or appointed to the Board;
 14. establish strategic plans;
 15. comply with South Carolina's Freedom of Information Act by conducting open and public meetings where required, complying with notice provisions, and maintaining full and accurate records of meetings, committees, and policies;
 16. ensure all Directors are actively involved in the work of the Board and committees;

17. assure compliance with federal and state laws, regulations and rules;
18. assist in development of plans and specifications and provide financing school facilities;
19. act as a final appeals Board for personnel, parent, and student grievances;
20. hear communications, either written or oral, from stakeholders related to matters of policy; and
21. act as charter school advocates and liaisons between the community and school.

4. Establishment of Bylaws

- 4.1. The Board shall adopt bylaws which set forth the framework for how the school is governed and managed by the Board and the Executive Director respectively, and a statement of policies which reference the collection of policies officially adopted by the Board.
- 4.2. Any provision in the bylaws or adopted policies that is in conflict with the laws of the State of South Carolina shall be null and void.
- 4.3. Once the charter application is approved, any modifications to the bylaws require Authorizer approval.

5. Board Accountability

- 5.1. The Board is accountable for upholding all federal, state, and local laws, rules, and regulations as promulgated by the United States Congress, South Carolina State Legislature, federal, state, or local courts, agencies, or municipalities.
- 5.2. The Board is accountable for meeting the terms of the charter and attaining established goals and objectives set forth in the charter document. Furthermore, the Board is committed to meeting the legislative intent of raising student achievement and shall ensure the school operates in a fiscally responsible manner evidenced by an unqualified audit annually.

3.

APPENDIX A-1

Board and Executive Director Linkage, Ends Policies, and Executive Limitations

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

1. Board and Executive Director Linkage

- 1.1. The Board's sole connection to the operational organization, its achievements and conduct will be through the Executive Director.
- 1.2. Only officially passed motions of the Board are binding on the Executive Director.

Accordingly:

1. Decisions or instructions of individual Directors, officers, or committees are not binding on the Executive Director except in rare instances when the Board has specifically authorized such exercise of authority.
 2. In the case of Directors or committees requesting information or assistance without Board authorization, the Executive Director can refuse such requests that require, in the Executive Director's opinion, a material amount of staff time or funds or is disruptive.
- 1.3. All authority and accountability of staff is considered the authority and accountability of the Executive Director.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Executive Director.
 2. The Board will refrain from evaluating, either formally or informally, any staff other than the Executive Director.
- 1.4. Systematic and rigorous monitoring of Executive Director job performance will be reviewed against the expected Executive Director job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly:

- (1) Monitoring is simply to determine the degree to which Board policies are being met.
- (2) The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Executive Director

discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and/or (c) by direct Board inspection, in which a Director or Directors assess compliance with the appropriate policy criteria.

- (3) In every case, the standard for compliance shall be any reasonable Executive Director interpretation of the Board policy being monitored. The Board is final arbiter of reasonableness, but will always judge with a “reasonable person” test rather than with interpretation favored by any Director or even by the Board as a whole.
- (4) All policies that instruct the Executive Director will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

	Policy	Method	Frequency	Schedule
2	Ends	Internal	Monthly	July-May
3.2	Treatment of Students and Families	Internal	Annually	March
3.3	Treatment of Staff	Internal	Annually	March
3.4	Financial Planning/Budgeting	Internal	Annually	June
	Financial Audit	External	Annually	September
	Financial Reports	Internal	Monthly	July-June
3.5	Financial Condition & Activities	Internal	Annually	June
3.6	Asset Protection	Internal	Annually	March
3.7	Emergency Executive Director Succession	Internal	Annually	June
3.8	Compensation and Benefits	Internal	Annually	December
3.9	Communication and Support of the Board	Direct	Annually	March
3.10	Programs/Services	Internal	Annually	June
3.11	Donors/Donations/Fund-raising	Internal	Annually	January

2. Ends Policies

The Meyer Center for Special Children is a nonprofit specializing in early education and intensive therapy services to empower children with disabilities to reach their maximum potential.

Accordingly:

1. Children are happy and successful.
2. Children view themselves with respect by recognizing their own abilities.
3. Family life is enriched.

3. Executive Limitations

3.1. Global Executive Constraint

The Executive Director shall not cause nor allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

3.2. Treatment of Students and Families

With respect to interactions with students and families or those applying, the Executive Director shall not cause or allow conditions, procedures, or decisions which are unsafe, undignified, or unnecessarily intrusive. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Elicit information for which there is no clear necessity.
2. Use methods of collecting, reviewing, transmitting, or storing student and family information that fails to protect against improper access to the material elicited.
3. Fail to operate facilities with appropriate accessibility and privacy.
4. Fail to establish with students and families a clear understanding of what may be expected from the services offered.
5. Fail to provide services on a nondiscriminatory basis with respect to race, color, religion, sex, age, national origin, marital status, sexual orientation, familial status, disability, and limited English proficiency.
6. Fail to provide a grievance process and inform parents/guardians accordingly.
7. Fail to adequately provide for the safety of the children.
8. Fail to operate without appropriate child abuse policies.

3.3. Treatment of Staff

With respect to the treatment of paid staff and volunteers, the Executive Director may not cause or allow conditions which are unfair, undignified, or unclear. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Operate without written personnel rules which:
 - a) clarify rules for staff,
 - b) provide for effective handling of grievances,
 - c) protect against wrongful conditions, and
 - d) operate without appropriate child abuse and sexual harassment policies that are communicated to the staff.
2. Discriminate against any staff member with respect to race, color, religion, sex, age, national origin, marital status, sexual orientation, familial status, disability, or limited English proficiency.
3. Discriminate against any staff member for non-disruptive expression of dissent.
4. Prevent staff from grieving to the Board when:
 - a) internal grievance procedures have been exhausted, and
 - b) the employee alleges that Board policy has been violated to his or her detriment or to a student's detriment.
5. Fail to acquaint staff with their protections under this policy.
6. Hire employees that do not meet the appropriate qualifications.
7. Fail to monitor the work of each staff member and provide timely written performance reviews consistent with stated job expectations and fundamentally designed to foster professional development.
8. Fail to promote staff development.

3.4. Financial Planning/Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's Ends Policies, risk fiscal jeopardy, or fail to be derived from the strategic plan adopted by the Board. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
2. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
3. Reduce the current assets at any time to less than twice current liabilities (or allow cash and cash equivalents to drop below a safety reserve of less than two months of operating expenses at any time.)
4. Fail to provide funds for Board maintenance and development.
5. Fail to ensure appropriate funding for ongoing staff/teacher development and retention.
6. Fail to submit the budget to the Board for approval and document any of the above items that are not approved.

3.5. Financial Condition & Activities

With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Expend more funds than have been received in the fiscal year to date unless the debt guideline (below) is met.
2. Indebt the organization in an amount greater than can be repaid by certain otherwise unencumbered revenues within one-hundred-twenty days.
3. Use any long-term reserves (i.e., twelve-month or greater bonds or other twelve-month or greater fixed income security or investment).
4. Conduct interfund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain, otherwise unencumbered revenues within thirty days.
5. Fail to settle payroll and debts in a timely manner.
6. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
7. Make a single unbudgeted purchase or commitment of greater than \$5000. (Splitting orders to avoid this limit is not acceptable.)

8. Acquire, encumber or dispose of real property.
9. Fail to aggressively pursue receivables after a reasonable grace period.
10. Fail to provide a mechanism for short-term cash flow funding through a public lending institution, and/or subject to Board approval, another non-profit agency.
11. Fail to inform the Board if not able to achieve or maintain the stated financial conditions.

3.6. Asset Protection

The Executive Director shall not allow corporate assets to be unprotected, inadequately maintained or unnecessarily risked. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to insure against theft, property, and casualty losses to at least one-hundred percent of replacement value and against liability losses to Directors, staff, and the organization itself in an amount greater than the average for comparable organizations.
2. Allow unbonded personnel access to material amounts of funds.
3. Subject facility and equipment to improper wear and tear or insufficient maintenance.
4. Unnecessarily expose the organization, its Board or staff to claims of liability.
5. Make any purchase wherein normally prudent protection has not been given against conflict of interest.
6. Fail to protect intellectual property, information, and files from loss or significant damage.
7. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards.
8. Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest-bearing accounts except where necessary to facilitate ease in operational transactions.
9. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.

10. Fail to establish appropriate school crisis and security procedures that will reasonably safeguard the health and safety of all students, staff, and visitors.

3.7. Emergency Executive Director Succession

In order to protect the Board from sudden loss of Executive Director services, the Executive Director may have no fewer than two others familiar with Board and Executive Director issues and processes.

3.8. Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Executive Director shall not cause or allow jeopardy to fiscal integrity or to public image.

Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Change his or her own compensation and benefits, except as his or her benefits are consistent with a package for all other employees.
2. Discriminate with respect to race, color, religion, sex, age, national origin, marital status, sexual orientation, familial status, disability or limited English proficiency.
3. Promise or imply permanent or guaranteed employment.
4. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed, within the limits of the Meyer Center's financial constraints.
5. Create compensation obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
6. Establish or change pension benefits so as to cause unpredictable or inequitable situations, including those that:
 - a) Incur unfunded liabilities.
 - b) Provide less than the minimum benefits as defined by the most current Federal Statutes and case law to all full-time employees, though differential benefits to encourage longevity are not prohibited.
 - c) Allow any employee to lose benefits already accrued from any foregoing plan.

- d) Treat the Executive Director differently from other key employees.

3.9. Communications and Support to the Board

The Executive Director shall not permit the Board to be uninformed or unsupported in its work. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Neglect to submit monitoring data required by the Board (see policy on monitoring Executive Director performance above in Section 1.4) in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored.
2. Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
3. Let the Board be unaware of relevant trends, anticipated adverse media coverage, threatened or pending lawsuits, material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established.
4. Fail to advise the Board if, in the Executive Director's opinion, the Board is not in compliance with its own policies on Governance Process and Board/Executive Director Linkage, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Executive Director.
5. Fail to gather for the Board as many staff and external points of view, issues and options as the Board determines it needs for fully informed Board choices.
6. Present information in unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and incidental.
7. Fail to provide a mechanism for official Board, officer or committee communications.
8. Fail to deal with the Board as a whole except when fulfilling individual requests for information or responding to officers or committees duly charged by the Board.
9. Fail to provide at each Board meeting a report of key operational points of interest.

3.10. Programs/Services

With respect to the programs and services provided, the Executive Director shall not fail to ensure that these programs and services meet or exceed industry standards and are consistent with the values of the Meyer Center for Special Children. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Eliminate or add any major category of program offerings.
2. Fail to maintain accredited status with the National Association of Education for Young Children (NAEYC).
3. Fail to maintain appropriate licensure with governmental agencies.
4. Fail to maintain charter school agreements.
5. Fail to maintain alignment with United Way.
6. Fail to collect data and provide evidence that student performance meets or exceeds learning objectives within acceptable ranges.
7. Fail to provide an Ends-directed strategic plan updated every three years.

3.11. Donors/Donations/Fund-Raising

The Executive Director shall not fail to gather funding as necessary for the operation of the Meyer Center for Special Children. Further, without limiting the scope of the foregoing by this enumeration, he or she shall not:

1. Fail to gain revenue from a diverse base of private donors and corporations.
2. Fail to develop committed corporate partners/sponsors.
3. Launch appropriate capital or endowment campaigns.
4. Accept funding from any source that is overly restrictive to the operation of the Meyer Center.
5. Accept funding that may cause the school to deviate from its mission.
6. Fail to ensure that all fund-raising activities are well-coordinated.
7. Fail to gain Board participation and agreement before announcing a major funding initiative.
8. Fail to establish and enforce clearly understood standards of measurement by which fund-raising personnel may gauge their level of success.

4.

APPENDIX A-2 Governance Process

5. The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

1. Governing Style & Values

The Board shall govern lawfully with an emphasis on (a) outward vision rather than an internal preoccupation; (b) encouragement of diversity in viewpoints; (c) strategic leadership more than administrative detail; (d) clear distinction of Board and Executive Director roles; (e) collective rather than individual decisions; (f) future rather than past or present; and (g) proactivity rather than reactivity.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual Directors to substitute for the judgment of the Board, although the expertise of individual Directors may be used to enhance the understanding of the Board as a body.
2. The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
3. The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its governance process policies at any time, it will observe them scrupulously while in force.
4. The Board will govern the organization entirely on a nondiscriminatory basis with respect to race, color, religion, sex, age, national origin, marital status, sexual orientation, familial status, disability, and limited English proficiency.
5. Continual Board development will include orientation of new Directors in the Board's governance process and periodic Board discussion of process improvement.
6. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling its commitments.

7. The Board will monitor and discuss the Board's process on a periodic basis and its overall performance annually. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board/Executive Director Linkage categories. Items to evaluate may include: distributed materials helped prepare for meeting, agenda was appropriate, usefulness of reports, participation opportunities, educational content relevancy, meeting punctuality, and overall effectiveness.
8. Each Director will support the final determination of the Board concerning any particular matter, irrespective of the Director's personal position.
9. All Board action requires approval by simple majority of a quorum (quorum being half voting Directors plus one) of voting Directors.

2. Individual Director Responsibilities

The Board commits itself to the individual and collective participation of its Directors to ensure leadership success. Therefore, each Director is expected to participate in the following ways:

1. Serve on committees or task forces and offer to take on special assignments.
2. Directors as Individuals - the Executive Director is accountable only to the Board as an organization, and not to individual Directors. Accordingly, the relationship between the Executive Director and Directors, including the Board President, is collegial, not hierarchical.
3. Volunteerism - As the functioning and success of the organization depend largely on the involvement and dedication of volunteers, all Directors are expected to volunteer beyond normal meeting times according to their ability. In view of the Executive Director's responsibility for operational activities and results, Directors of the Board acting as operational volunteers are subject to the direct supervision of the Executive Director or responsible staff person.
4. Contributions - Each Director is expected to raise donations and/or directly contribute generously within his or her individual means to make an annual financial contribution to the Meyer Center. The demonstration of support, rather than the amount of the contribution, is of primary importance; Directors are expected to contribute only within their individual means.
5. Continuing Education- Each Director is expected to make appropriate efforts toward continuing education in governance.

6. Participate in the strategic planning process.

3. The President's Role

The President assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. Accordingly:

1. The assigned result of the President's job is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a) Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, or to monitor.
 - b) Information which is for neither monitoring performance nor Board decisions will be avoided or minimized and always noted as such.
 - c) Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by Board policies on Governance Process and Board/ Executive Director Linkage, with the exception of (a) employment or termination of the Executive Director and (b) where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
 - a) The President is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b) The President has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Executive Director.
 - c) The President may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - d) The President may delegate this authority but remains accountable for its use.
 - e) The President will ensure that retiring Directors of the Board are recognized for service with a certificate or other token of appreciation and interviewed to discuss the relevant following topics:

- (1) Suggestions to enhance the Board and/or its proceedings.
 - (2) Programs the Director would recommend the Board consider.
 - (3) Impression that the Board has a good grasp of what the Meyer Center needs.
 - (4) If there was one thing that could be done to enhance the function of the Meyer Center, what would that be?
 - (5) Willingness to serve on the Board in the future.
 - (6) Interest in Emeritus Board or Ambassador Council positions, if offered.
- f) If they have contacts of anyone who may be interested in involvement with the Meyer Center.

6.

APPENDIX A-3

Board Structure, Committees, Emeritus Board, & Ambassadors Council

7. The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

1. Board Size, Nomination, Election & Term Limits

The Board aims to maintain a size of seven to fifteen elected Directors. The Nominating Committee will properly screen and nominate, for Board consideration, the Board President, and individuals to fill vacancies on the Board. Accordingly:

1. The Board will select its Directors, officers, and committees entirely on a nondiscriminatory basis with respect to race, color, religion, sex, age, national origin, marital status, sexual orientation, familial status, disability, and limited English proficiency.
2. The current Board will elect a Nominating Committee. The Nominating Committee will elect its own chair and solicit suggestions for nominations.
3. The Nominating Committee will qualify potential Board officer nominees.
4. The Board shall:
 - a) Approve or disapprove the Nominating Committee's recommendation for new President and other Board officer positions; and
 - b) Approve or disapprove the Nominating Committee's recommendations for new Directors.
 - (1) If more nominees are approved than slots are available, the Board will rank nominees in the order in which they should be approached until available slots are filled. Nominees will be approached only after Board approval and then shall be given the invitation to serve along with conditions of service.
 - (2) Individuals may not be nominated or serve if they or their spouse are employees of the Meyer Center or are contract employees.
5. Directors shall serve no more than six consecutive years (or three consecutive terms of two years each).
6. Directors who serve three consecutive two-year terms may be nominated for directorship again after spending minimum of one year off the Board.

7. Re-nomination/nomination of Directors may be based upon such factors, as the Nominating Committee deems appropriate. Accordingly, no Director should expect to be re-nominated at the end of his or her term.

2. Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to Executive Director. Accordingly:

1. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.
3. Board committees cannot exercise authority over staff. Because the Executive Director works for the full Board, he or she will not be expected to obtain approval of a Board committee before an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same subject.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Directors. It does not apply to committees formed under the authority of the Executive Director.

3. Board Committee Structure

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Directors sit on the committee. Unless otherwise stated, a committee ceases to exist as soon as its task is complete.

The following list is for illustrative purposes only; it is not a recommended list.

1. Governance Committee

- a) Product: orientation of new Directors and continuing education of current Directors. Evaluate the Board process for adherence to policy governance.
- b) Authority: incur costs not to exceed what was pre-approved by the Board for governance-related initiatives.

2. Finance Committee

- a) Product: specification of scope of audit prior to outside audit by no later than July 1 each year.
- b) Authority: to seek pre-approval from the Board for any expenses related to the annual audit and other accounting or finance related projects.

3. Human Resources Committee

- a) Product: ensuring oversight responsibilities for the following Human Resource Areas:
 - (1) Personnel policies and employee manual - reviews and recommend policy changes to Executive Director and Board.
 - (2) Salary scales – review and recommend Board approval of salary scales proposed by Executive Director.
 - (3) Salary scale compliance – confirm salary compliance for staff.
 - (4) Benefits - review and recommend Board approval of benefits including health insurance, long-term disability insurance, and 401(k) or similar plans.
 - (5) Grievances/concerns not addressed in the employee policies manual.
- b) Authority: incur costs not to exceed what was pre-approved by the Board for personnel-related matters.

4. Nominating Committee

- a) Product: properly screened potential Directors by no later than May 15 each year.
- b) Authority: incur costs not to exceed what was pre-approved by the Board for nominating or outreach-related initiatives.

- c) Appoint and coordinate the Ambassadors Council whose members serve as community advocates, volunteers to assist with staff-driven functions, committee participants, financial supporters, etc.
- d) Appoint and coordinate the Emeritus Board Members to engage in fund-raising activities, serve as advocates, etc.

4. Emeritus Board Members, Roles and Responsibilities

The Board commits itself to the collective participation of former community members and Directors through the formation of an Emeritus Board. Accordingly:

1. Purpose: The Emeritus Board is a continuation of a former Director's or community member's active participation and engagement when serving the Meyer Center for an extended period of time; consistent philanthropic support; and demonstrated interest in the institution.
2. Emeritus Members: The Emeritus Board shall have not more than ten Members, who shall be elected to the term hereinafter set forth.
3. Term of Service: An Emeritus Member shall serve three-year renewable terms while they remain active in the Meyer Center and may end their term at any time by notifying the Board.
4. Removal: Emeritus Members shall serve at the discretion of the Board and may be removed after ten days' notice in writing, by vote of two-thirds of the Directors present at a Board meeting.
5. Nomination Criteria: Criteria for selection shall include candidates that have preferably served as a Director for a period that extended for more than one complete term, serve the Meyer Center with distinction and considered deserving of same for outstanding service, held an important leadership role, and made or continues to make significant contributions to the Meyer Center.
6. Nominations: Annually, with the recommendation of the Nominating Committee, the Executive Committee of the Board will consider potential candidates and may nominate one or more individuals for an Emeritus Member position. The Executive Committee will present the nomination(s) along with supporting statements to the Board for its consideration.
7. Election: Emeritus Members shall be elected by a simple majority vote of Directors present at a Board meeting at which a quorum is present.
8. Roles and responsibilities:

- a) Engage in major volunteer or advocacy activities in his or her service to the Meyer Center.
- b) Participate annually in one or more Meyer Center activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.)
- c) Participate in the Board's joint Board/Emeritus meetings.
- d) Periodically attend Board meetings and be appropriately deferential to Directors and Board leadership.
- e) Engage in occasional Board gatherings and special meetings with institution leadership; as participants on ad hoc committees that might benefit from their expertise; and as special guests at institution functions.
- f) Engage in fund-raising activities of the institution and the Board and willingly serve as advocates on behalf of the institution and its priorities.
- g) Participate in meetings of the committees in which they serve.
- h) Allow the organization to publicize their name and participation on the Emeritus Board, in communications.
- i) An Emeritus Member shall not be subject to any attendance policy, counted in determining if a quorum is present at a Board meeting, entitled to hold office, or entitled to vote at a Board meeting. When they do attend Board meetings, Emeritus Members should be appropriately deferential to current Directors and Board leadership.

5. Ambassadors Council, Roles and Responsibilities

The Board commits itself to the development and participation of community members through the formation of an Ambassadors Council. Accordingly:

1. Purpose: The Ambassadors Council supports the Meyer Center through their demonstrated interest in the institution by providing engaged support for the work in the community.
2. Ambassadors Council: The Council aims to maintain at least seven and not more than fifteen Ambassadors, who shall be elected to the term hereinafter set forth.

3. Term of Service: An Ambassador may serve three-year renewable terms while they remain active in the Meyer Center and may end their term at any time by notifying the Board.
4. Removal: Ambassadors shall serve at the discretion of the Board and may be removed after ten days' notice in writing, by vote of two-thirds of the Directors present at a Board meeting.
5. Nomination Criteria: Criteria for selection shall include candidates that demonstrated an interest in serving the Meyer Center with distinction, is interested in providing an important leadership role, and wants to make significant contributions to the Meyer Center.
6. Nominations: The Ambassadors Council or a Director may bring a potential candidate forward to the Board. The Nominating Committee will present the nomination(s) along with supporting statements to the Board for its consideration.
7. Election: Ambassadors shall be elected by a simple majority vote of Directors present at a Board meeting at which a quorum is present.
8. Roles and responsibilities:
 - a) Nominate and select on a bi-annual process an Ambassadors Council chair that has the primary responsibility to coordinate the activities of the Ambassadors Council with the Executive Director and the Board.
 - b) Keep informed about plans, activities, and needs of the organization.
 - c) Participate annually in one or more Meyer Center activities (e.g., special events, volunteerism, fund-raising, government relations, networking, etc.)
 - d) Participate at the Board's joint Board/Ambassadors Council meetings.
 - e) Act annually in some significant way to support the organization's mission (i.e. funding or fund raising, expert advice, door opening).
 - f) Engage in occasional Board gatherings and special meetings with institution leadership; as participants on ad hoc committees that might benefit from their expertise; and as special guests at institution functions.
 - g) Engage in fund-raising activities of the institution and willingly serve as advocates on behalf of the institution and its priorities.

- h) Participate in meetings of the committees in which they serve.
- i) Allow the organization to publicize their name and participation on the Ambassadors Council, in communications.
- j) An Ambassador shall not be subject to any attendance policy, counted in determining if a quorum is present at a Board meeting, entitled to hold office, or entitled to vote at a Board meeting. When they do attend Board meetings, Ambassadors should be appropriately deferential to current Directors and Board leadership.

8.

APPENDIX B
Board Orientation

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy will establish expectations for orienting new Directors to roles and responsibilities, legal duties, as well as best practices in Board service.

1. Board Orientation

1.1. Within twelve months, new Directors to the Board shall participate in a formal training session provided by an agency qualified to provide training specific to charter schools and non-profit governance. At a minimum, this training shall include:

1. Fiduciary Responsibilities of Boards
2. Roles and Responsibilities
3. Board Accountability
4. Ethics
5. Conflict of Interest
6. Open Meetings and Open Records
7. Policy Development
8. Personnel
9. Community Relations
10. Best Practices in Charter School Governance including instructional programs and school law

1.2. Periodically or as required by law, the entire Board shall participate in a review of the topics covered in the orientation and specific topics relevant to efficient and effective Board governance.

2. Board Orientation Manual

2.1. Each new Director shall receive a Board orientation manual consisting, at a minimum, of the information listed below.

1. Board Bylaws

2. Board Policies
3. Code of Ethics for Directors
4. Conflict-of-Interest Policy
5. Organization Chart
6. Rules and Responsibilities of the Board
7. Job Description of Officers and Directors
8. Committees
9. Directors, Biographies, and Contact Information
10. Strategic Plan
11. Charter Document including Performance Goals and Objectives
12. Board Calendar
13. Financials
14. Fundraising Plan

Board manuals shall be periodically updated.

9.

APPENDIX C

Director Development Opportunities

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy supports the Board's commitment to continuous growth and development of its Directors to effectuate effective governance practices leading to high student achievement outcomes and strong stewardship of public funds.

1. Scope of Activities

1.1. The Board regards the following as the kinds of activities and services appropriate for implementing this policy:

1. Participation in conferences, workshops, and conventions held by state and national associations supporting charter schools, non-profits, or other related organizations
2. Authorizer-sponsored training sessions provided for or required for Directors
3. Subscriptions to publications related to topics relevant to governance, charter schools, school reform, or other related topics.
4. Speakers addressing topics of interest expressed by the Board.

2. Appropriation of Funds

2.1. The Board shall appropriate adequate funds in the school's annual approved budget to support and promote professional development opportunities for each of its Directors and to satisfy the provisions of this policy.

10.

APPENDIX D

Director Compensation and Expenses

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy ensures that the school complies with non-profit regulations pertaining to compensation and expenses for Directors.

1. Compensation

1.1. Directors of the school's Board shall receive no remuneration for service on the Board.

2. Expenses

2.1. Directors of the school's Board may be reimbursed for reasonable and customary actual expenses incurred during service to the Board.

2.2. Reasonable and customary expenses may include but not be limited to travel costs, fees for approved professional development opportunities as defined in the school's policy, and other related expenses.

2.3. Costs for travel shall be reimbursed according to guidelines set forth by the Internal Revenue Service or other state agency promulgating these guidelines.

2.4. Forward funding or reimbursement of expenses shall comply with the school's financial policies and procedures.

2.5. All Director expenses should have prior approval.

11.

APPENDIX E

Board Conduct and Code of Ethics

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations of ethical conduct by Directors serving on the Board. The Board collectively and its Directors individually shall at all times operate in the most ethical and conscientious manner possible.

1. Board Authority Over Individual Authority

- 1.1. Authority of the Board rests only with the Board as a whole and not with any individual Director unless expressly provided for in the bylaws and/or through Board resolution. As such, each Director shall act accordingly.
- 1.2. The Board vests authority for management of the school in the Executive Director and in good faith, shall not undermine the authority of the Executive Director or intrude into responsibilities that appropriately belong in the scope of management, including, but not limited to such functions as hiring, transferring, or dismissing employees.
- 1.3. The Board shall make reasonable efforts to keep the Executive Director informed of concerns or specific recommendations that any Director may bring forth to the Board as a whole or a committee of the Board.
- 1.4. The Board shall honor the established protocol and respective policy related to student, parent, or staff grievances.

2. Duties and Responsibilities

- 2.1. Directors agree to communicate on Board related correspondence in a timely manner defined as no more than twenty-four hours.
- 2.2. Directors shall reflect through action that his or her first utmost concern is for the welfare of the students served by the school.
- 2.3. Each Director shall work diligently to uphold the mission of the school, to be an ambassador in the community for the school, and support the appropriate and efficient use of resources, including financial and human capital.
- 2.4. Each Director shall uphold and enforce laws, rules, regulations, and other mandates pertaining to public charter schools.

3. Accountability to Stakeholders and Community Relations

- 3.1. Directors shall at all times maintain transparency in matters protected by law and shall endeavor to provide information in a timely, concise, and relevant manner to all stakeholders.
- 3.2. Each Director shall be a positive ambassador for the school in the community and shall seek partnerships that enhance the school's programs, services, and resources.
- 3.3. Directors shall regularly and systematically communicate information to stakeholders including, but not limited to academic achievement and fiscal health of the school.
- 3.4. Directors shall, in a timely manner, communicate to the Board or the Executive Director expressions of public reaction to Board policies and school programs.
4. Policy Development
 - 4.1. Directors shall regularly review and revise policies to improve the programs, services, safety, and practices of the school.
 - 4.2. Each Director shall make policy related decisions only after full discussion at publicly held Board meetings following an established policy or procedure formally adopted by the Board.
5. Board Meetings
 - 5.1. To ensure proper execution of duties and active engagement in the work of the Board, Directors shall attend no less than seventy-five percent of all Board meetings.
 - 5.2. To ensure proper execution of duties and active engagement in the work of the Board, Directors shall attend all meetings fully prepared to actively discuss and deliberate on matters requiring Board attention or resolution. This extends to fully reviewing all documentation provided in advance of Board meetings including meeting agendas, minutes, and attached documentations supporting Board discussion or action.
 - 5.3. Directors shall work in a spirit of harmony and cooperation in spite of differences of opinion or philosophy that may arise during discussion and resolution of issues.
 - 5.4. Each Director shall comply with the provisions of the Freedom of Information Act related to participating in executive/closed sessions.
 - 5.5. Directors shall maintain confidentiality of all discussions and other matters pertaining to Board business during executive sessions of the Board or related to matters or information protected by law.

- 5.6. Each Director shall in good faith make decisions related to the greater good as opposed to any particular segment or group.
- 5.7. Each Director shall engage fully in discussion prior to casting a Board vote and shall vote only on matters where the Director has full understanding and adequate and appropriate information to make an informed decision.
- 5.8. After casting a vote on any issue, each Director agrees to abide by and support all majority decisions of the Board.
6. Personnel
 - 6.1. Directors shall only consider employment of personnel after receiving and fully considering the recommendation of the Executive Director.
 - 6.2. Consideration for employment of the Executive Director shall be made based on the needs and interests of the school. Decisions shall be made based on qualifications, experience, philosophy, verifiable performance, and fiscal feasibility related to compensation. All hiring decisions shall be made in accordance with the Equal Opportunity Employment Act and shall not be made based upon race, gender or national origin or other factors prohibited by law.
 - 6.3. Directors shall ensure regular and impartial evaluations of all staff and the appropriate supervisor or supervising body shall provide timely, written feedback related to formal evaluations.
7. Financial Governance
 - 7.1. Directors shall refrain from and guard against use of any Director for personal or partisan gain or to benefit any person or entity over the interest of the school. Such gain refers to more than nominal or incidental amounts which would tend to impair or hinder independent judgment or action in the performance of official duties.
 - 7.2. Each Director shall require and regularly review financial information and shall ensure proper stewardship of public funds related to appropriate, efficient, and responsible use. In addition, each Director shall carefully protect and monitor the fiscal health of the school and support actions which ensure sustainability of the school.
8. Director Conduct
 - 8.1. Each Director shall conduct him or herself publicly in a manner befitting a public official and shall remember that personal actions and behavior reflect upon the school.
 - 8.2. Directors shall communicate with fellow Directors, staff, parents, and community members in a respectful, professional manner at all times.

- 8.3. Each Director shall refrain from any private action which would compromise the integrity, honor, function, or reputation of the Board or the school.
- 8.4. Every Director shall annually file a written statement acknowledging that he or she is in compliance with this Code of Ethics and supports the responsibilities of Board service.
9. Conflicts of Interest
 - 9.1. Directors shall annually notify the Board in writing of any known potential or actual conflicts of interest.
 - 9.2. Each Director shall publicly announce potential or actual conflicts prior to Board discussion or action and shall excuse themselves from deliberation, discussion, or vote. Such announcements shall be recorded in the official Board minutes.
 - 9.3. Any Director suspecting a potential or actual conflict of interest of self or another Director has a duty and obligation to announce the possibility prior to Board deliberation, discussion, or resolution.
 - 9.4. Each Director shall comply with conflicts of interest policies of the Board, and all laws, rules, regulations, and related requirements established by the State Board of Education, district authorizers, or the Internal Revenue Service.
 - 9.5. No Director shall vote or otherwise participate in the negotiation or making of any contract or agreement with any business, entity, or individual in which he or she or his or her relative or other close relationship has a financial, either direct or indirect, interest.
 - 9.6. Directors shall not solicit, accept, or agree to accept gifts, loans, gratuities, discounts, payments, or services from any individual, entity, or business in exchange for information, resolution, or partisan favor.
 - 9.7. No Director shall have a direct or indirect relationship with individuals, entities, or businesses or have personal interest, directly or indirectly, in school real estate, school textbooks, equipment, buses, school materials, or other supplies or services procured on behalf of the school.
 - 9.8. No Director shall facilitate, support, or provide access to surplus materials or property of the school to individuals, entities, or businesses.
 - 9.9. Directors shall not serve on the governing body of private K-12 institutions or public boards which otherwise compromise the Director's ability to appropriately fulfill duties to the school and serve the best interests of the school foremost.
 - 9.10. Directors shall not hold public office during service on the Board.

- 9.11. Directors shall not be employed by the State Department of Education, the local Board of Education, or serve concurrently as a member of the State Board of Education.
- 9.12. Each Director shall be independent of each of the other Directors and shall not be related by familial, personal, or business connections.
- 9.13. No Director may be employed by the Board for any position within the school.
- 9.14. No Director may employ or promote any person who is a relative of any Director unless a public, recorded vote is taken on such employment or promotion as a separate matter from any other personnel matter.
- 9.15. Violation of this conflict of interest policy and disclosure requirements may constitute malfeasance, which is a violation of non-profit regulations. Such action shall be subject to suspension or removal from Board service and may require legal action on the part of the school for violation of fiduciary duty.
- 9.16. As used in this policy, “relative” shall mean any individual who is related to the Director as a father, mother, son, daughter, brother, sister, husband, wife, grandmother, grandfather, grandchild, mother-in-law, father-in-law, sister-in-law, brother-in-law, daughter-in-law, son-in-law, any relative living in the household of the Director, a person who is engaged to be married to the Director, an individual who is generally known as the individual intended to marry or with whom the Director intends or actually shares a household, or any other natural person sharing legal residence, either business or personal.

12.

APPENDIX F

Board of Directors Code of Ethics Pledge

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy will establish the role and responsibilities of the Board for each Director to sign and date the Board of Directors Code of Ethics Pledge upon accepting directorship.

As a Director, I pledge my efforts to improve public education in my community and will solemnly try:

1. to represent the interests of the entire Meyer Center for Special Children when making decisions and to rely on available facts and on my judgment rather than on individuals or special interest groups;
2. to understand the proper role of the Board to set policies governing the school and to hire the Executive Director to carry out these policies;
3. to encourage an open exchange of ideas by all Directors during the decision- making process;
4. to seek regular communications between the Board and students, staff and all segments of the community;
5. to attend all Board meetings, to study issues facing the Board and to enact policies and official actions only after full discussion at such meetings;
6. to work with other Directors in a conscientious and courteous manner befitting the public trust placed in the position of Directors;
7. to communicate concerns and public reaction to Board policies and school programs to the superintendent and other Directors in a professional manner;
8. to support employment of the persons best qualified for staff positions and to ensure a regular and impartial evaluation of all staff;
9. to avoid conflicts of interest and to refrain from using my Board position for personal or partisan gain;
10. to encourage recognition of the achievements of students and staff and of the involvement of community residents;
11. to support legislation and funding which will improve the educational opportunities and environment for students and staff;
12. to take no individual action which would compromise the integrity of the Board or administration and to respect the confidentiality of information that is privileged under the Freedom of Information Act;
13. to be informed of current educational issues; and
14. to make the educational setting in our school the best possible to encourage all students to achieve and to love learning.
15. to respect and adhere to all confidential requirements, including information learned in executive session.

Date: _____

By: _____

Name: _____

13.

APPENDIX G
Addressing Director Violations

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes provisions for addressing Director violations.

The Board and each of its Directors are committed to faithful compliance with the provisions of the Board's policies. The Board recognizes that its failure to deal with deliberate or continuing violations of its policies risks the loss of confidence in the Board's ability to govern effectively. Therefore, in the event of a Director's mistaken, willful, and/or continuing violation of policy, the Board ordinarily will address the issue by taking any of the following actions:

- conversation in a private setting between the Director considered to be in violation and the President or other individual Director;
- discussion in a private session between the Director considered to be in violation and the full Board;
- possible removal by the Board from any leadership positions to which the offending Director has been appointed or elected;
- censure of the offending Director as a means of separating the Board's focus and intent from those of the offending Director; and
- possible removal from serving on the Board, in accordance with the terms set forth in the bylaws.

14.

APPENDIX H
Board Meeting Agendas

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for formulation of Board agendas for official meetings of the Board.

1. Development of Agendas

1.1. Agendas shall be developed by the President, in consultation with the Executive Director and the Executive Committee.

2. Schedule

2.1. The following guidelines shall be utilized when creating, distributing and posting the agenda. Nothing shall prevent the Board from preparing and publishing an agenda prior to the guidelines established below as long as preparation and publishing falls within the requirements of the Freedom of Information Act, S.C. Code Ann. Section 30-4-60, et.al.

- | | | |
|----|--------------------------------------|--|
| a) | 7-10 days prior to the Board meeting | Agenda items requested |
| b) | 5-7 days prior to the Board meeting | Agenda items due |
| c) | 3-5 days prior to the Board meeting | Agenda ready for review by the Board and the Executive Director |
| d) | 2-3 days prior to the Board meeting | Agenda distributed to the Board, Executive Director, required to post on the school's website and at the school or location of meeting on a public message board utilized for such purpose |

3. Agenda Format

3.1. The agenda shall contain the following, as appropriate:

1. Call to order
2. Roll Call
3. Invocation
4. Pledge of Allegiance
5. Mission Statement

6. Vision Statement
 7. Discussion and approval of minutes from last meeting
 8. Public Comments (if any)
 9. Committee reports
 10. Special orders (important business designation for consideration at this meeting)
 11. Note if an item is information or an action item
 12. Unfinished business
 13. New business
 14. Announcements
 15. Open floor (optional)
 16. Adjournment
- 3.2. Some agendas may provide a time allotment next to a speaker's topic of discussion or for the purpose of public comment. Fair limitations on public comments should be neutral, such as time and topic limits, sign-in requirements, and prohibitions against vulgarities or threats. The Board President may stop commentators who do not adhere to such limitations.
- 3.3. Once an agenda is posted, additional items may be added to the agenda (a) at least twenty-four hours in advance of the meeting, following the steps outlined in 2.1 (d), or (b) added to the agenda at the meeting in question if approved by a two-thirds vote of the Directors of the Board, unless approved in accordance with Section 3.4 below.
- 3.4. In the event that an item proposed to be added to an agenda would constitute final action on the matter, or if the item is one in which there has not been and will not be an opportunity for public comment with prior public notice given (in accordance item 2.1 (d) and 3.3) prior to final action. Then that item may only be added to the agenda by (a) a two-thirds vote of the Directors present and voting and (b) a finding by the body that an emergency or an exigent circumstance exists if the item is not added to the agenda.

15.

APPENDIX I

Electronic Participation in Board Meetings

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for electronic participation in Board meetings by Directors.

1. Electronic Participation in Board Meetings by Directors.
 - 1.1. The Board allows its Directors to participate by electronic or other means of communication such as telephone or video teleconferencing in the Board's meetings, provided such participation is not disruptive to the proceedings.
 - 1.2. Participation includes all discussions and voting. The Director participating through electronic means needs to be able to hear and to be heard.
 - 1.3. If the electronic participation becomes disruptive, Directors of the Board can choose to disallow the participation.
 - 1.4. Electronic participation by a Director will be made only in exceptional circumstances that would prevent in-person participation, e.g., medical emergencies, military service, job restraints, travel situations, family emergencies, and/or uncontrollable circumstances.

16.

APPENDIX J
Board Meeting Minutes

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for development of official minutes of Board meetings.

1. Official Board Minutes

1.1. Minutes shall be kept of all public meetings and shall include, but not be limited to the following:

1. The date, time, and place of the meeting.
2. The Directors of the public body recorded as either present or absent.
3. The substance of all matters proposed, discussed, or decided and, at the request of any Director, a record, by an individual Director, of any votes taken.
4. Any other information that any Director requests be included or reflected in the minutes.

1.2. The minutes shall be public records and shall be available within a reasonable time after the meeting except where such disclosures would be inconsistent with S.C. Code Section 30-4-70.

1.3. Minutes of the meetings for the preceding six months shall be made available for review shortly after receipt of a written request.

17.

APPENDIX K
Executive (Closed) Session Meetings

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for conducting executive (closed) session meetings.

1. Purpose of Executive (Closed) Session Meetings

1.1. The Board acknowledges its responsibility to complying with the provisions of South Carolina's Freedom of Information Act.

1.2. Pursuant to the exceptions enumerated by the Freedom of Information Act, the Board may find it necessary to close a portion of its meeting in order to discuss matters directly related to the exceptions enumerated in law. Executive (closed) sessions shall comply with all applicable laws pertaining to the actions of public policy-making bodies.

1.3. Pursuant to South Carolina's Freedom of Information Act, the Board may call an executive (closed) session to discuss the following or any other matters in accordance with S.C. Code Ann. Section 30-4-70 et. seq.:

1. To review an appeal from a Student Disciplinary Tribunal (Hearing Officer, Panel);⁸
2. To consider a matter involving the disclosure of personally identifiable information from a student's educational records;⁹
3. To discuss contract negotiations; sale or purchase of property;¹⁰
4. To discuss or deliberate upon the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation or rating of a public officer or employee;¹¹
5. To consult and meet with legal counsel pertaining to pending or potential litigation, settlement, claims, administrative proceedings, or other judicial actions brought or to be brought by or against the school district or an

⁸ S.C. Code Ann. Section 59-63-240.

⁹ 20 U.S. Code Ann. 1232g.

¹⁰ S.C. Code Ann. Section 30-4-70(2).

¹¹ S.C. Code Ann. Section 30-4-70(1).

officer or employee or in which the officer or employee may be directly involved.¹²

2. Executive (Closed) Session Protocol

- 2.1. The specific reasons for closure of a public meeting shall be recorded in the official minutes of the Board.
- 2.2. Meetings shall not be closed to the public except by a majority vote of a quorum present for the meeting.
- 2.3. The minutes shall reflect the names of the members present.
- 2.4. Board resolution shall not be conducted in executive (closed) session. All voting shall be conducted in a public Board meeting.

¹² S.C. Code Ann. Section 30-4-70(1).

18.

APPENDIX L
Hearing Procedure Guide

This is not a policy but a simple guide for reference. When conducting hearings, the Board may refer to this outline:

1. Both parties may have a brief (and equal) amount of time to state their position and what the evidence will show. The school shall go first.
2. Each side shall have the opportunity to call witnesses and question each witness. Each witness shall affirm they will only state the truth. The school shall go first in calling its witnesses. Once the school has called its witnesses, the other party may call its witnesses. The side that called the witness asks questions first, and then the other party has a right to question the witness.
3. Witnesses should provide information on what the witness personally heard and saw.
4. Both parties shall have the opportunity to present appropriate written documentation and evidence relevant to the proceedings.
5. Both parties may have a brief (and equal) amount of time to sum up their position and specific request for decision from the Board.

19.

APPENDIX M
Adoption, Revision, and Repeal

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes procedures for adopting, revising, and repealing official Board policy.

1. Identification

1.1. Identification of policies requiring adoption, revision, or repeal shall be made by the Executive Director or a Director.

2. Policy Adoption

2.1. The Board or a designated committee of the Board, in consultation with the Executive Director shall develop a drafted policy and shall present the draft as an item of information at a regularly scheduled Board meeting.

2.2. After discussion and input from Directors, drafted policies may be reviewed by the school's legal counsel, if desired.

2.3. The legal counsel may provide suggested revisions to the drafted policy, and, if any, such revisions may be provided for review by the Board at a regularly scheduled Board meeting where the Board may vote to ratify the policy.

3. Policy Revision

3.1. The Board or a designated committee of the Board, in consultation with the Executive Director may develop a revised policy and may present the draft as an item of information at a regularly scheduled Board meeting.

3.2. After discussion and input from Directors, draft revised policies may be reviewed by the school's legal counsel.

3.3. The legal counsel may provide suggested further revisions, and, if any, such revisions may be provided for review by the Board at a regularly scheduled Board meeting where the Board may vote to ratify the policy with the revisions.

4. Policy Repeal

4.1. The Board or a designated committee of the Board, in consultation with the Executive Director shall present the policy for repeal as an item of information at a regularly scheduled Board meeting.

4.2. Policies suggested for repeal may be reviewed by the school's legal counsel.

4.3. The legal counsel may provide a recommendation for repeal of the policy, and this shall be provided for consideration by the Board at a regularly scheduled Board meeting where the Board shall vote to repeal the policy.

5. Emergency Policy Adoption, Revision, or Repeal

5.1. For matters of unusual urgency, the Board may elect to waive the item of information meeting notice and vote to ratify a policy, policy revision, or repeal a policy at a regularly scheduled public Board meeting.

6. Records of Policies

6.1. Decisions by the Board to adopt, revise, or repeal a policy shall be made by reference a part of the minutes of the meeting.

6.2. All policies shall be included as part of the policy manual of the school. Policies and amendments to policies shall be effective immediately upon adoption unless a specific effective date is provided in the resolution.

20.

APPENDIX N
Board Records

The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

This policy establishes provisions for maintaining official Board records.

1. Custody of Records

1.1. All official records of the Board shall be kept and safeguarded by the Executive Director who shall also be responsible for the safekeeping of all official papers, including titles, contracts, obligations, and other documents which belong to the Board or pertain to its business.

2. Records Availability for Inspection

2.1. Board records such as official minutes of the Board, its written policies, and its financial records shall be open for the inspection of any member of the community desiring to examine them during school hours.

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

3. Records Retention

3.1. Records retention of Board records shall follow the school's records retention schedule, which is compliant with state records retention mandates.

21.

APPENDIX O
FOIA Fee Schedule

22. The Board of Meyer Center for Special Children adopts the following policy, effective on the date of adoption by the Board.

1. Freedom of Information Act Policy and Fee Schedule

Pursuant to the South Carolina Freedom of Information Act, Meyer Center for Special Children will provide copies of public records in its custody unless the records are exempt from disclosure under S.C. Code of Laws §30-4-40. All Freedom of Information Act (“FOIA”) requests should be mailed to the following address: 1132 Rutherford Road, Greenville, South Carolina 29609. Upon receipt of a written request for records under FOIA, Meyer Center for Special Children will determine if the records are available. Notification of this determination will be made within ten business days for records less than two years old, or within twenty business days for records more than two years old. If Meyer Center for Special Children determines that the requested records are available and not exempt from disclosure, the records will be furnished within thirty calendar days of the determination or within thirty-five calendar days if the records are more than two years old. In certain cases, particularly FOIA requests in which a large number of records or confidential information is requested, a deposit not exceeding twenty-five percent of the total estimated fee will be required prior to commencing the retrieval and production of records; in such cases, the records will be furnished within thirty calendar days of when the deposit is received unless the records are more than two years old, then the records will be furnished within thirty-five calendar days of when the deposit is received. Reasonable efforts will be made to produce records at the lowest possible cost, and the following fee schedule will apply:

2. Fee Schedule

S.C. Code of Laws §30-4-30(B) states fulfillment of FOIA requests is subject to fees for search, retrieval, and redaction of records and fees for providing copies of documents.

1. Copying costs will be charged at a commercially reasonable rate of \$0.10 per page, and, the fee for non-standard size documents, such as architectural plans or property plats, will be individually determined at the time of copying based on actual copying cost.
2. Search, retrieval, and redaction costs of records will be charged at the prorated hourly salary of the lowest paid employee who, in the reasonable discretion of the school, has the necessary skill and training to perform the search, retrieval, and, if appropriate, redaction. The fee rate will vary based on the nature of the records requested. Employee time will be billed in 0.25 hour increments.

The fee schedule may vary from time to time as salaries and commercially reasonable copying costs change. Fees will not be charged for examination and review of

documents to determine if the documents are subject to disclosure. Additionally, copying costs will not be charged for copies of records that are transmitted in electronic format, although if requested records are not already in electronic format, fees will be charged for staff time required to transfer the documents to electronic format.

*Please note that obtaining or using personal information for commercial solicitation directed to any person in South Carolina is prohibited and is subject to criminal prosecution under S.C. Code of Laws §30-2-50.