

# TCSA Model Board Policy Series

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## **200 Series: Charter School Governance**

*Sustainable Education Solutions dba*

*Trinity Environmental Academy*

## INTRODUCTION

The Model Board Policies for Charter Schools is a series of publications by the Texas Charter Schools Association (TCSA). These publications are an educational tool for charter school leaders to aid in the operation and management of open-enrollment charter schools in Texas.

### Overall Policy Framework

Each module in the Board Policy Series provides a summary of federal and state statutes, regulations, and related materials applicable to open enrollment charter schools. Citations to these materials are provided throughout the module and many contain a hyperlink so the actual statutory or regulatory provision can be accessed on the Internet. The summary is designated by the LEGAL AUTHORITY tab on the right edge of each page.

After the LEGAL AUTHORITY portion of the module you will find the model policy section designed to comply with current statutory and regulatory requirements described in the LEGAL AUTHORITY summaries. These policies are designated by the red CHARTER BOARD POLICY tab on the right edge of each page.

These are suggested policies to address the requirements set forth in this Module. Prior to adoption of the model policies by the Board of a charter school, each policy should be customized by including the school's name and by tailoring the language, if appropriate, to fit the specific needs, culture and requirements of the school. TCSA recommends that the Board of a charter school consult with and obtain the advice of the school's legal counsel in connection with adopting policies to comply with laws governing charter schools.

TCSA plans to update the Model Board Policies for Charter Schools after each Texas Legislative Session to reflect changes in applicable laws. We also will regularly and continually update the Policy Series when changes occur in state and federal case law and administration regulations that affect open enrollment charter schools. We encourage you to renew your subscription to the policy series each year to ensure that your school has the most recent laws and regulations.

### Scope of Service & Copyright Notice

This policy module prepared by the TCSA is designed and intended as a resource of information for charter schools and is not to be construed as legal advice. It should be used in connection with consulting and obtaining the advice of the school's legal counsel to ensure compliance with applicable legal requirements.

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## **Module 200: Charter School Governance & Organization**

Charter School Governance & Organization, Module 200, is the second module of the Model Board Policies. The material included in this module provides a comprehensive summary of statutes and regulations that apply to the governance and organization of charter schools, as well as specific model board policies designed to comply with these legal requirements. Other policy modules in the series include:

Module 100: Charter School Governance & Organization Module

Module 300: General School Operations

Module 400: Students

Module 500: Open Government

Module 600: Human Resources

### Legal Abbreviations Used In The Model Board Policies For Charter Schools

C.F.R	Code of Federal Regulations
Tex. Admin. Code	Texas Administrative Code
Tex. Bus. org. code	Texas Business Organization Code
Tex. Educ. Code	Texas Education Code
Tex. Gov't Code	Texas Government Code
Tex. Labor Code	Texas Labor Code
Tex. Local Gov't Code	Texas Local Government Code
Tex. Rev. Civ. Stat.	Texas Revised Civil Statutes
U.S.C.A	United States Code Annotated

## **Table of Contents**

### **200.020. CORPORATE STRUCTURE**

### **200.030. MISSION OF TRINITY ENVIRONMENTAL ACADEMY**

### **200.040. BOARD OPERATING PROCEDURES**

- SECTION 1. Composition of the Board
- SECTION 2. Open Government
- SECTION 3. Annual Report on Charter Governance

### **200.050. POLICY ON POLICIES**

- SECTION 1. Qualifications
- SECTION 2. Policy Adoption and Review

### **200.060. BOARD MEMBER DUTIES AND RESPONSIBILITIES**

- SECTION 1. Responsibility and Accountability
- SECTION 2. Fiduciary Duty
- SECTION 3. Evaluation of Executive Director
- SECTION 4. Web Posting of Board Member Names

### **200.080. BOARD MEMBER TRAINING**

- SECTION 1. Board Member Training
- SECTION 2. Record of Board Member Training

### **200.100. NEPOTISM**

### **200.120. CONFLICTS OF INTEREST**

CONFLICTS DISCLOSURE STATEMENT (CIS) FORMS

### **200.140. RESTRICTIONS ON SERVING AS A BOARD MEMBER OR OFFICER**

- SECTION 1. Criminal History Records
- SECTION 2. Majority of Board Members as Qualified Voters

### **200.160. COMPLIANCE RECORDS ON NEPOTISM, CONFLICTS OF INTEREST, & RESTRICTIONS ON SERVING**

- SECTION 1. Compliance Record Maintenance
  - SECTION 2. Compliance Form
- CONFLICT OF INTEREST QUESTIONNAIRE (CIQ)

### **200.200. CHIEF EXECUTIVE OFFICER**

- SECTION 1. Powers & Duties
- SECTION 2. Training
- SECTION 3. Annual Evaluation
- SECTION 4. Development of Administrative Procedures
- SECTION 5. Posting of CEO Salary

### **200.220 CAMPAIGN CONTRIBUTIONS TO THE STATE BOARD OF EDUCATION**

- SECTION 1. Disclosure
- SECTION 2. Benefits Conferred
- SECTION 3. Continuing Duty to Report
- SECTION 4. Management Services Companies
- SECTION 5. Political Advertising

## 200.020. CORPORATE STRUCTURE

*Please see attached "SES Amended and Restated Bylaws Adopted 5-9-2013" for this information. Any changes made to the bylaws/articles of incorporation document would need to be communicated to TEA in a non-expansion amendment. This will function as the policy of Section 200.020 Corporate Structure.*

## **200.030. TriEA'S MISSION AND VISION**

The mission of Trinity Environmental Academy is to provide an innovative environmental-based education to engage and empower scholars to become tomorrow's global change agents.

The vision of Trinity Environmental Academy is to develop impact oriented, outward focused, and self-realized global citizens by engaging students in relevant, inquiry-based learning focusing on sustainability and STEM education.

(Mission and Vision excerpted from p. 3 of Charter)

**200.040. BOARD OPERATING PROCEDURES**

The governing body (“Board”) of Trinity Environmental Academy “TriEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

**SECTION 1. Composition of the Board**

Section 1.1. Number of Board Members. TriEA’s “Board of Directors of the Corporation shall be composed of no less than three and no more than ten individuals.” (Article IV, Section 2 “Number and Qualifications” of Bylaws)

Section 1.2. Selection and Terms in Office.

The Bylaws control the method by which board members are selected and the terms in office. Article IV, Section 3 “Election and Term of Office” states, “The members of the Board of Directors shall be elected by the Directors at the annual meeting of the Board of Directors. Members of the Board of Directors shall hold office for a term of one year.”

Section 1.3. Officers. Please see Article VI of Bylaws for complete information related to Officers. Section 1.3 is excerpted from “Article VI. Officers.” Sections 7-10 in the Bylaws:

The Board shall consist of the following officer positions:

**President.** The President shall preside at all meetings of the Board of Directors. The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may make and sign contracts, mortgages, or other instruments in the name of and on behalf of the Corporation, which the Board of Directors has authorized, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

**Vice President.** The Vice Presidents shall, in order of seniority, in the absence or disability of the President, perform the duties and exercise the powers of the President. A Vice President shall also generally assist the President and exercise such other powers and perform such other duties as are delegated to him or her by the President and as the Board of Directors shall prescribe.

**Secretary.** The Secretary shall attend all meetings of the Board and keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws; ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors or by the President.

**Treasurer.** The Treasurer shall be the financial officer of the Corporation. The Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including without limitation, the duty and power to keep and be responsible for all funds and securities of the Corporation, to maintain the financial records of the Corporation, to deposit funds of the Corporation in depositories as authorized, to disburse such funds as authorized, to make proper accounts of such funds, and to render as required by the Board accounts of all such transactions and of the financial condition of the Corporation. He or she shall also have such other

authority and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

Section 1.4. Vacancies and Removals. The Bylaws control the method by which board vacancies are filled and the method by which members are removed. Please see Article IV and VI of Bylaws for complete information related to Board Members and Officers respectively.

**SECTION 2. Open Government**

The Board shall comply with the Texas Open Meetings Act and the Texas Public Information Act.

SECTION 3. Annual Report on Charter Governance

The Chair of the Board, or the Chair's designee, shall ensure that by December 1st of each year the annual report on charter governance is submitted to the Texas Education Agency.



## **200.050. POLICY ON POLICIES**

SECTION 1. Classification: There are two fundamental classes of policy subject to board review and action: board and administrative.

Section 1.1. Board Policies. Board policies may be recommended by individual board members, any board committees (standing or *ad hoc*) appointed with the task of developing one or more policies, or school administration, but in all cases must be adopted only by the board meeting in regular or special called session in accordance with standard operational procedures. Board policies become effective at the date set by the board upon adoption of the policy.

Section 1.2. Administrative Policies. Administrative policies are developed or adopted by the school administration and are subject to board review and may be modified, annulled, or replaced at the discretion of the board. Administrative policies become effective on the date established by the administration upon adoption of the policy and remain in effect until modified, annulled, or replaced by the administration or the board. The board is under no obligation to review or act upon any administrative policy and elects to do so at its sole discretion. (Ex. of administrative policies may include Employee Handbook, Student Code of Conduct, Accounting Procedures Manual, and Data Quality Manual)

### SECTION 2. Policy Adoption and Review

#### Section 2.1. Board Policy

- i. Standard Operating Procedure: Proposed board level policies normally will be introduced at one meeting, discussed during the subsequent meeting, and acted upon during the second meeting following their introduction to the board. The board retains the freedom to suspend discussion or action with regard to any proposed policy at its sole discretion and may return to the matter in question at any time provided it follows the sequence outlined above.
- ii. Emergency Procedure: Should adequate cause exist for expedited action, the board may, at the recommendation of the board chair or administration, compress the standard operating procedure to allow for a proposed policy to be introduced, discussed, and acted upon in a single meeting. In all such cases, the public will be notified of the board's intent to apply emergency procedure in the case of specific policies by noting on the publicly posted agenda that such a procedure is to be applied.

#### Section 2.2. Administrative policy

- i. All administrative policies adopted by the administration but not yet reviewed by the board will be presented for board review, if requested. Policies subject to review will be noted on the board agenda of the meeting in which they are first presented for review.
- ii. Board members will be provided copies of the policies under consideration at least 72 hours before the board meeting in which they are to be reviewed.
- iii. Should at least two board members recommend a full board review of administrative policies subject to board review, the board as a whole will determine if the policy is to be formally reviewed (discussed and acted upon) and, if so, under which procedure (standard operating or emergency) it is to be reviewed.

- iv. If the board elects to review an administrative policy, it must also determine the meeting at which the policy is to be reviewed and whether the policy in question will be suspended or active until such time as the board is able to deliberate and act.
- v. If the board decides to review an administrative policy immediately under emergency procedures, the policy must be read aloud in its entirety before the board may discuss or act upon the policy in question.
- vi. Should the board decline to review an administrative policy subject to review, the policy shall continue in force until such time as the board or the administration should elect to alter, nullify, or replace it.

**200.060. BOARD MEMBER DUTIES AND RESPONSIBILITIES**

The governing body (“Board”) of Trinity Environmental Academy “TriEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

**SECTION 1. Responsibility and Accountability**

The Board of TriEA assumes ultimate responsibility for the management, operation, and accountability of TriEA.

**SECTION 2. Fiduciary Duty**

Each member of the TriEA Board assumes the fiduciary duties of obedience, loyalty, and due care to TriEA.

**SECTION 3. Evaluation of Executive Director**

The Board shall conduct a minimum of one performance evaluation per calendar year of the CEO and CAO of TriEA.

**SECTION 4. Web Posting of Board Member Names**

The names of the members of the board of the open-enrollment charter school shall be continuously posted on the homepage of the school’s Internet website.

## **200.080. BOARD MEMBER TRAINING**

The governing body (“Board”) of Trinity Environmental Academy “TriEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

### **SECTION 1. Board Member Training**

Each member of the Board assumes responsibility for the required training.

### **SECTION 2. Record of Board Member Training**

The Chair of the Board or the Chair’s designee shall maintain records concerning training hours.

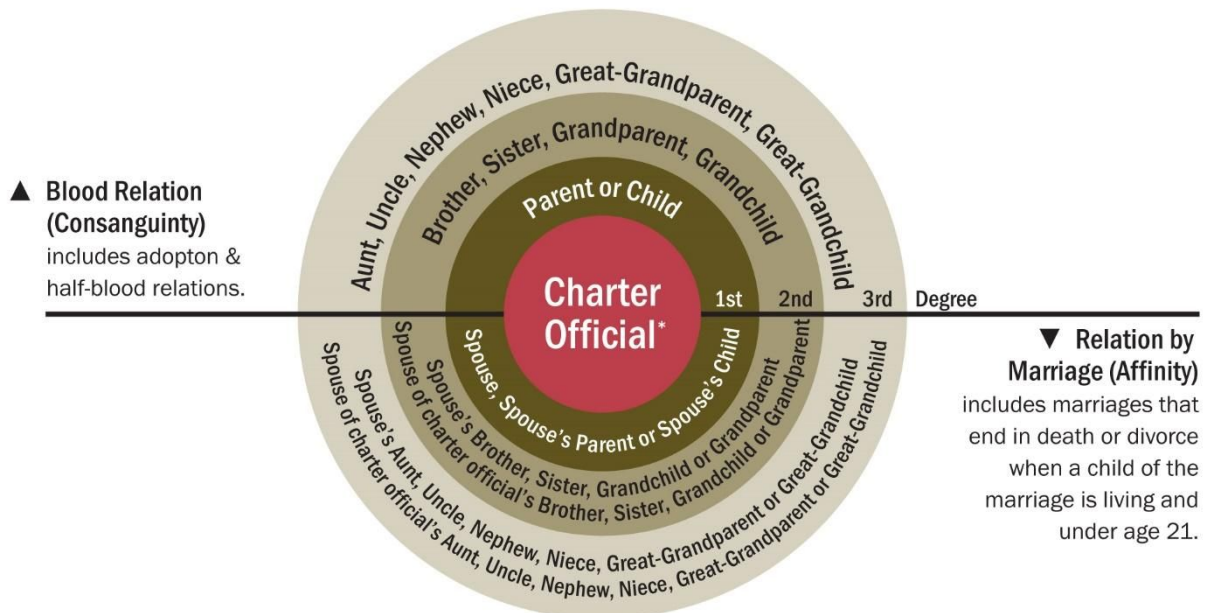
**200.100. NEPOTISM**

The governing body (“Board”) of Trinity Environmental Academy “TriEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

The Board of TriEA shall comply with all applicable nepotism statutes and rules.

If a charter holder or charter school board member, an officer of the board of a charter school or charter holder, or a superintendent or chief executive officer of a school to whom the board of directors has delegated the final authority to select school employees, is related to one of the following individuals then that related individual may not be employed by the charter school:

**200.100 Nepotism Diagram**



\*Charter Official includes charter holder board member, charter school board member, or officer of a charter school.

## 200.120. CONFLICTS OF INTEREST

### Section 1. Substantial Interest in Real Property or Business Entity

For purposes of compliance with Chapter 171 of the Texas Local Government Code, which relates to board members and other officers of the charter school doing business with the charter school, affected board members and employees must execute one or both of the attached affidavits, as appropriate.

Section 1.1. Affected board members or employees must timely file the executed affidavit with the official record keeper of the charter holder when circumstances require such a filing.

Section 1.2. The minutes of the board meeting during which a board member or employee submits an affidavit or abstains from a vote must clearly identify each person participating in the matter, each person abstaining, each person voting, and the vote of each person.

Section 1.3. An action taken subject to this section must be approved through a written resolution adopted by the governing board and signed by the board members voting in favor of it.

### Section 2. Managing Conflict Disclosure Form Records

For purposes of compliance with Chapter 176 of the Texas Government Code, the CEO or the CEO's designee must maintain a list of the charter holder's local government officers and must make that list available to the public and any vendor required to file a Conflict of Interest Questionnaire (CIQ) form. Additionally, the CEO or the CEO's designee must maintain the completed Conflicts Disclosure Statement (CIS) forms and CIQ forms in accordance with the charter school's records retention schedule.

### Section 3. Web Postings of CIS and CIQ Forms

The CEO must ensure that completed CIS forms and CIQ forms are posted to the charter's Internet website.

The SES Board shall sign the Annual Conflict of Interest Disclosure form (aka Conflict of Interest Questionnaire (CIQ) by September 1 of each year.

Two types of Conflict Disclosure Statement (CIS) forms are available and can be completed as needed.

**CONFLICTS DISCLOSURE STATEMENT (CIS) FORM**  
**AFFIDAVIT FOR SUBSTANTIAL INTEREST IN REAL PROPERTY**

State of Texas  
County of \_\_\_\_\_

I, \_\_\_\_\_,  
a local public official under Texas law, do hereby swear and affirm that I have a substantial interest in the real property described below and that it is reasonably foreseeable that a board vote, decision, or other action on the matter will have a special economic effect on the value of the property, distinguishable from its effect on the public.

The nature and extent of my interest of the real property is as follows:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Address and Description of the Real Property:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Concerning the real property described above, I hereby affirm that \_\_\_ I have or \_\_\_ a person related to me within the third degree by blood (consanguinity) or marriage (affinity) has an equitable or ownership interest with a fair market value of \$2,500 or more.

I further affirm that I will abstain from further participation on any matter before the School Board of Directors concerning this real property.

These statements are based on my personal knowledge and are true and correct. Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
(Signature of Charter School Official)

\_\_\_\_\_  
(TriEA Official)

ACKNOWLEDGEMENT CERTIFICATE BY NOTARY PUBLIC:

This instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
by \_\_\_\_\_  
(TriEA Official)

\_\_\_\_\_ Personally known or \_\_\_\_\_ Produced \_\_\_\_\_  
as identification.

**(NOTARY SEAL)**

\_\_\_\_\_  
(Signature of Notary Public)

\_\_\_\_\_  
(Printed Name of Notary)  
Notary Public, State of Texas



**CONFLICTS DISCLOSURE STATEMENT (CIS) FORM**  
**AFFIDAVIT FOR SUBSTANTIAL INTEREST IN BUSINESS ENTITY**

State of Texas

County of \_\_\_\_\_

I, \_\_\_\_\_,  
a local public official under Texas law, do hereby swear and affirm that I have a substantial interest in the business entity described below and that a board vote, decision, or other action on the matter will have a special economic effect on the business entity that is distinguishable from its effect on the public.

The nature and extent of my interest of the real property is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Address and Description of the Real Property:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Concerning the business entity named above, I hereby affirm that \_\_\_\_\_ I or \_\_\_\_\_ a person related to me within the third degree by blood (consanguinity) or marriage (affinity):

\_\_\_ own or owns 10% or more of the voting stock or shares of the business entity

\_\_\_ own or owns 10% or more of the fair market value of the business entity

\_\_\_ own or owns \$15,000 or more of the fair market value of the business entity

\_\_\_ received funds from the business entity that exceeded 10% of the person's gross income for the previous year.

I further affirm that I will abstain from further participation on any matter before the

\_\_\_\_\_  
School Board of Directors concerning this business entity.

These statements are based on my personal knowledge and are true and

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

\_\_\_\_\_  
(Signature of Charter School Official)

\_\_\_\_\_  
(TriEA Official)

ACKNOWLEDGEMENT CERTIFICATE BY NOTARY PUBLIC:

This instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2010,  
by \_\_\_\_\_

(TriEA Official)

\_\_\_\_\_ Personally known or \_\_\_\_\_ Produced \_\_\_\_\_  
as identification.

**(NOTARY SEAL)**

\_\_\_\_\_  
(Signature of Notary Public)

\_\_\_\_\_  
(Printed Name of Notary)  
Notary Public, State of Texas

## 200.140. RESTRICTIONS ON SERVING AS A BOARD MEMBER OR OFFICER

The governing body (“Board”) of Trinity Environmental Academy “TriEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

### SECTION 1. Criminal History Records

Section 1.1. Criminal Background Check for Members of the Board. Before an individual becomes a member of the Board, and every third year thereafter, the Chair of the Board or the Chair’s designee shall ensure that all criminal history record information is obtained, as frequently as the law requires, from the Texas Department of Public Safety.

Section 1.3. Criminal History Background Checks for Officers of the Charter School. Before an individual becomes an officer of the charter school, the CEO or CEO’s designee shall ensure that all criminal history record information is obtained from the Texas Department of Public Safety. After the initial check, the CEO or CEO’s designee shall ensure that such a criminal history check is conducted as frequently as the law requires.

Section 1.3. Confidentiality. The CEO of TriEA shall ensure that criminal history information is released only to legally authorized entities.

### Section 2. Majority of Board Members as Qualified Voters

The Board shall ensure that at all times at least a majority of the members of the Board are qualified voters in the state of Texas.

## **200.160. COMPLIANCE RECORDS ON NEPOTISM, CONFLICTS OF INTEREST, & RESTRICTIONS ON SERVING**

The governing body (“Board”) of Trinity Environmental Academy “TRIEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

### **SECTION 1. Compliance Record Maintenance**

The CEO shall maintain the compliance records for state conflict of interest standards as required by law.

### **SECTION 2. Compliance Form**

As a means toward complying with this policy, the CEO may require each member of the governing body of the charter holder, each officer of the charter school, and certain employees of the charter school to complete the form template attached to this policy.

**CONFLICT OF INTEREST QUESTIONNAIRE (CIQ)**  
COMPLIANCE RECORD FOR STATE CONFLICT OF INTEREST STANDARDS

See TriEA's Annual Conflict of Interest Disclosure form

## 200.200. CHIEF EXECUTIVE OFFICER

The governing body (“Board”) of Trinity Environmental Academy “TriEA” adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

### SECTION 1. Powers & Duties

Section 1.1. Non-Delegable Powers and Duties. The Chief Executive Officer (“CEO”) shall not delegate the following powers and duties:

- a. Organizing the charter school’s central administration;
- b. Approving reports or data submissions required by law; and
- c. Selecting charter school employees or officers.

### SECTION 2. Training

The CEO shall comply with and keep accurate records concerning the commissioner of education rules governing training of open-enrollment charter CEOs.

### SECTION 3. Annual Evaluation

The Board of Directors shall conduct an annual evaluation of the CEO and CAO.

### SECTION 4. Development of Administrative Procedures

The CEO, or the CEO’s designee, shall develop administrative procedures by which to implement Board policy.

### SECTION 5. Posting of CEO Salary

Each year the CEO or CEO’s designee shall post the salary of the CEO on its Internet website.

200.220 CAMPAIGN CONTRIBUTIONS TO THE STATE BOARD OF EDUCATION  
(TCSA NOTE: POLICY ON THIS SUBJECT LEGALLY REQUIRED)

The governing body (“Board”) of TriEA adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

SECTION 1. Disclosure

SECTION 1.1 Disclosure. Board members, employees, and agents of TriEA shall disclose whether, at any time in the preceding four years, the person, corporation, or other legal entity made a campaign contribution to a candidate for or to a member of the State Board of Education (SBOE).

SECTION 1.2. In Writing. The disclosure will be made in writing to the commissioner of education within the timeline and in the format established by the SBOE Rule.

SECTION 2. Benefits Conferred

SECTION 2.1. Disclosure. The Board members, employees, and agents of TriEA shall disclose in the same manner, as stated in Section 1.2 of this policy, any benefit conferred on a candidate for or member of the SBOE during the preceding four years.

SECTION 3. Continuing Duty to Report

SECTION 3.1. TriEA, its employees, agents and any contracted management company has a continuing duty to report contributions or expenditures made through the term of a contract, grant, or charter and shall within 21 calendar days notify the commissioner of education upon making a contribution or expenditure covered by this section.

SECTION 4. Management Services Companies

SECTION 4.1. The CEO shall ensure that any contract between TriEA and a management services company includes an acknowledgement by the management services company of its duty to make disclosures of political campaign contributions and benefits conferred to candidates for or members of the State Board of Education.

SECTION 5. Political Advertising

The CEO shall ensure that no state funds are expended by TriEA for any political advertising.

The CEO shall ensure that any contract between TriEA and a management services company includes a prohibition against the expending of state funds for political advertising by the management company.