



# **Board of Trustees Handbook for Wasatch Waldorf Charter School**

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## **Section I. Board of Trustees General Responsibilities**

Section A. *The Board of Trustees is the governing body that is legally and financially responsible for the School. The Board shall do the following:*

### School Governance

1. Establish policies and procedures for the management of the School;
2. Ensure operations are compliant with legal and fiduciary standards;
3. Respond to legal issues;
4. Evaluate the School Executive Director

### Financials

5. Establish an operating budget and ensure its implementation;
6. Manage the School's assets and investments;
7. Establish capital budgets as needed;

### Strategic Planning

8. Create and implement long-term strategic plans in the support of the School's mission;
9. Ensure enrollment of the School;
10. Promote the mission of the School to the community at large;
11. Raise funds for operating and capital needs.

Section B. *In addition, the Board of Trustees will answer to the State Charter board to ensure that the following goals are being met for Wasatch Waldorf Charter School.*

### GOVERNANCE

1. Compliance. The Governing Board shall institute policies and programs to ensure compliance with the terms and conditions of this Agreement as well as compliance with all governing laws, regulations, and rules.
2. Website. The Governing Board agrees to have a website with the content requirements found in R277-482, Utah Administrative Code, posted at least 180 days prior to the opening day of school. In addition, the SCSB requires the website contain links to school data and accountability reports maintained on other websites (e.g., student assessment, audited financial statement, etc.); links to Governing Board meeting dates, agendas and minutes; and reports created by the Governing Board to provide evidence of how the Charter School performed compared to the assurances and school accountability measures in this Charter Agreement.
3. Reports. The Charter School's Governing Board shall submit such reports as required by state and federal law, this Charter Agreement, and as may be requested by the SCSB. Such but not limited to:
  - a) How the rights of students with disabilities being protected
  - b) Number of Material of Significant Audit Findings, Current Year
  - c) Number of Unresolved Audit Findings from Prior Year

- d) Maintain bond covenants
- e) Adherence to Operational Budget: Within 5%
- f) Comply with Governance Requirements: Governing board policies, including those related to oversight of an Education Service Provider, if applicable:
  - Governing board By-laws
  - Utah Open & Public Meetings Act
  - Governing board code of ethics
  - Governing board conflicts of interest
  - Governing board composition and/or membership rules (e.g., requisite number of qualified teachers, restriction on employees or contractors serving on the board)
  - Background Checks for Board Members
  - Reports submitted on time, accurate and complete
  - Required Annual Training
  - Number of FT Teachers that are State Qualified

#### 4. Financial Oversight

The Governing Board will monitor and report on adherence to financial metrics and best practices, as defined by Utah State Charter School Board.

#### 5. Monitors and Promotes Key Performance Measures and Charter Agreements

Under the Wasatch Charter Leadership the Board will be aware of and monitor the key goals and performance measures as they relate to Waldorf principles and values, Annual reports, school surveys and related materials provided and / or approved by the State Charter School Board.

Notably not all measures of success are quantifiable. Values and cultures directly reflect levels of safety, trust, leadership, and learning. The Board has a responsibility to be engaged and understand the many levels of leadership and learning that help foster a vibrant and loving learning environment for students, teachers, and community.

### **Section II: Board of Trustees Membership**

*A. The Board is comprised of parents, grandparents, educators and community members, friends of the school chosen for their ability to help execute the Board's mission, support the School, and advance its long-term prospects. Trustees may be selected for their financial acumen, legal expertise, advocacy potential, ability and willingness to make leadership-caliber financial gifts. All Board members should have a love for and be developing a knowledge of Waldorf education.*

#### B. Election and Tenure

New board members shall be elected or reelected by a majority of the existing Board of

Trustees at each annual meeting or as needed to accommodate vacancy and term limits. New board members shall not serve on the board for more than 2 three-year terms. After which, they may be re-elected to the Board only after at least a one year sabbatical. At least two of the board members must be a parent of a child currently attending the school. These positions will be filled with parents who turn in applications to the existing board. All positions on the board will be filled through majority vote by the board.

#### C. Removal of Board Members

Any trustee who has 2 or more unexcused absences at board meetings and/or does NOT complete assignments regularly to the satisfaction of the Board, having been given due notice, shall be subject to removal if the remaining Board so deems by a majority vote. Regardless of the foregoing, any Trustee may be removed by a majority vote of the Board of Trustees whenever in its judgment the best interests of the School will be served thereby, but such removal shall be without prejudice, if any, of the person so removed.

#### D. Governing Board Conflict of Interest Policy

The Governing board may not add Board members that are relatives of existing trustees. Per the Wasatch Charter School Charter, "Relative" means a father, mother, husband, wife, son, daughter, sister, brother, uncle, aunt, nephew, niece, first cousin, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, or daughter-in-law. Please refer to policy A-30 for additional information on related parties and employment.

#### D. Vacancies

Any trustee may resign at any time by giving written notice, either paper or electronic, to the President of Wasatch Waldorf Charter School Board of Trustees. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The Board shall publicly announce the number of vacancies and consider nominations from parents and community at large.

#### E. Conflicts of Interest

If any person who is a trustee or officer of the School is aware that the School is about to enter into any business transaction directly or indirectly with himself, any member of his family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform, in writing, those charged with approving the transaction on behalf of the School of his interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his knowledge that bear on the advisability of such transaction from the standpoint of the School, (c) not be entitled to vote on the decision to enter into such transaction, and (d) be absent from any meeting when the contract or transaction is being considered and determined.

## F. Advisors to the Board

Wasatch Waldorf Charter School **may** have advisors to the board. The advisors shall be made up of parents and experts in fields such as budget, education, law, etc. Advisors shall be elected or re-elected by a majority of the voting Board Members at each annual meeting or as otherwise determined by the Board. Advisors shall serve an indefinite term and shall make an effort to attend as many board meetings as they are able. Advisors may be removed at any time by a majority of Voting Board Members.

## **Section III. Duties of Trustees**

Trustees are entrusted with the long-term future of the institution, and they must act as they believe necessary to secure its long-term health and prosperity.

Each trustee must:

- actively support and promote the School's mission;
- be knowledgeable about the School's mission and goals, as well as current operations;
- attend meetings well prepared and participate fully in all matters;
- avoid becoming unnecessarily involved in specific management, personnel or curricular issues;
- accept and support Board decisions and respect Board confidentiality;
- guard against conflict of interest, whether business-related or personal;
- distinguish between the interests of the School and the specific needs of particular constituencies;
- support the School and the administration, and demonstrate that support within the community;
- understand that authority is vested in the Board as a whole, bring issues to the appropriate leaders, and not deal with a situation individually;
- contribute to the development program of the School, including financial support and active involvement in annual and capital giving; and
- share in the responsibility for sound financial management.

Each individual Board member is expected to actively serve on 1-2 Board committees and actively take on a coordinating role in service of at least one of the School's annual fundraising events.

## **Section IV. Duties of Officers**

Section A. Officers. The officers of the corporation shall be a President, a Vice President (optional officer role), a Secretary, a Treasurer and such other officers as may be selected by the Board of Trustees. At any time the Secretary and the Treasurer can be the same person if the Board deems it necessary based on the number of students and or Board members.

Section B. Election and Term of Office. Each officer of the corporation shall be selected for a term not to exceed three years by the Board of Trustees.

Section C. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in their judgment the best interests of the community would be served thereby, but such removal shall be without prejudice, if any, of the officer so removed.

Section D: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees.

Section E. President. The President shall preside at all meetings of the Board of Trustees. The President duties are as follows:

- Preside at all meetings of the Board and executive committee that he or she attends;
- See that all orders and resolutions of the board of trustees are carried into effect;
- Attend Joint Committee meetings;
- Develop board agenda topics;
- Maintain community trust;
- Support the School Executive Director and Administration in their work through encouragement and feedback;
- Represent the School to the public and to the State Charter School Board; and
- Manage the strategic plan.

The President shall preside at meetings of the Board of Trustees and supervise the work of the committees. The President shall be the principal executive officer of the corporation and may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer.

Section 6. Vice President. The Vice President shall preside at all meetings of the Board of Trustees in the absence of or in substitution for the President. In general he or she shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board of Trustees from time to time. The Vice President duties are as follows:

- Perform the duties of the chair in case of the chair's absence or inability;
- Create operational documents for Board governance
- Be responsible for maintaining Governing Board Agreements and Board Bookl;
- Oversee the professional development activities of the Board, and
- Facilitate recruitment and orientation of new Board members

Section F. Treasurer. He or she shall chair the Finance Committee and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be

assigned to him or her by the Board of Trustees. The duties of the Board Treasurer are as follows:

- Review financial performance monthly;
- Report on the fiscal state to the Board regularly;
- Be a member of the executive committee;
- Chair the Finance Committee.
- Present an annual report each fall reviewing the financial health for the previous fiscal year

Section G. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees, be custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. The duties of the Board Secretary are as follows:

- Ensure that minutes of all meetings of Board committees are properly stored;
- Maintain the Board calendar;
- Keep records of all Board actions;
- Prepare the Board Agenda and compile supplemental documents for distribution to Board of Trustees prior to the meeting;
- Ensure compliance with Open Meeting Act requirements;
- Ensure adherence to document management policies and procedures.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- Keep a register of the post office address of each Trustee, and in general perform all the duties incident to the office of Secretary and such other duties as the President may assign.

## **Section V. Meetings**

Meetings of the Board are to be held monthly. A schedule should be proposed and adopted at the beginning of the Board term, but may be amended as necessary. The agenda for the meeting, along with supplementary documents, should be distributed to the trustees prior to the meeting and must be posted to the public at least 24 hours in advance of the meeting.

Except as otherwise provided in the by-laws, the Board approves actions based on an affirmative vote of the majority of the trustees voting at a meeting at which a quorum is present. If a quorum is not obtained, a majority of the Trustees in attendance at a meeting may adjourn the meeting from time to time and without further notice.

An action is brought for vote as follows: A motion for an action is made by a trustee. The motion must then be seconded by another trustee or it shall not be considered further. One seconded,

the further discussion may be had on the motion at the discretion of the President. When the President feels that no more productive discussion is to be had, a vote must be taken.

The act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board of Trustees, except where otherwise provided by law or by these bylaws.

At its Annual Meeting the Board of Trustees shall elect one Trustee to be the President of the Board for a one year term or until a successor is elected and qualified. The Board of Trustees may also elect a Vice President to preside at Board meetings in the absence of the President and to take on such additional responsibilities as the President may assign. The Trustees shall also elect a Secretary to preserve the records of the Board of Trustees in one or more books provided for that purpose. The Trustees shall also elect a Treasurer to oversee the finances of Wasatch Waldorf Charter School. [See details at Section V. Duties of Officers]

## **Section VI. Committees**

*The standing committees of the Board of Trustees shall be: the Finance Committee, the Development Committee, the Policy committee, the Governance Committee, and the Audit Committee.*

The chair of each committee shall be selected by the Board from among its membership. The members of these committees shall be appointed by the Board and need not be members of the Board.

The Finance Committee shall be chaired by the Treasurer and regularly meet to review the school's budget and financial metrics. They shall work with the School's Business Manager and Executive Director to prepare and submit to the Board, for approval, the annual Budget. They shall review other financial investments and make recommendations to the full Governing Board.

The Development Committee shall conduct all fund raising activities of the School including events, grant applications, and solicitations.

The Policy Committee shall prepare and draft all relevant policies and present them to the Board for consideration and vote. They shall maintain a calendar for bi-annual review of each policy, and note required changes based on legislative and regulatory requirements.

The Audit Committee shall review auditors and make an annual recommendation to the Board regarding who to retain to perform the annual audit and then review the audit with the auditor annually and present it to the Board.

The School Land Trust Committee for the School is comprised of the members of the Governing Board. A Chair shall be appointed for the committee to preside during review and approval of

the annual Land Trust Plan which shall be developed and submitted to the Board for review by the School's Director in consultation with various Stakeholders. The Land Trust Committee shall also perform other reviews of data, as required by statute.

The Governance Committee shall oversee Board professional development, training requirements, nomination and orientation of new board members, and annual evaluation of the Executive Director and the Governing Board. Keep the roster of trustees, including contact information, years of service and attendance of regular board meetings;

## **Section VII. Board Member Agreements**

### Overview:

*Each board member is responsible for actively participating in the work of the Wasatch Waldorf Charter School and the life of the school. Each board member is expected to affirm and strive to fulfill the performance expectations outlined below. These expectations are to be clearly articulated prior to electing or appointing any candidate as a board member.*

For appointed positions, WWCS will nominate the candidate only after s/he has agreed to fulfill these expectations. In addition to the responsibilities below, individual trustees are expected to help each other fulfill the tasks outlined for board members.

### A. Specific Agreements:

1. Believe in and be an active advocate and ambassador for the Wasatch Charter School mission, vision, philosophy, values, and goals.
2. Work with fellow board members to fulfill the obligations of board membership, including providing oversight for WWCS's progress on mission-specific goals, budget process, fiduciary obligations, and regulatory compliance.
3. Behave in ways that clearly contribute to the effective operations of the Governing Board, as detailed below in Behavioral Expectations.
4. Regularly attend board and committee meetings. Prepare for these meetings by reviewing materials and bringing the materials to meetings. If unable to attend, notify the board or committee chair in advance.
5. Be prepared to contribute approximately 8-12 hours per month toward board service, which includes:
  - Attending 1 board meetings a month (2 hours)
  - Participating on a board committee (2-4 hours)
  - Reading materials, preparing for meetings (2 hours)
  - Attending events at the school(1-2 hours)
  - Leading one aspect of school fundraising activities annually (10-20 hours annually)

6. Attend the annual board in-service retreat and other board training as scheduled.
7. Keep informed about the school and its issues by reviewing materials, participating in discussions, and asking strategic questions.
8. Use personal and professional contacts and expertise for the benefit of Wasatch Waldorf Charter School.
9. Serve as a committee or task force member or chair.
10. Engage in regular board trainings and professional development and Board and self-evaluation critiques.
11. Inform the Governing Board of WCS of any potential conflicts of interest, whether real or perceived, and abide by the decision of the board related to the situation.
12. Visit the school periodically to have a feel for the school. Board members may schedule visits to classrooms, talk with the staff and become familiar with current school concerns. However, Board Members should not seek to use their position to individually influence administration or teaching staff in the school. Board decisions and influence is communicated through formal votes of the full Governing Board.

#### B. Qualifications

1. Read documentation relating to the Utah Public and Open Meetings Act, Policies and Procedures, and the Wasatch Charter School (WCS) charter document.
2. Be familiar with Waldorf school methods and curriculum. [Board members are required, at a minimum, to read Jack Petrash's *Understanding Waldorf Education*.]
3. Be in agreement with the educational philosophy, discipline policy and administrative structure of our school.
4. Be in agreement with the purpose of the Governing Board as outlined above.
5. Wasatch Waldorf Charter School Board Members may not be employees of WWCS.
6. All Board Members must be willing to commit for their full three year term.
7. Prior board experience is helpful. A high value for professionalism and the success of the school is mandatory. Motivation for serving on the board shall be to help guarantee the educational success of students.
8. Board members should have limited actual or perceived conflicts of interest, both financial

and interpersonal. All potential conflicts of interest should be disclosed to the Governing Board in accordance with the WWCS Conflict of Interest Policy so that they may be evaluated and taken into consideration prior to the election of a Board member.

### C. Behavioral Expectations

1. Be an active, positive advocate for the school. Board members will never speak negatively about staff or other board members to the school community, or parties outside the school community. Board members will not question any decision made by the Executive Director in any public arena. With humility, each board member will serve the best interests of the school.

2. Focus on the good of the organization and group, not on a personal agenda. While at the school, Board Members shall be mindful of the different roles they play: parent, volunteer, board member, etc. A board member will not use their position of authority while acting in their parent or volunteer roles. Board Members shall foster good relationships with the administrator and staff on a personal level.

3. Disagreement and productive dialogue are expected but should be handled with decorum and respect. Each Board Member holds the obligation to act in the best interest of the school and each voice is critical in that interest. Silence is considered agreement and thus each member must engage productively and regularly.

4. Issues being discussed shall not be personalized and directed toward any other board member, staff member, parent or anyone else. Confidentiality is expected in all situations. Board members will follow the communication policies and conflict resolution.  
(See Healthy Communications Guidelines)

5. Participate in an honest appraisal of one's own performance and that of the board. Board members shall exemplify integrity, honesty and respect. Any board member finding himself or herself involved in an unresolvable conflict shall put the vision of the school first and step down from the board.

6. Abide by the Utah Open and Public Meetings Act (Utah Code Title 52, Chapter 4). (See [http://www.ulct.org/ulct/wp-content/uploads/sites/4/2013/02/Open\\_Public\\_Meetings\\_Act-05-2010.pdf](http://www.ulct.org/ulct/wp-content/uploads/sites/4/2013/02/Open_Public_Meetings_Act-05-2010.pdf))

I, the undersigned have read, understood, and affirm my adherence to the principles and practices described herein.

Signed, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_ Board Member, Wasatch Waldorf Charter School