

ACE Preparatory Academy Charter School  
Board Policies

# REVISION HISTORY

Revision Date	Version	Revision Summary	Board Approval Date
11-29-2017		Revision to a core belief	
9-19-2020	2	Updated board officers descriptions and committee structure; added Emeritus board position.	9-23-2020

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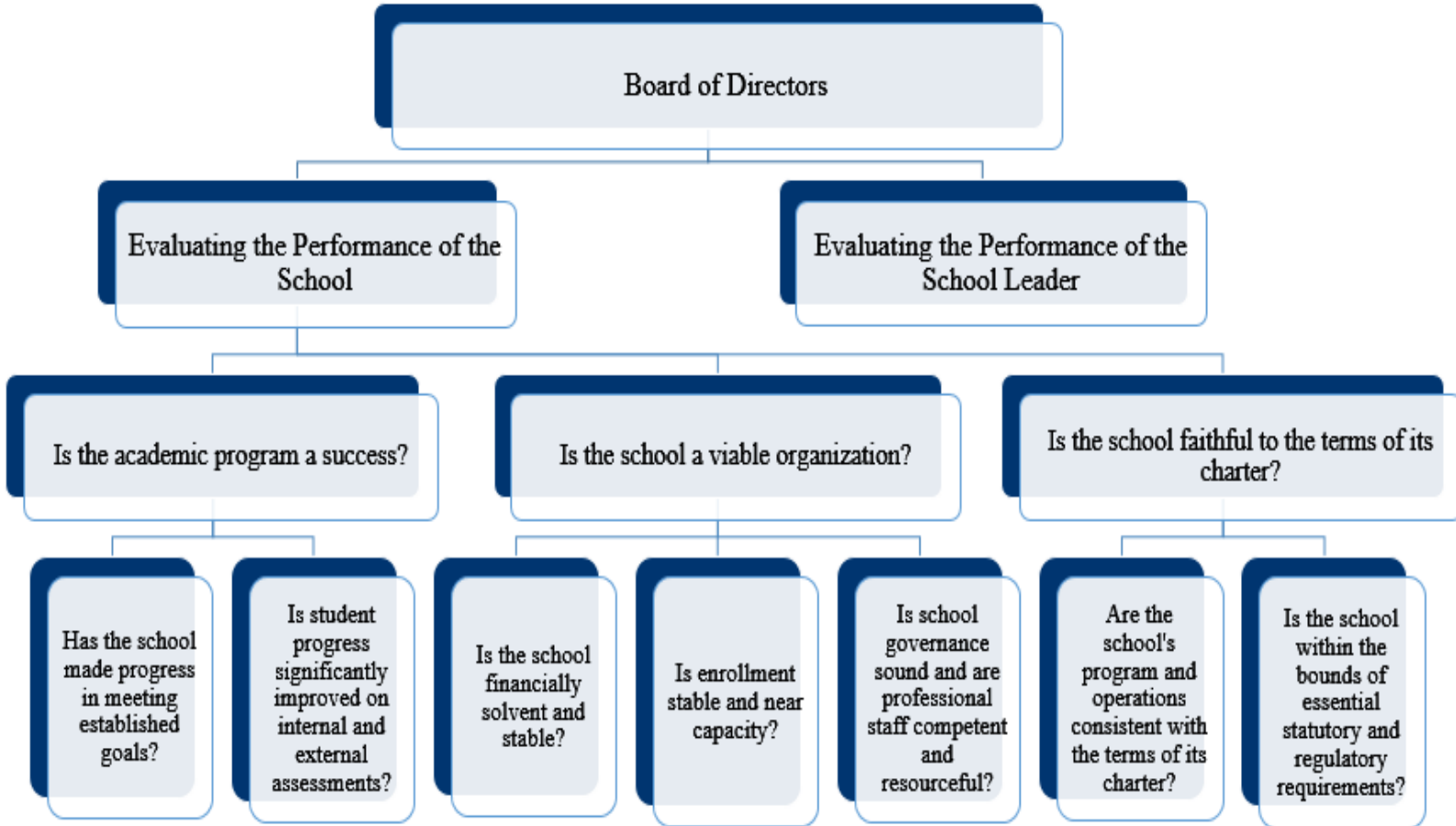
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## OVERVIEW – Responsibilities of the Board of Directors

The Board of Directors holds the charter for ACE Preparatory Academy Charter School (“ACE Prep”), pursuant to Indiana Academic Code §20-24. The Board is an organized group of volunteers who, collectively, are legally and ethically accountable to the community and the state for the health, vitality, and effectiveness of our organization. The primary role of the Board is “governance.” Governance encompasses legal responsibilities, general and academic oversight, planning and policy-making, and meeting fiduciary requirements.

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

### Responsibilities of the Board of Directors



## SECTION I – The School

### 1.01 Mission, Vision, and Core Beliefs

Mission: Through rigorous academics, positive character development, and excellence in everything we do, ACE Preparatory Academy Charter School educates all Kindergarten through Grade 5 students for school success and lives of opportunity.

Vision: ACE Preparatory Academy Charter School (“ACE Prep”) believes that every student is entitled to a rigorous, college preparatory education regardless of their economic circumstances, zip code, race, or home language. Recognizing the many academic challenges students face in the upper grades, the greatest opportunity to remediate academic gaps and place students on a path to success in college is to have high quality, foundational instruction in the elementary years. Students at ACE Prep begin preparing for success in college on the first day of Kindergarten.

Core Beliefs: At ACE Prep, we believe that:

- All students can achieve at the highest levels;
- All students can achieve in a structured, joyful school environment;
- All students can achieve when given appropriate supports; and
- All students can achieve when they have great teachers.

How We Get There: ACE Prep will accomplish our mission and vision through nine core principles:

**1. College begins in Kindergarten.** With an unwavering mindset on college attainment and thus equitable access to life’s opportunities, we begin executing on this promise from day one. Rigorous academics and systematic, targeted supports propel students on the path to college.

**2. Literacy is everything.** We place our emphasis on literacy instruction. Each day at ACE Prep, Kindergarten through Grade 3 students receive 195 minutes of intensive, differentiated literacy lessons taught by two high-capacity teachers. In Grade 4 and Grade 5, content experts provide students with 175 minutes of daily literacy instruction.

**3. Teachers can change the game.** Teachers drive success in the classroom. ACE Prep will recruit the most committed and capable teachers and invest deeply in their collective and individual professional development through 33.5

days of annual training, two (2) hours of weekly development, and daily informal observations with ongoing coaching and feedback.

**4. Data drives decisions.** Regular data analysis from frequently administered assessments allows teachers to quickly intervene, ensuring all students are mastering grade level standards.

**5. Structured, joyful culture promotes academic achievement.** At ACE Prep, we sweat the details to provide a structured and joyful school built on clearly communicated expectations. Students rise to academic goals set for them, enjoy learning, and produce their best work because tasks are rigorous and engaging.

**6. Character development must be taught and modeled.** In order to ensure that students have the character needed for school and life success, we explicitly promote our BE GREAT core values – Bravery, Enthusiasm, Growth, Responsibility, Endurance, Achievement, and Team.

**7. More time is critical.** Students receive more time and attention through a longer school day (7:30 AM – 4:00 PM) and extended school year, maximizing opportunities to receive high-quality instruction and develop mastery of content. In the event of a natural disaster or occurrence, school may be adjusted to align with appropriate policies at that time.

**8. Families and community members are essential.** We proactively communicate with all stakeholders at home and across the community, together working to support our college preparatory mission for all children.

**9. High-capacity leaders driven towards ambitious goals.** Leaders set a clear vision defined by ambitious and measurable goals, rooted in high professionalism and academic expectations, and inspire a mission-driven team towards successful execution of our ambitious mission.

## 1.02 School Legal Status

ACE Preparatory Academy Charter School is an Indiana K-5 charter school organized pursuant to Indiana Academic Code §20-24 and authorized by the Indiana Charter School Board on May 20, 2015.

ACE Prep is a public school, and its status as a nonprofit corporation does not affect its status as a public school. However, for governance, finance, and administrative purposes, ACE Prep operates as an Indiana nonprofit corporation. The nonprofit's Articles of Incorporation and non-profit status are provided as addendum to this manual.

### 1.03 Non-Discrimination Policy

ACE Preparatory Academy Charter School provides equal opportunities without regard to race, color, national origin, gender, gender identity, age, disability, sexual orientation, family situation, religion, political affiliation, or veteran status in its educational programs and activities. This includes, but is not limited to, admissions, educational services, financial aid, and employment. Any complaints or allegations of any violation of this statement should be immediately directed in writing to the Head of School.

## SECTION 2 – The Board

### 2.01 Bylaws

#### **BYLAWS OF** **ACE PREPARATORY ACADEMY INC.**

##### 1. General

- 1.1. Name. The name of the corporation is ACE Preparatory Academy Inc. (the "Corporation").
- 1.2. Registered Office and Registered Agent. The post office address of the Corporation's registered office is 5326 Hillside Avenue, Indianapolis, Indiana, 46220. The registered agent is Anna Shults. ACE Preparatory Academy Charter School ("ACE Prep") may also have offices at such other places as the Board of Directors (Board) shall determine the business of ACE Prep requires; provided, however, that the registered office be registered with the Secretary of State of Indiana and the agent so registered be located at the same address, or otherwise provided by the Board of Directors.
- 1.3. The purposes for which ACE Prep is organized is to educate students in Kindergarten through Grade 5, preparing them for school success and lives of opportunity through rigorous academics, positive character development, and excellence.
- 1.4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in the succeeding year.



- 1.5. Tax Status. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 1.6. Dissolution. In the event of dissolution, all remaining assets, after all debts and liabilities are satisfied, shall be used for educational purposes and be distributed to a qualifying 501(c)(3) organization. Any remaining funds received from the Indiana Department of Education shall be returned to the Department not more than thirty (30) days after dissolution.

## 2. Board of Directors

### 2.1. Directors.

2.1.1. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation (the "Articles") and these Bylaws. The Board of Directors shall consist of at least seven (7) and not more than fifteen (15) members. All members of the Board of Directors shall be residents of the State of Indiana, and at least sixty percent (60%) of the members of the Board of Directors shall be residents of the Indiana counties where current students at the charter school reside.

2.1.2. At a regular meeting of the Board of Directors immediately preceding the expiration of the term of any director, or at a special meeting, the Board of Directors should elect a new director whose term will expire, or has expired, and each such new director shall serve for a term of three (3) years, or such other period as prescribed by the directors at the time of such election, and until his or her successor is elected and qualified. A director may serve no more

than two (2) consecutive terms. Directors shall serve staggered terms to balance continuity with new perspective.

2.1.3. Following the expiration of a director's final term, at least one (1) year must elapse before he or she may again be elected to the Board of Directors.

2.1.4. A Board member who has completed the consecutive term may be considered for an Emeritus status, which is a non-voting advisory position for three (3) years. An Emeritus board member may serve as a committee member and/or chair.

### 3. Meetings

3.1. Regular Meetings. The Board of Directors shall hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors. There shall be at least ten (10) regular meetings of the Board held each year. Notice shall be given to each Director thirty (30) days prior to the date of every regular meeting of the Board.

3.2. Annual Meeting. The annual meeting of the Board of Directors shall occur, yearly, at a date/time determined by the Board leadership.

3.3. Special Meetings. Notwithstanding the preceding Section 3.1, the Board of Directors may hold special meetings for any lawful purpose upon not less than forty-eight (48) hours notice (excluding Saturdays, Sundays, and legal holidays), as described in Section 3.6. Special meetings may be called by the Chair of the Board or by two (2) or more members of the Board of Directors. A special meeting shall be held within the State of Indiana and the notice of the meeting shall specify the date, time, and place.

3.4. Quorum and Approval of Actions. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Unless otherwise provided in the Articles or these Bylaws, the approval of a quorum shall be deemed an act of the Board of Directors.

- 3.5. Emergency Meetings. In the event of an emergency, including but not limited to (1) an act of god; or (2) serious danger or threat to students and/or staff, a special meeting may be called with little or no notice. Any actions taken by the Board will be treated as if taken at a regularly noticed meeting. A quorum must be present to initiate a vote.
- 3.6. Compliance with Indiana Open Door Law. Notwithstanding any other provisions of these Bylaws, the Corporation shall comply in all respects with the Indiana Open Door Law (currently codified at Indiana Code ("IC") section 5-14-1.5, et seq.), and any corresponding provision of subsequent Indiana law, in connection with all regular or special meetings of the Board of Directors.
- 3.7. Notice of Special Meetings. Written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Board, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least forty-eight (48) hours before the date of the meeting and complies with the Indiana Open Door Law. The notice need not describe the purpose of the special meeting. Written, electronic, or telefaxed notice, where applicable, shall be effective at the earliest of the following:
- 3.7.1. When received;
- 3.7.2. Five (5) days after notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current of records of the Corporation; or
- 3.7.3. On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by, or on behalf of, the addressee.
- 3.8. Waiver of Notice. Notice of a meeting may be waived in writing if signed by the director entitled to notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of lack of notice or defective notice of such meeting unless the director, at the beginning

of the meeting or promptly upon the director's arrival, objects to holding the meeting and does not vote for or assent to any action taken at the meeting.

3.9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if written consent describing such action is signed by each director or committee member and if such written consent is included in the minutes or filed with the Corporation's records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent and the Board of Directors ratifies the action taken in a subsequent meeting held pursuant to the Indiana Open Door Law, unless the consent specifies a prior or subsequent effective date. A consent signed as described herein shall have the same effect as if approved at a meeting and may be described as such in any document.

3.10. Resignation, Removal, and Vacancies.

3.10.1. Any director may resign at any given time by giving written notice of such resignation to the Board of Directors, the Chair, or the Secretary. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt. The acceptance of a resignation shall not be necessary to make it effective.

3.10.2. Any director may be removed for a cause by a majority of the directors then in office. Cause shall include, but shall not be limited to:

3.10.2.1. Violations of applicable law, including (but not limited to):

3.10.2.1.1. Violations of the Indiana Charter School Law;

3.10.2.1.2. Violations of Indiana or federal laws; or

3.10.2.1.3. Any actions that would jeopardize the tax-exempt status of the Corporation or would subject it to

sanctions under the Internal Revenue Service Code of 1986, is amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

3.10.2.2. Breach of fiduciary duty, including (but not limited to) a violation of the applicable standard of care under the Articles, these Bylaws, or applicable law.

3.10.2.3. Breach of any governing document relating to the Corporation, including (but not limited to) the Articles, these Bylaws, and the Charter Agreement.

3.10.2.4. Inadequate attendance at meetings of the Board of Directors, defined as absence from three (3) consecutive meetings or from at least fifty (50%) of such meetings within one (1) calendar year.

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

3.11. Members of the Board of Directors.

(A) Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary ACE Prep activities in accordance with ACE Prep Charter School Policies.

(B) Shall serve as the ACE Prep Charter School with the highest degree of undivided duty, loyalty, and care and shall undertake no enterprise to profit personally from their position with the ACE Prep Charter School.

(C) All participants in Board work are bound by the Code of Conduct and Conflict of Interest statements.

(D) Shall have no direct or indirect financial interest in the assets or leases of the ACE Prep Charter School; any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of the ACE Prep Charter School shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.

#### 4. Officers

##### 4.1. In General.

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

4.1.2. The nominating committee, a subcommittee of the Organizational Excellence committee, shall present a slate of officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors.

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

4.2. Chair. The Chair is a partner with the Head of School in achieving the organization's mission; provides leadership to the Board of Directors, who sets policy and to whom the Head of School is accountable; chairs meetings of the Board of Directors; appoints the chairpersons of committees, in consultation with other Board members, serves ex officio as a member of committees and attends their meetings when invited; discusses issues confronting the organization with the Head of School; guides and mediates Board actions with respect to organizational priorities and governance concerns; reviews with the Head of School any Board concerns; monitors financial planning and financial reports; and shall be responsible for implementing policies established by the

Board of Directors. The Chair shall perform such other duties as the Board of Directors may prescribe..

- 4.3. Vice Chair. The Vice Chair shall assist the Chair and shall preside in place of the Chair at meetings when the Chair is absent. The Vice Chair shall assume the duties of the Chair when the Chair's office is vacant. The Vice Chair serves as the Chair of the Organizational Excellence Committee. The Vice Chair shall perform other duties as the Board of Directors or the Chair may prescribe.
- 4.4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Board other than books of account and financial records. The Secretary shall prepare and maintain a record of the minutes of all meetings of the Board of Directors. The Secretary shall send meeting notices and any other correspondence on behalf of the Corporation, where applicable. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or the Chair may prescribe.
- 4.5. Treasurer. The Treasurer shall oversee the financial administration of the Corporation including managing cash flow, paying and recording bills, maintaining a record of debt, and reconciliation of bank statements. The Treasurer shall review and enforce financial policies and procedures, assist in the development of an annual budget, and shall furnish whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation. The Treasurer shall serve as the chair of the Finance subcommittee. The Treasurer shall perform other duties as the Board of Directors or the Chair may prescribe.
- 4.6. Other Officers. In the event that the office of the Chair becomes vacant, the vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of the Vice-Chair or Secretary-Treasurer becomes vacant, the Chair will appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

## 5. Committees

### 5.1. In General.

5.1.1. A Board resolution shall appoint committees or task forces of the Board. Committees, except the Organizational Excellence committee, may be composed of Directors or community members, or both. The Board may prescribe the need and/or the composition of such committees.

5.1.2. There shall be a standing nominating subcommittee composed of at least three (3) persons who are not seeking office, recommended by the Chair and approved by the Board of Directors at a regular meeting.

5.1.3. The duties of the nominating subcommittee shall be:

(A) to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Director positions to the Board;

(B) to present a slate of nominees for Officers to the Board during the fourth quarter of the fiscal year for election at a scheduled Board meeting;

(C) to recommend candidates to the Board to fill vacancies that arise outside the regular nominating process;

(D) to provide ongoing orientation to Directors;

(E) to oversee a Director assessment process to ensure optimum performance; and

(F) to recommend the appointment of a past Chair to the Board, if necessary, in the interests of the community.



5.1.4. Each committee shall have a chair appointed by the Board Chair. A Committee Chair is responsible for facilitating committee meetings, ensuring committee members have the information needed to execute the committee's work, and reporting the committee's actions/activities to the Board.

## 6. Indemnification

6.1. Indemnification by the Corporation. ACE Preparatory Academy may, to the fullest extent now or hereinafter permitted by law, indemnify against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or interstate was a Director, Officer, employee or agent of ACE Preparatory Academy. There shall be no indemnification in relation to matters as to which the Board finds that the employee, Officer, Trustee, or agent acted in bad faith or engaged in willful misconduct in the performance of a duty to ACE Preparatory Academy.

## 7. Contracts, Checks, Loans, Deposits, and Gifts

7.1. Contracts. The Board of Directors may authorize one or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

7.2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

7.3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no

evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

- 7.4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank(s) or depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.
- 7.5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.
8. Rules of Order. In case of conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of ACE Preparatory Academy.
9. Amendments. These Bylaws may be amended at a regular meetings by a two-thirds vote of all Directors than in office; provided that notice of the proposed amendment, together with a copy hereof, is mailed to each Board member at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

## 2.02 Decision Making

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

## 2.03 Policy Making

1. The Board shall be solely responsible for adopting, repealing or amending policies for ACE Preparatory Academy Charter School. Action by the Board shall be accomplished as set forth in the bylaws.
2. Proposals for adopting, repealing or amending policies for ACE Prep may be made in writing by any member of the Board or by any parent or student submitted through an administrator of the school. When appropriate, policy change proposals shall include adequate information concerning potential fiscal impact on the school.

## 2.04 Board Review of Administrative Procedures

1. The Board recognizes that its role is to ensure that ACE Prep is well managed, not to manage ACE Prep. The Head of School shall be responsible for the day-to-day administration of affairs of ACE Prep and shall manage all activities of the school as prescribed by the Board. As a result, the Board need not review administrative policies and regulations in advance of issuance except as required by law. However, the Board should approve in advance any highly sensitive matters of policy and/or regulations that have the potential to impact its duties and obligations to ACE Prep, the Indiana Charter School Board, and/or the Indiana Department of Education. To that end, the Head of School shall exercise his or her discretion to identify and bring to the Board's attention any such policies and regulations prior to issuance.
2. Administrative policies and regulations should reference existing Board policy when applicable. The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board's policies.

## 2.05 Indiana Open Door Law

1. The Open Door Law (ODL), originally passed by the IN General Assembly in 1977 and most recently amended in 2008, was enacted to permit the public access to meetings held by public agencies. All full Board meetings are subject to the Indiana Open Door Law.

## 2.06 Board Attendance Policy

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

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

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

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

### 2.07 Public Attendance at Board Meetings

1. ACE Prep desires to provide opportunities for any member of the community to express interest in and concern for the school. Accordingly, the public is cordially invited to attend all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.
2. Meetings are closed to the public only when the Board is meeting in executive session. An executive session may be called only to discuss matters not appropriate for public discussion, as defined under Indiana law. No formal action of the Board may be taken in any executive session.
3. Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the Head of School, who will respond according to the following procedures:
  - A. The Head of School will consult with the Board Chair and, if appropriate, other Board members about including the request on the agenda for the next regularly scheduled Board meeting.
  - B. If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.

- C. The person may present their information orally to the Board when the agenda item is discussed. The Board reserves the right to establish reasonable time limits for public comment and presentations.
4. Notice of meetings of the ACE Prep Board shall be posted in the school offices and on the school website at least 48 hours prior to the meeting and in full compliance with all public meeting laws in the state of Indiana.

## 2.08 Standing Committees

1. Organizational Excellence (OE) Committee - The Organizational Excellence (OE) committee shall include the officers and may include other Board members. This committee is responsible for the management of the Board of directors and the evaluation of the Head of School. Also, this committee provides oversight and leadership on all issues impacting the day-to-day operations of the school and the academic performance of scholars. This would include, but is not limited to:
- Reviews financial performance on a routine basis.
  - Develops criteria to assess the HOS and performs annual evaluation.
  - Develops board meeting and retreat agendas and timing.
  - Monitors and addresses performance issues with the board.
  - Identifies and recruits new members to the board.
  - Works with staff to ensure ICSB compliance.
- 1.1 Finance Subcommittee – The Finance subcommittee monitors the financial health of ACE Prep. This would include, but not limited to:
- Reviews financial performance on a routine basis.
  - Works with staff to develop the annual budget.
  - Reviews the financial policies of the organization on an annual basis.
2. Academic Excellence Committee - This Academic Excellence Committee monitors academic performance of ACE Prep scholars and school culture. This would include, but not limited to:
- Monitors academic performance of ACE Prep scholars.
  - Monitors scholar recruitment.
  - Gathers data from families and staff to monitor overall health of the school.

3. Outreach and Fund Development Committee - The Outreach and Fund Development Committee provides oversight and leadership on all issues impacting the school's relationship with the greater community, future families, and potential contributors. This would include, but is not limited to:
  - Works with staff to develop and execute fundraising plans.
  - Monitors board fundraising and engages the board in contributing the school.
  - Identifies opportunities to promote the school to the public and participates actively in those promotions.

### 2.09 Special Task Forces to the Board

1. The primary purpose of any special task force to the Board is to contribute to the overall mission of the school by conducting studies, identifying problems, or developing recommendations to assist the Board in making decisions. The ultimate authority to make those decisions, however, will be the Board's as required by law.
2. A special task force may be formed by the Board at such times and for such purposes as the Board may deem necessary. The task force will be given a clear objective, and will be dissolved upon accomplishing that objective.
3. Members of a special task force will be chosen by the Board and should include individuals who have shown an interest or who have special knowledge or expertise related to the task force's objective.

### 2.10 Board Fundraising Policy

The ACE Prep Board of Directors is a fully giving Board. Board members are expected to give an annual contribution to ACE Prep, to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fund-raising committees, and by attending fund-raising events.

### 2.11 Board Election Procedures

Before election to the Board, a candidate must: (1) Submit a Letter of Intent and resume to the Board Chair, (2) Meet separately with the Board Chair and the Head of School; (3) Observe a monthly Board meeting, (4) Complete an expanded criminal history background check at no expense to the candidate, (5) Complete a Conflict of Interest statement, and (6) Sign a Board Member Commitment Form. The Nominating subcommittee shall prepare and submit to the Board a report of the nominees it recommends for election to the Board, including their Letter of Intent

and resume. The number of seats available shall be determined in accordance with the by-laws. Board members will be elected by a simple majority of the quorum present at the meeting during which elections are held. Each director shall serve from the next scheduled Board meeting after the election until the end of his or her term as determined by the Board.

### 2.12 Board Self Evaluation

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

### 2.13 Indemnification Policy

ACE Prep will purchase and maintain Directors and Officers Liability Insurance (often called D&O), liability insurance payable to the directors and officers of a corporation, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers. The corporation will not provide indemnification for items arising from the individual's participation in an excess benefit or self-dealing transaction. Indemnification may also be denied in a proceeding brought by or on behalf of the corporation (except for expenses), if it is determined that the indemnitee did not meet the standard of conduct required.

This indemnification includes expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a matter s/he reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, s/he must also have had no reasonable cause to believe his/her conduct was unlawful.

## SECTION 3 – ETHICS

### 3.01 Conflict of Interest Policy

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

### 3.02 Confidentiality Policy

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

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

At the end of a Director's term in office or upon termination of an employee's employment, he or she shall return, at the request of ACE Prep, all documents,



papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

### 3.03 Nepotism Policy

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

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

## SECTION 4 – LEADERSHIP

### 4.01 Head of School Policy

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

The Head of School will be responsible for the day-to-day administration of the school's affairs and will manage and direct all activities of the organization as prescribed by the Board. The Head of School will have the power to hire and discharge employees of the school and will oversee and direct their activities in carrying out the work of the school. The Head of School is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Head of School. The Head of School will, directly or indirectly, supervise all other staff members employed by the school and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.

Accordingly:

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

### 4.02 Annual Head of School Performance Evaluation

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

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

Annually, the Executive Committee will conduct the evaluation of the Head of School in accordance with a Head of School evaluation protocol approved by the board. The protocol provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; what to include in the written evaluation document, and criteria for effective performance.

#### 4.03 Leadership Sustainability Policy

The Board Officer and Head of School roles are critical to the smooth functioning of a charter school; therefore, the ACE Preparatory Academy Charter School Board of Directors will have a Leadership Sustainability Plan which:

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

## SECTION 5 – MEDIA POLICY

### 5.01 Media Policy

This media policy applies to all employees of ACE Prep as well as members of the Board of Directors. This policy covers all external news media including broadcast, electronic, and print.

To ensure the quality and consistency of organizational information disseminated to media sources, the following policy shall be enforced:

- All media contacts are to be handled by the Head of School, or his or her designee, regardless of who the media representative is or whom he or she represents or how innocuous the request.
- All press releases or other promotional materials are to be approved by the Head of School or his or her designee prior to dissemination.
- If a reporter, producer, or other news media person should contact an employee of ACE Prep or a member of the Board of Directors, the individual who is contacted should refer the media person to the Head of School. Please do not say that you are not allowed to talk to a reporter, or that you must seek permission to do so. Instead, tell the reporter, “ACE Prep’s policy is to refer all media inquiries to the Head of School. You can reach him/her at (telephone number and email address).” Provide this information quickly, professionally, and courteously to all media calls. As with all external contacts, it is important to make a good first impression of ACE Prep. It is also important to act quickly in order to enable the reporter to stay on deadline.
- The Chair of the Board of Directors shall only speak directly to a media representative if he/she, acting on behalf of the full Board of Directors, must make a comment specifically about the Head of School.

### 5.02 Social Media and Online Presence Policy

As a member of the Board of Directors, a board member’s reputation becomes linked with the reputation of the school. Recognizing this fact, it is critical that board members use discretion about the language, photos, and other content posted to those profiles. Furthermore, board members should avoid controversial topics and any political statements or endorsements and thoughtfully curate their profiles to ensure they are professional.

Privacy settings should ensure that board members’ profiles on social media platforms may not be viewed by the public, or put another way, the profiles may be viewed only by approved friends/followers.

## Section 6 – FINANCE AND ACCOUNTING

### 6.01 Financial Policy Handbook

The board and Head of School will follow financial policies as outlined within the ACE Prep Financial Policy Handbook.