



A CALIFORNIA DISTINGUISHED SCHOOL

**SPECIAL MEETING AGENDA  
BOARD OF TRUSTEES  
Tuesday, February 8, 2011  
5:00 PM - Library**

**I. PRELIMINARY**

- A. Call to order
- B. Roll call

**II. PUBLIC COMMENT:**

Non-agenda items: No individual presentation shall be for more than two (2) minutes and the total time for this purpose shall not exceed sixteen (16) minutes. Board members will not respond to presentations and no action can be taken. However, the Board may give direction to staff following a presentation. Use of names of individuals should be avoided when referring to accusations or wrongdoing (names should be presented to the Executive Director for follow-up action). Speakers may choose to speak during the public comment segment and/or at the time an agenda item is presented.

**III. PRESENTATION ITEMS**

- A. Presentation of Governance Policies- Mark Epstein- 15 minutes

**IV. ACTION ITEMS**

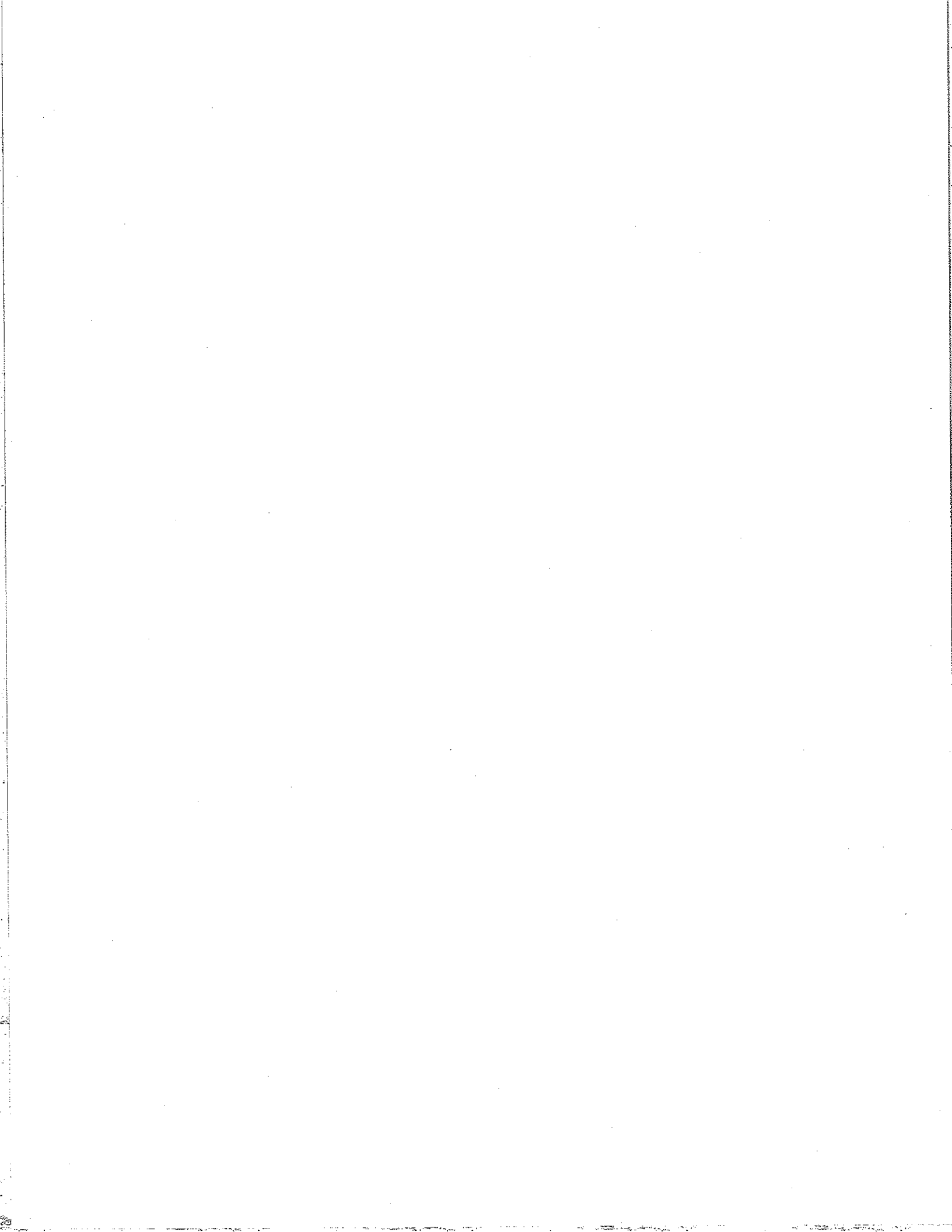
- A. Ad-Hoc Subcommittee Recommendations Regarding Search Firms
  - Retention
  - Firm selection
  - Services
  - Cost
- B. Discussion and Approval of Draft Governance Policies

**V. OLD BUSINESS**

- A. Clarification regarding Board Committees

**VI. NEW BUSINESS**

**VII. ADJOURNMENT**



## Agenda Information Sheet for the Board Meeting (2-8-2011)

**Date:** February 8, 2011

**Topic:** Search Firms

**Presenter:** Ad-Hoc Subcommittee (Board members Lisa Kaas Boyle, Chris Lee and Susan Frank. HR Director Jennifer Eustice).

### **Recommendation:**

The Ad-Hoc Subcommittee recognizes that consulting firms and search firms have different areas of expertise. We recommend that, if the Board chooses to use a search firm, we assign the remaining tasks according to each firm's skills. UCLA SMP has been involved extensively in the search process; further tasks for them are the identification of the ideal candidate's experience and skills (rubric), and training. Tasks for the search firm are to pro-actively recruit highly qualified candidates, conduct extensive background and reference checks, and handle the advertising and other logistics of the search.

UCLA SMP, our consultant, has recommended a search process, which the Board has approved with a few tweaks. We believe that UCLA SMP should develop the rubric from the stakeholder input accumulated over the last 9 months, and design and implement two training sessions: one for the paper screening committee, and one for the stakeholder interview committee, technical committee and board members.

If a search firm is added, we would expect their major responsibilities to include finalizing the job description with the Board, creating the position brochure; the posting of ads nationally; the use of their network of consultants to identify and approach potential candidates, including some not currently seeking a new position; accumulation of candidate applications and the conducting of background and reference checks; arranging a site visit to the leading candidate; and assisting with contract negotiations.

The Ad-Hoc Subcommittee looked at approximately 7 search firms. Some were ruled out due to cost, availability, and lack of critical public school experience. We favored search firms with a local presence.

The Cosca Group is a partnership of experienced and respected educational administrators who have joined together to provide services, strategies, consultation and support to school boards, superintendents, and other administrative leaders. The Cosca Group links its successful resources and customizes those resources to meet individual district and organization needs. The Cosca Group understands that we have developed a process through our work with UCLA SMP that includes stakeholder involvement, and are able to work within that framework. The firm has 23 partners, 9 associate members, and 4 emeritus members with a vast contact network. Dr. Frank Cosca and Dr. Don Brann, President and Vice President of The Cosca Group would be PCHS's search consultants. Both men have decades of experience as teachers, administrators, principals, and superintendents. Dr. Costa has been involved in senior level searches for more than 20 years.

Due to their thorough, professional approach to searches, Dr. Brann's time would be solely dedicated to PCHS until the completion of our search. The Cosca Group expects the process to conclude by the end of May, or early June at the latest.

The Cosca Group has an extensive client list, with the large majority of their placements still in place years later. Many clients have written very complimentary recommendation letters, and phone conversations with Board members repeatedly conveyed that the Cosca Group was professional, well connected, thorough, and accessible. Board members said that they were presented with 3-4 well qualified finalists.

Lisa Kaas Boyle and Susan Frank recommend to the Board that a search firm be retained in order to optimize our opportunity to select from a large group of highly qualified candidates. They also recommend the Cosca Group, an expert in the field be retained. Chris Lee and Jennifer Eustice recommend that if the Board chooses to use a search firm, the Cosca Group be brought in to present to the Board.

**Costs:** Approximately \$20,000.

**Prior discussions and/or action:**

The Ad-Hoc subcommittee was asked to research search firms for use in the Principal & CAO search and to make a recommendation to the Board as to whether one should be retained, which firm to select, the services it would provide, and the cost.

**The Cosca Group's Process for Recruiting and Advertising Resources**

- ❖ TCG will, based on widespread input, create a profile and submit a brochure for editing and approval by the Board.
- ❖ Arrange for advertisements to be published, for example, in the EdCal newspaper, CASBO, and other national publications of the Board's preference.
- ❖ TCG will create and disseminate recruitment brochures to hundreds of districts, county offices, and universities.
- ❖ TCG will correspond with experts in the field for nominations of potential candidates.
- ❖ In addition, all twenty-three TCG principals and nine associate members will actively recruit candidates who best characterize the ideal candidates for the Palisades Charter High School.
- ❖ TCG does not have a favored group of superintendents – each search is unique, requiring a group of candidates specific to your criteria.
- ❖ TCG will not recruit your new superintendent in the future to relocate to another district.
- ❖ TCG continues to proactively identify and recruit outstanding candidate's right up to the application deadline.

# **PCHS Board of Trustees Governance Policies**

Draft – February 8, 2011

## **Governance Process Policies**

### **Global Governance Process Policy**

The purpose of the Board of Trustees (Board) of Palisades Charter High School (PCHS) is to act in the best interest of the residents of the State of California and PCHS's stakeholders and to ensure that PCHS (a) achieves appropriate results for its students in accordance with the PCHS Mission Statement and Charter (as specified in Board Goals Policies) and (b) avoids unacceptable actions and situations (as prohibited in Board-Executive Limitations Policies).

“Governance” as used in these Governance Process Policies is distinct and separate from “management” in that governance ensures that (a) conditions apply whereby PCHS's management act in the interests of the residents of the State of California and (b) the Principal and Chief Administrative Officer (PCAO), formerly known as the Executive Director, is held accountable to the residents of the State of California and PCHS's stakeholders for outcomes and goals and the proper use of PCHS assets. The role of governance generally is to specify outcomes (e.g., that PCHS close the achievement gap) and to ensure that outcomes are achieved, while the role of management is to recommend and, where appropriate, to execute the means necessary to achieve the outcomes (e.g., allocation of resources, determining which programs, classes, employees, facilities, materials, etc.).

### **Policy GP #1: Governing Style**

The Board shall govern lawfully, observing the principles of good governance, with an emphasis on (a) goals rather than means, (b) encouragement of diversity in viewpoints, (c) governance more than administrative detail, (d) clear distinction of Board (through its officers and members) and PCAO roles, (e) collective rather than individual decisions, and (f) pro-activity rather than reactivity.

- 1.1 The Board shall cultivate a sense of group responsibility among Trustees. The Board, not the management, shall be responsible for excellence in governing. The Board shall initiate governance policy, not merely react to management initiatives. The Board shall not use the expertise of individual Trustees to substitute for the judgment of the Board in any of its functions, although the expertise of individual Trustees may be used to enhance the Board's understanding as a body.
- 1.2 The Board shall direct and inspire PCHS through the careful establishment of broad written policies consistent with the Charter and reflecting PCHS and the Board's values and perspectives. The Board's major policy focus shall be on the

intended long-term impacts outside the day-to-day operations of the school, and not on the administrative or programmatic means of attaining those effects (except in cases where means violate Board established policy).

- 1.3 The Board shall enforce upon itself whatever discipline is needed to govern with excellence. Discipline shall apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its Governance Process Policies at any time, it shall scrupulously observe those currently in force.
- 1.4 Board development shall include orientation of new Board members in the PCHS Charter, the Board's Bylaws, and the Board's Governance Policies. The Board shall continue to discuss process policy improvements.
- 1.5 The Board shall allow no officer, individual, or committee of the Board to hinder or to serve as an excuse for not fulfilling the Board's group obligations. For instance, the Board may not blame its own failed performance on the flawed recommendation of a committee, manager, or individual Trustee.
- 1.6 The Board shall regularly monitor and discuss the Board's process and performance. Self-monitoring shall include comparison of Board activity and behavior to the Governance Process and Board - PCAO Linkage Policies included within this document.
- 1.7 The Board shall actively encourage and seek the input and opinions of stakeholders as defined by the Charter on major issues and policies under consideration.

#### **Policy GP #2: Board Roles and Responsibilities**

Specific roles and responsibilities of the Board ensure appropriate organizational performance as defined in Board Goals Policies.

- 2.1 Board Roles and Responsibilities include:
  - Linkage between the residents of the State of California and PCHS
  - Adopting written governance policies that address the broadest levels of all organizational decisions and situations
  - Using its best efforts to assure successful organizational performance
- 2.2 To accomplish its governance mission, the Board shall follow an annual agenda that (1) completes re-exploration of Goals Policies annually and (2) continually improves Board performance through Board education, input, and deliberation.

- 2.3 The Annual Agenda cycle shall conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year period of the Board's most recent statement of long-term Goals Policies.
- 2.4 The Annual Agenda cycle shall start with the Board's development of its agenda for the next year.
- 2.4a Consultations with standing committees, and stakeholder groups, and other methods of gaining public input, shall be determined and arranged as appropriate in sufficient time for the Annual Agenda to be discussed and adopted each September.
- 2.4b Review of the current Governance Policies shall be on the agenda during the first quarter (July through September) to enable the Board to make any modifications or amendments in a timely manner and to ensure compliance therewith.
- 2.5 The PCAO's performance shall be reviewed annually by the Board according to the Goals Policies and the Executive Limitations Policies.
- 2.6 Generally speaking, Board meetings shall be governed by Robert's Rules of Order. (See Appendix)
- 2.7 The Board shall have legal counsel available at all Board meetings, unless regarding a special meeting, as determined by the Board.
- 2.8 If a Trustee believes there has been a violation of law, or that there is an imminent violation of law, that Trustee shall be entitled to seek the advice of PCHS's legal counsel on that topic, but if practical, the Trustee shall first discuss the matter with the Board Chair. In all other instances, the Trustee may seek the advice of PCHS's legal counsel only in conjunction with the Board Chair or with the Board's approval.

### **Policy GP #3: Board Chair Role and Responsibilities**

As noted here and in the PCHS bylaws, the Board Chair is a specifically empowered Trustee of the Board who ensures the integrity of the Board's processes and, occasionally, represents the Board to outside parties. Any action by the Chair is subject to review and modification or reversal by the Board.

- 3.1 The Chair's job is to serve as facilitator and guide to the Board. The Chair ensures that the Board acts consistently with its own rules and those legitimately imposed upon it from outside the organization. Related to this, the Chair shall:
- Ensure the development and circulation of Board agendas in conjunction with Trustees and the PCAO, consistent with the protocol listed below

- Preside over Board meetings
  - Communicate with the Board's legal counsel concerning legal issues that arise
  - Communicate with stakeholders and the public
  - Act as the primary point of Board contact with the press
  - In conjunction with the Board's decision and/or legal counsel, address any reports that the Board or individual Trustee(s) are in violation of law or Board policies.
- 3.1a The Chair shall work with the PCAO and Board committees to ensure that issues that are not appropriate for Board purview are properly redirected.
- 3.1b The Chair shall preside over Board meetings guided by Robert's Rules of Order.
- 3.1c: The Chair shall ensure that Board deliberation is fair, open, and thorough, but also timely, orderly, and to the point.
- 3.1d The Chair may represent the Board to outside parties in (a) announcing Board-stated positions and decisions, and (b) providing information on Board process and upcoming agendas.
- 3.1e The Chair shall put any lawful item on the agenda at the request of the PCAO, given notice in accordance to agenda posting guidelines. The Chair shall put any lawful item on the agenda at the request of any two Trustees.
- 3.2 No approved Board policy may be changed without the approval of the Board. The Chair shall act as the primary liaison between the Board and the PCAO.
- 3.3 The Chair may delegate his/her authority to the Vice-Chair when available, or when the Vice-Chair is not available, to any Board member, but remains accountable for its use. If the Chair perceives, or the Board determines, that the Chair has an actual or potential conflict of interest, the Chair shall delegate his or her authority to the Vice-Chair.

**Policy GP #4: Board Vice-Chair Role and Responsibilities**

As noted here and in the PCHS bylaws, the Vice-Chair of the Board is a specifically empowered Trustee of the Board who, in the absence of the Chair, presides at Board meetings and may assume other roles and functions of the Chair as directed by the Board. Further, the Vice-Chair



supports and assists the Chair as needed. The Vice-Chair may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

**Policy GP #5: Board Secretary Role and Responsibilities**

As noted here and in the PCHS bylaws, the Board Secretary is an officer of the Board whose purpose is to ensure the integrity of the Board's documents. The Secretary may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

- 5.1 The Secretary's job is to ensure that all Board and Board committee documents and filings are accurate, timely, and adhere to legal requirements, including privacy and confidentiality; to ensure that all such documents are properly stored and accessible; and to inform the Board Chair if the documents are not in compliance.

Further, the Board Secretary shall ensure that:

- Governance Policies reflect the most current Board decisions
- Requirements for format, brevity, and accuracy of Board agenda and minutes are met
- Draft Board minutes are prepared in a timely manner for Board review, and approved at the following regular Board meeting

- 5.2 The authority of the Secretary includes access to and control over Board documents.

**Policy GP #6: Board Member Code of Conduct**

Trustees commit to ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Trustees.

- 6.1 Trustees must uphold the PCHS Charter and Bylaws and all other corporate documents.
- 6.2 To the best of their ability, Trustees shall communicate to the Board the interests, concerns, and priorities of the group they represent, but shall at all times make decisions based on the full findings of fact and the best interests of the residents of the State of California.
- 6.3 Trustees must not permit their stakeholder affiliation to interfere with their fiduciary duty to act in the best interests of PCHS as a whole.
- 6.4 Trustees must avoid conflicts of interest with respect to their fiduciary responsibility as further outlined in PCHS's Conflict of Interest Code. In

circumstances where the existence of a conflict of interest may be unclear, Trustees are encouraged to discuss the matter with the Board Chair or full Board in order to ensure that the Trustee fulfills his or her fiduciary responsibilities.

- 6.5 Trustees shall exercise the powers and duties of their office honestly and in good faith, and exercise the degree of care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 6.6 Trustees must not make personal promises or take private action that may compromise their performance or responsibilities as a Trustee.
- 6.7 Trustees must not attempt to exercise individual authority over the organization.
  - 6.7a Trustees' interaction with the PCAO or with any other PCHS employee must recognize the lack of authority invested in individual Trustees, except when explicitly authorized by the Board.
  - 6.7b A Trustee's interaction with the public, the press, or any other entity must recognize the same limitation set forth above. Individual Trustees may not speak for the Board, except to repeat explicitly stated Board decisions.
- 6.8 Trustees shall maintain strict confidentiality of any confidential matters discussed in closed session. Any violation of this duty shall result in appropriate sanction, which may include immediate dismissal from the Board.
- 6.9 In recognition of the high standards, trust, and responsibility required of those who serve on the PCHS Board, Trustees (whether or not acting in their official capacity as a Trustee) shall be respectful, judicious, and prudent when communicating with other Trustees, PCHS stakeholders, and the public. Further, Trustees must adhere to the requirements of the Brown Act when communicating with other Trustees.
- 6.10 Trustees shall be properly prepared for Board deliberation.
- 6.11 Trustees shall support the legitimacy and authority of the final determination of the Board on any matter, without regard to the Trustee's personal position on the matter.
- 6.12 Trustees shall volunteer to participate on standing and ad hoc committees as necessary to fulfill the Board's obligations.
- 6.13 Trustees who violate "Policy GP #6: Board Member Code of Conduct" or their duties to PCHS are subject to appropriate sanction by the Board including, without limitation, to private admonishment, public censure, or removal.

**GP #7: Board Committee**

Board committees shall take direction from and report to the Board.

- 7.1 Pursuant to the Charter, the Board shall consider the recommendations of, and in some cases delegate decision-making authority to, its committees. 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 shall be carefully stated so as not to conflict with authority delegated to the PCAO.
- 7.2 Unless the Board has delegated its authority to a committee in writing, Board committees may not exercise authority over the PCAO, and even then shall not exercise authority directly over employees. Because the PCAO works for the full Board, he or she shall not be required to obtain approval of a Board committee before an executive action unless the Board has delegated its authority to the committee.
- 7.3 It is recognized that, pursuant to the Charter, committees often serve dual roles, sometimes making recommendations to management and sometimes making recommendations to the Board.
- 7.4 All Board committees that fall under the Brown Act must adhere to the requirements of the Act.

**GP # 8: Board Training and Development**

- 8.1 Board training shall be used to orient new members, as well as to maintain and increase existing members' skills and knowledge.
- 8.2 When deemed necessary, outside consultants may be retained by the Board.
- 8.3 In each fiscal year, costs may include, but shall not be limited to:
  - Training relating to governance, management, and leadership, including attending conferences, classes, and workshops
  - Audit and other third-party monitoring of organizational performance
  - Surveys, focus groups, opinion analyses, and meeting costs

## **Executive Limitations Policies**

### **Global Executive Limitations Policy**

The Principal and Chief Administrative Officer (PCAO) shall not cause or allow any practice, activity, decision, or organizational circumstance that is imprudent, unethical, or unlawful.

### **Policy EL #1: Treatment of Students and Their Families**

With respect to interactions with current or prospective students and their families, the PCAO shall not cause or allow any condition, procedure, or decision that fails to provide appropriate confidentiality or privacy or is unsafe, undignified, unfair, unnecessarily intrusive, or unclear.

1.1 Accordingly, the PCAO shall not:

- Use application forms that elicit information for which there is no clear necessity
- Use methods of collecting, reviewing, transmitting, or storing student information that fail to protect against improper access to the material elicited
- Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural, when the circumstances create a reasonable expectation of such privacy
- Fail to establish with students and their families a clear understanding of what is expected and what is not acceptable from students at Palisades Charter High School (PCHS)
- Fail to establish written policies and procedures, which are easily accessible to parents and students
- Discriminate against current or prospective parents or students for expressing an ethical dissent (reasoned disagreement as opposed to personal attacks)
- Fail to protect from retaliation any parent or student who wishes to address the Board of Trustees (Board), consistent with Board policies, when it is alleged that a Board policy has been violated to his or her detriment
- Fail to inform parents and students of this policy (EL#1), or to provide a grievance process to those who believe they have not been accorded a reasonable interpretation of their rights under this policy

**Policy EL #2: Treatment of Employees**

With respect to the treatment of paid and volunteer employees, the PCAO shall not cause or allow conditions that are unfair, unsafe, undignified, or not transparent and shall not fail to provide appropriate confidentiality or privacy.

2.1 The PCAO shall not:

- Operate without written personnel policies that clarify personnel rules for employees, provide for effective handling of grievances, and protect against wrongful conditions
- Operate without written job descriptions that clarify roles and responsibilities among individual employees
- Fail to monitor and respond immediately to discrimination against any employee who expresses an ethical dissent
- Prevent employees from expressing grievances to the Board when 1) internal grievance procedures have been exhausted, and 2) the employee alleges either that a) Board policy has been violated to his or her detriment, or b) Board policy does not adequately protect his or her rights
- Fail to acquaint employees with their rights under this policy (EL#2).

**Policy EL #3: Financial Planning and Budgeting**

The PCAO shall not fail to adhere to the Board-approved financial plan for the year or the remaining part of any fiscal year. The budget must never put the school in financial jeopardy or deviate materially from the Board's goals or priorities. The PCAO shall not expend more funds in the year-to-date than have been received in the year-to-date.

- 3.1 The PCAO shall not fail to provide credible projections of revenue and expenses, separation of capital and operational items, cash flow, balance sheet, and the disclosure of planning assumptions.
- 3.2 Restricted Funds (not under the control of the PCAO): The Board denies the PCAO the right to use any long-term reserve.
- 3.3 Payables: The PCAO shall not settle payroll or any other payable in an untimely manner, and shall not allow tax payment or filing, or other government required payment or filing, to be overdue or inaccurately filed.
- 3.4 Receivables: The PCAO may not allow receivables to be unpursued after a reasonable grace period.

- 3.5 Required Approvals Agenda: The PCAO shall not fail to provide evidence to the Board that all budget materials that the Board is required to approve are complete, accurate, and in compliance with applicable laws.
- 3.6 Owner Input into Budgets: The PCAO shall not fail to provide community inspection and consultation of budgets.
- 3.7 The PCAO shall not fail to submit for Board approval all arms-length contracts over \$10,000 and all non-arms-length contracts, independent of value. All non-arms-length transactions must be publicly disclosed. Contracts may not be broken apart in order to remain under the \$10,000 requirement.
- 3.8 The PCAO shall not fail to ensure that monies or school resources that are designed for a specific program or use are not reallocated. Commingling of funds or "borrowing" of funds, or resources, between separate accounting entities is prohibited.
- 3.9 The PCAO shall not allow a yearly budget to be created that contains insufficient information to enable a credible projection of revenues and expenses, separation of capital and operational items, cash flow, balance sheet, and disclosure of planning and assumptions.
- 3.9a The PCAO shall not fail to provide the Board with adequate information, in a reasonable amount of time, to allow it to make an educated approval of the budget.
- 3.9b The PCAO shall not fail to disclose to the Board all material information, as well as possible ramifications, on all key issues required for the Board to make an educated determination on the budget.
- 3.10 The PCAO shall not fail to ensure that PCHS financials are posted to the PCHS Web site in a timely manner.
- 3.11 The PCAO shall not incur debt in an amount greater than can be repaid by certain, unencumbered revenue within sixty days.

**Policy EL #4: Actual Financial Condition and Activities**

With respect to the actual ongoing financial condition and activities, the PCAO shall not cause or allow the development of financial jeopardy or a material deviation of actual expenditure from the Board-approved budget.

**Policy EL #5: Asset Protection**

The PCAO shall not allow PCHS assets to be unprotected, inadequately maintained, or risked.

5.1 The PCAO shall not:

- Fail to obtain insurance against theft and casualty losses to at least 80% of replacement value and against liability losses to Board members, employees, and the organization itself in an amount greater than the average for comparable organizations
- Fail to ensure that no financial instruments may be purchased, sold, or pledged with corporate assets that are not deemed prudent and conservative, unless specifically authorized by a Board vote. This restriction includes, but is not limited to, foreign currencies, derivatives, interest rate swaps, caps, floors, collars, swaptions, and forwards.
- Allow inadequately insured employees access to material amounts of funds
- Subject the PCHS physical plant or equipment to improper wear and tear or insufficient maintenance
- Expose PCHS, its Board, or its employees to liability
- Make or permit any purchase that would result in waste of PCHS resources or (1) wherein normally prudent protection has not been given against conflict of interest; (2) over \$10,000 (not previously budgeted) without having obtained comparative process and quality; or (3) over \$10,000 without a stringent method of assuring the balance of long-term quality and cost. Orders shall not be split to avoid these criteria. Permit any purchase that would result in waste of PCHS resources
- Fail to protect PCHS intellectual property, information, and files from loss or significant damage
- Expose PCHS to the risk of doing business with a failing institution. All financial banking relationships, including brokerage, must have assets over \$100 million and be rated A by both Moody's and Standard & Poor's. Governmental agencies are exempt from this requirement.
- Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards
- Compromise the independence of the Board's audit or other external monitoring.

- Invest or hold operating capital in insecure instruments, including uninsured accounts or bonds of less than AA rating, or in non-interest-bearing accounts, except when necessary to facilitate ease in operational transactions
- Endanger the organization's public image or credibility, particularly in ways that would hinder the accomplishment of its Goals
- Change the organization's name or substantially alter its identity in the community

**Policy EL #6: Investments**

The PCAO shall not cause or allow investment strategies or decisions that pursue a high rate of return at the expense of a safety and liquidity.

6.1 The PCAO shall not allow:

- Purchase of foreign investments where principle and interest are paid in other than US dollars
- Purchases of fixed income instruments that are not readily marketable
- Expenditures of more than \$10,000 on the securities of any one corporate issuer
- An undiversified portfolio or diversification that deviates from an asset allocation heavily dominated by fixed-income securities
- Purchases of short-term investments that are not rated at least P-1 by Moody's or Standard and Poor's
- The use of brokerage houses not licensed by the National Association of Securities Dealers

**Policy EL #7: Compensation and Benefits**

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

7.1 Accordingly, he or she may not:

- Change his or her own compensation and benefits



- Change the compensation and/or contract terms of any administrator or manager without Board approval
- Fail to provide the Board with comparable salary and benefits comparisons in a timely manner
- Promise or imply permanent or guaranteed employment
- Establish current compensation or benefits that deviate materially from the geographic or professional market for the skills employed
- Create compensation obligations over a longer term than revenues can be safely projected

**Policy EL #8: Communication and Support to the Board**

The PCAO shall not permit the Board to be uninformed or unsupported in its work.

8.1 Accordingly, he or she shall not:

- Neglect to submit data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of Board policies being monitored
- Fail to submit data, meeting materials and any additional information to the Board at least six days in advance of a Regular Board meeting, when possible, and as soon as practicable for a Special Board meeting
- Fail to provide written detailed monitoring data and additional information using Agenda Information Sheets provided by the Board
- Allow the Board to be unaware of relevant trends, financial or otherwise, anticipated adverse media coverage, or material external or internal changes, particularly changes in the assumptions upon which any Board policy has previously been established
- Fail to notify the Board immediately of any serious accusation, including from whistleblower, against an employee, volunteer, or anyone else associated with the school
- Fail to notify the Board of litigation, pending litigation, and inquires of the Office of the Inspector General or other authorizer or governmental entity
- Fail to advise the Board if, in the PCAO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-PCAO Linkage, particularly in the case of Board behavior that is

detrimental to the working relationship between the Board and the PCAO

- Fail to marshal for the Board the stakeholder and external points of view, issues, and options necessary for fully informed Board choices
- 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
- Fail to report as soon as is practicable any actual or anticipated noncompliance with any Board policy
- Fail to supply for the agenda all items delegated to the PCAO and required by law or contract to be Board-approved, along with the monitoring assurance pertaining thereto

**Policy EL #9: Hiring**

Absent Board approval, the PCAO shall not allow the hiring of any individual for any position unless that person demonstrates that he or she possesses the minimum qualifications listed in the position announcement posted on the PCHS Web site and after all the background checks have been completed.

**Policy EL #10: Administration**

The PCAO shall not fail to document all critical administrative job functions and deadlines.

- 10.1 Accordingly, the PCAO shall not fail to ensure that detailed job descriptions are established for senior administrators, and that a Master Calendar is established for the school year setting forth all major deadlines and listing all major events.

## **Board-Principal and Chief Administrative Officer Linkage Policies**

### **Global Board-PCAO Linkage Policy**

The Board of Trustees (Board) shall direct and oversee Palisades Charter High School (PCHS) operations through the Principal and Chief Administrative Officer (PCAO).

### **Policy B-EDL#1: Board Chair and PCAO**

- 1.1 Unless the Board Chair is an employee of the school, he or she shall usually lead the process for evaluating the PCAO.
- 1.2 The Board Chair shall consult regularly with the PCAO to anticipate and strategize about issues, concerns, and priorities.
- 1.3 The Board Chair shall be available to listen to the PCAO's concerns as they emerge.

### **Policy B-EDL #2: Unity of Control**

Only decisions of the Board, or of a committee to which the Board has delegated its authority, are binding on the PCAO.

- 2.1 Decisions or instructions of individual Board members, officers, or committees are not binding on the PCAO except in rare instances when the Board has specifically authorized such exercise of authority.
- 2.2 In the case of a Trustee or Board Committee request that was not specifically authorized by the Board, the PCAO may refuse any such request that the PCAO believes would be disruptive to operations or require an unreasonable amount of employee time or funds.

### **Policy B-EDL #3: Accountability of the PCAO**

The Principal/CAO is responsible for and accountable to the Board for all PCHS operations.

- 3.1 The Board shall not give instructions to persons who report directly or indirectly to the PCAO.
- 3.2 The Board shall formally evaluate the PCAO. All other senior administrators shall be formally evaluated by the PCAO, who shall report the evaluations to the Board along with any recommended actions.

- 3.3 The Board shall review PCAO performance as identical to organizational performance.

**Policy B-EDL #4: Delegation to the PCAO**

The Board shall direct the PCAO through written policies that prescribe the organizational goals to be achieved and describe organizational situations and actions to be avoided, allowing the PCAO to exercise discretion in determining the means to realize the Board-stated goals and limitations.

- 4.1 The Board's Executive Limitations Policies limit the latitude the PCAO may exercise from the broadest, most general level, to more defined levels.
- 4.2 As long as the PCAO exercises appropriate discretion in determining the means to realize the Board's Goals and Executive Limitations Policies, the PCAO is authorized to establish all practices and develop all activities of the organization.
- 4.3 The Board may change its Goals and Executive Limitations Policies.

**Policy B-EDL #5: Formal Monitoring PCAO Performance**

The Board's systematic monitoring of PCAO job performance shall be in relation to PCAO job outputs, including organizational accomplishment of Board Goals Policies, organizational operation within the boundaries established in Board policies on Executive Limitations, and any other criteria established by the Board.

- 5.1 The Board shall acquire formal monitoring information by one or more of three methods: a) by internal report, in which the PCAO discloses compliance information to the Board; b) by external report, in which an external, non-interested third party selected by the Board assesses compliance with Board policies; and c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- 5.2 The PCAO shall be reviewed at least annually by a PCAO Review Committee, which shall be comprised of an odd number of Board members, none of whom is an employee of the school. The committee's recommendation shall be presented to the full Board for consideration.
- 5.3 All policies that apply to the PCAO shall be monitored according to the Frequency indicated in the table below. The Board may monitor any policy at any time by any of the above-referenced methods, but shall depend on the routine schedule and method listed in the table.

**Schedule for Periodic Monitoring of PCAO's Compliance with Policy:**

| <b>Policy</b>                            | <b>Method</b>        | <b>Frequency</b>                      |
|--|----------------------|---------------------------------------|
| Treatment of Students and Their Families | Internal             | Annually                              |
| Treatment of Faculty and Employees       | Internal             | Annually                              |
| Financial Planning and Budgeting         | Internal             | Quarterly                             |
| Financial Condition and Activities       | Internal<br>External | Quarterly<br>Annually                 |
| Emergency Management Succession          | Internal             | As needed, but not less than annually |
| Compensation and Benefits                | Internal<br>External | Annually<br>Annually                  |
| Communication and Support                | Direct Inspection    | Annually                              |
| Asset Protection                         | Internal             | Annually                              |
| Ends Focus of Grants or Contracts        | Internal             | Annually                              |
| Hiring                                   | Internal             | Annually                              |
| Achievement of Goals Policies            | Internal             | Annually                              |
| Strengthen of Financial Institutions     | External             | Annually                              |

**DRAFT**

## Goals Policies

### Global Goals Policies

Palisades Charter High School (PCHS) envisions itself as a national model of a rigorous college-preparatory educational program serving a diverse student population. In a safe, supportive, and healthy environment, the diverse students of PCHS shall receive excellent instruction that shall deliver a comprehensive rigorous education that shall enable them to become inquiring, productive, and ethical members of society. This education shall be delivered at a per-student operating cost and administrative expense through practices that ensure long-term stability. In all actions the school undertakes, from hiring practices to teaching, counseling, and programming; and from shaping the organizational structure to allocating resources; pupils' needs are paramount.

### Goals Policy #1

The goal of a comprehensive rigorous education recognizes that all students can learn and achieve. As part of a four-year academic plan, all students shall have access to a program of study that shall qualify them for entry into a collegiate institution or post-secondary career opportunities. A comprehensive education shall also address the emotional, physical, and creative needs of the student through access to a broad, co-curricular program. As part of this education, each student, in consultation with his/her counseling team shall develop an academic plan beginning the student's first year at PCHS. This plan shall be updated annually.

- 1.1 All students shall have access to qualify for Honors and AP classes to ensure a rigorous curriculum and eligibility for a four-year university. Enrichment opportunities shall be provided to enable a larger group of students to be successful in Honors and AP classes.
- 1.2 A comprehensive curriculum shall be updated periodically to reflect the needs of our diverse students and to respond to changes in technology and emerging fields of study.
- 1.3 PCHS shall increase the number of graduating seniors who are eligible to attend the California State University or University of California.

### Goals Policy #2

PCHS shall continue to achieve continuous educational improvement. It shall achieve the quantifiable API, AYP, and other goals as set forth in its Charter in the timeframes designated. It shall set annual goals for measures of educational achievement. These goals shall be for the school as a whole and for various subgroups.

### Goals Policy #3

Excellent instruction means that excellent teachers are appropriately recognized, that teachers are adequately supported and given the resources necessary to deliver an excellent education to

students, that teachers who need to improve are given the tools to improve quickly, and that appropriate action is taken with regard to teachers who need to improve, but fail to do so.

#### **Goals Policy #4**

A supportive environment means that PCHS puts students first. The school's instructional, budget, policy, human resources, and program decisions all revolve around student needs. Programs and systems shall be place to encourage student learning, review outcomes, and provide assistance as necessary for student success.

- 4.1 Supporting student achievement means expectations are clear, teachers are highly qualified, counselors, administrators and support employees are pro-active, and communication is regular and ongoing between school and home.
- 4.2 Supporting student achievement also includes incorporating differentiation of instruction into the classroom, personalization, and using a variety of learning methods, including innovative technology and resources.

#### **Goals Policy #5**

Students shall gain knowledge and skills to become inquiring, productive, and ethical members of society. PCHS shall foster a culture of intellectual curiosity, ethical decision-making, honesty and integrity. Students shall be taught the art of questioning and logical and critical thinking to achieve this goal.

#### **Goals Policy #6**

As per the Charter, PCHS is committed to educating a diverse student body, taking into account ethnic and cultural demographics.

#### **Goals Policy #7**

Education at PCHS requires operating efficiently and providing sufficient funding to meet educational goals. By planning over a 3-5 year horizon, PCHS shall maintain the financial capability and reserves to withstand short-term funding shortfalls without compromising the Goals Policies.

#### **Governance Policies Committee 2010**

John Callas  
Mark Epstein  
Susan Frank  
Julia O'Grady  
Allison Holdorff Polhill  
John Riley

## Governance Policies Appendix

### The Basics of Robert's Rules of Order

#### Preamble

The complete Robert's Rules of Order has many nuances. However, most are not used in day to day business. The basic rules listed below provide a framework for ensuring orderly debate in almost all circumstances.

The purpose of the Rules is to ensure a fair debate that ultimately moves forward to a resolution. Not everyone may agree with the decision, but everyone ought to agree that the decision was arrived at fairly, and without taking up too much time. And, at the end, no one should hate anyone. Some have said that the point of the Rules is to allow the majority to do what it wants (consistent with its chartering documents), but to allow the minority to insist on a deliberative process.

Ultimately, it is up to the Board to enforce its own rules, and it is any Board's duty to ensure that its business is conducted in a fair, orderly, and professional manner. Although the chair has substantial ability to ensure that this is done, ultimately, it is the Board's job and responsibility, not the chair's, to enforce the rules and discipline itself. This means that the members must be willing to take on a chair that is not enforcing the rules to the detriment of the organization.

A quick note on the role of a Parliamentarian - Where all members of an organization are familiar with the Rules and the members are all friendly with one another, a Parliamentarian is not really needed, as the chair will abide the rules and the organization will override the chair if the chair fails to do so. However, where an organization is unfamiliar with the rules or there is a level of distrust, a Parliamentarian serves a useful purpose. First, the Parliamentarian can advise the chair and the organization on what is allowed and what is not so as to avoid confusion. Second, and sometimes more importantly, the Parliamentarian is generally accepted by all as a neutral person who will enforce the rules neutrally. This will disarm what otherwise might be an accusation that the chair or the majority is engaging in improper behavior or not allowing a fair debate. It is worth noting that generally speaking, a Parliamentarian can only advise. The Parliamentarian does not actually decide, for example, whether or not a point of order is well taken; the chair does that in the first instance subject to an appeal to the Board.

With those preliminary thoughts in mind, here are the basics of Robert's Rules.



## 1. Conduct of the Meeting

The Agenda. The meeting proceeds per the agenda. The Board can re-arrange the order of items on the agenda by majority vote, but not when a motion is pending. If a member attempts to take up a matter that is not appropriate to the agenda, any member can call for the "Orders of the Day" and request that the chair deem the comment out of order. Such a call can be made even while someone else is speaking, but it is not subject to debate or explanation. If the chair agrees, then the agenda is enforced, and the person speaking will either have to relinquish the floor or confine the remarks to the matter before the Board.

Neutrality of the Chair. The chair is to retain his or her neutrality. In fact, the Rules suggest (but do not require) that the Chair not vote unless the vote would make a difference in the outcome in order to retain neutrality.

Civility of Debate and Discussion. Debate is civil at all times. Personal attacks are inappropriate, and comments are directed to the chair, not to other members unless it is to pose or answer a question.

General Rules and Suspending the Rules. Typically, the majority can do anything it wants if it does so properly, and it can suspend the Rules (including Robert's Rules) by way of a motion to "Suspend the Rules." Such a motion allows debate to proceed in an orderly but less formal fashion.

## 2. Discussion items

When an item is being taken up but no action is required or requested, typically the Board will hear the report and then ask questions or comment on it. However, no motion is appropriate in such a case as no action is being requested. It is not typical to "move" to accept the report unless doing so has some significance.

## 3. Action items/Motions

Debate typically begins with a person obtaining recognition from the chair and making a motion. For example "I move that we adopt the Committee's proposed guidelines."

The motion itself must be made when no other motion is pending, it must be consistent with the order of the agenda unless that order has been altered, and it cannot be accompanied by debate. Thus, it is generally inappropriate for a person to explain at length why a particular action is a good idea, and then move that the action be taken.

Immediately upon making the motion, the person so moving must be seated. No debate is allowed. The chair will then ask for a second. If there is no second, then the motion "dies" for "want of a second" without any debate whatsoever.

A person seconding the motion is not allowed to debate the issue at that time. Rather, the person is limited to saying "I second the motion."

At that point, the chair will traditionally re-state the motion and ask if the Board is ready for the motion (although in modern procedure, the chair does not typically ask the question, but rather merely states the motion), which is a signal that the floor is open for debate, and also to make sure that everyone understands what the motion is. If the chair misstates the motion, the moving member can correct the chair.

At any point up to the time that the chair re-states the motion, the moving person may amend the motion unilaterally. If there is such a change, the person who seconded the motion may withdraw the second, but a different member may then second the modified motion. Once the chair has re-stated the motion, no unilateral amendments are allowed.

Typically, the moving member is given the right to open the debate.

The chair typically will call on members to debate in the following manner. If the chair can ascertain a speaker's position on the question, the chair should endeavor to alternate pro and con. No one speaks a second time until everyone who wants to speak has spoken once. No one is allowed to speak more than twice on the motion (although this rule is generally relaxed in small groups). If people are allowed to speak more than twice, it is typical for the chair not to allow anyone to speak for a third time until everyone who wants to speak has spoken twice, and so forth.

The chair typically does not participate in the debate other than to recognize speakers or rule on procedural questions. However, in a group like this, it is not unusual for the chair to have a position and want to contribute to the debate. One tactic that is often used is for the chair to "pass the gavel" to the person sitting next to the chair, who will "chair" the meeting while the chair expresses his or her position, after which the chair will resume the gavel. That formality is not required -- it is really more for show than for anything else. However, the chair is bound by the protocol set forth above in terms of recognizing himself or herself.

When no one wants to continue debate, the chair can ask if the Board is ready to vote. If there is no objection, then the vote will occur. If there is an objection, then debate continues.

If someone believes that the debate should end, that person, upon being recognized by the chair, can "move the previous question." Moving the previous question means that debate should end and a vote should be taken. Moving the previous question requires a second, and cannot be debated. The person moving the question cannot speak to the motion and then move the question, thereby taking the last word. Instead, someone who moves the question must do only that.

If the previous question is moved and seconded, then the chair will ask immediately if the Board wants to end debate. There is no discussion on the point. Rather, the chair will call for a vote on moving the previous question. If 2/3 of those voting vote in favor of moving the previous question, debate ends and the Board will proceed to vote on the motion (or the amendment to the motion if an amendment is before the Board). If less than 2/3 of those voting are in favor of moving the previous question, debate continues.

Absent unusual circumstances, a motion will pass by a majority of those voting.

#### 4. Conduct of Debate

If the chair believes that a person is off topic, the chair can gently so state or can rule the speaker out of order. If the speaker disagrees, the speaker can appeal the chair's ruling to the Board, which will vote (without debate) on whether the speaker can continue speaking.

If a member believes that the speaker is out of order, the member can interrupt and make a "Point of Order," so stating. The chair rules on the point of order, but that ruling can be appealed to the Board. A speaker can be out of order because the speaker is off topic, or because the speaker is engaging in inappropriate debate, such as making derogatory comments about others.

A member can interrupt a speaker to request permission to ask a question, also known as a "Point of Information." It is up to the speaker whether to allow the question or not. If the question is allowed, it should not be a disguised debate, but rather a straightforward question.

#### 5. Amendments

There is technically no such thing as a "friendly amendment" once debate has opened. That said, where it is clear that there will be no objection from anyone to the proposed amendment, it is faster just to accept the amendment without formality.

An amendment is similar to a motion in that it is made by a member on being recognized by the chair, and is made without debate. An amendment requires a second. If an amendment is proposed and seconded, the person proposing the amendment is usually given the right to speak first.

Once an amendment is on the floor, debate should center on the amendment rather than the main motion.

The amendment must be germane to the motion, although it can vary the substance of the motion, or even be contrary to the motion. For example, if the motion is to approve the Guidelines, it would be inappropriate to amend the motion so that the amended motion would be to give the PCAO a raise. Similarly, it is generally inappropriate to amend the motion simply to state its converse. For example, if the motion is to approve the Guidelines, it would not be appropriate to amend the motion to state that the Board "not" approve" the Guidelines, as that is simply the same thing as defeating the motion. However, it would be appropriate to amend the motion by changing the proposed Guidelines dramatically.

Although Robert's Rules allows amending the amendment, (but not amending the amendment to the amendment,) this can get too confusing. Accordingly, it is suggested that people not amend the amendment.

Debate on amendments is governed by the same rules as debate on the main motion, including moving the previous question.

Eventually, the Board will vote on the amendment. If the amendment passes, then the motion, as amended, is before the Board, and debate resumes on the main motion. If the motion fails, then the original motion remains before the Board.

Amendment after amendment can be proposed. There is no limit set forth in the Rules.

## 6. Other Ways to End Debate or Dispose of a Motion

In addition to voting up or down on the motion, the Board can take other actions.

Tabling. The Board can "table" a motion. Doing so essentially puts the motion in limbo until such time (if ever) that the Board "Takes the Motion from the Table." It is typically used as a way of defeating a motion without actually voting it down, but it is also often used as a way of delaying resolution of a motion until more information can be had or until the Board has adequate time to consider the motion but without setting forth a particular time when the motion will be taken up again. Tabling a motion is made in the same way as moving the previous question. That is, a member is recognized, and then moves to table the motion. That member is not to debate the merits of the motion (or tabling it) when making the tabling motion. The motion to table requires a second. No debate is appropriate on a motion to table, and the motion carries by a simple majority of those voting. If a motion is tabled, then the Board would move on to the next agenda item.

Postponing to a Time Certain. This is like tabling a motion, and it requires a second. There are two major differences, however. The first is that there is a time attached to this form of the tabling motion that determines when the Board will continue its consideration of the motion. The motion is automatically placed on the agenda at the appointed time if this motion carries. The second major difference is that debate is allowed on the motion to postpone to a time certain, and the motion to postpone to a time certain can be amended to reflect a different time for taking up the motion. Often, the debate focuses on when the time will be to take up the motion again, but it need not be limited to that. (This is different than a motion to "Postpone indefinitely" which can be debated, but not amended. Postponing indefinitely is a procedural way to kill a motion without actually having to vote it down. This does not seem appropriate for the PCHS Board.)

Referring to Committee. Where the Board believes that further investigation is appropriate, it can refer the matter to a Committee. This motion is made in the same manner as a motion to postpone to a time certain, and again, only requires a simple majority to pass and can be amended. The matter is then referred to the designated Committee, which will, at an appropriate time, report back to the Board with its recommendation. This motion does not vest the Committee with the power to adopt or reject the motion, but rather only vests the Committee with the authority to consider the motion and make a recommendation back to the full Board. The Motion of Referral can also specify the time when the matter will be brought back to the Board from the Committee. A motion to refer can be debated.

Adjourn. A motion to adjourn is always in order, even while another motion is pending. It, too, is made without debate, and it requires only a simple majority to pass.

Recess. A motion to recess is a motion to take a break in the meeting. This does not end debate on the motion, as when the meeting reconvenes, you take up where you left off. However, it is often used to allow tempers to calm.

### 7. Motion for Reconsideration

If a motion carries and someone in the majority thinks better of their vote, they may move to reconsider. That motion requires a second, and it can only be made by someone in the majority. It must be made on the same day as the motion being reconsidered was passed. The motion is subject to debate to the same extent as was the matter being potentially reconsidered. (For example, if a main motion is potentially being reconsidered, then the motion to reconsider may be debated. If a motion to table is being reconsidered, then there is no debate.) If the motion passes, then the prior vote becomes a nullity, and debate on the motion being reconsidered continues as if no vote had occurred.

\*Many thanks are due Mark Epstein for developing these simplified Rules