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MEMBERSHIP

0141 **Number**

The members of the Board of Directors shall consist of the number established within the provisions of the Charter Contract.

0141.1 **Student-Body Representatives**

The Board may have one (1) representative from the high school student body, selected by the School Leader.

A. Each representative shall be allowed to participate in all Board discussions and attend committee meetings to which they may be assigned or invited. The student-body representative(s) shall not be allowed to vote or participate in closed sessions.

B. The School Leader shall arrange a place on the agenda for the student body representative(s) to provide the Board with items of concern and/or interest to the student body.

C. The School Leader shall approve any such items to be presented to the Board in its agenda.

D. The student body representative(s) may be responsible for communicating Board questions or decisions pertaining to students to the student councils, as authorized by Policy 5820.

0142 **Appointment**

0142.1 **Term**

Each Board member shall be appointed for a term, the length of which is set by the Charter Contract. A member may serve additional terms.

0142.2 **Oath**

Each Board member must swear or affirm and file the oath of public officers established at Art. XI § 1 of the Michigan Constitution of 1963 within the timelines established in the Charter Contract and applicable law.

0142.3 **Vacancies**

(See Provision of Charter Contract Bylaws.)

0142.31 **Filling a Board Vacancy**

(See Provision of the Charter Contract Bylaws.)

0142.4 **Orientation**

The preparation of each Board member for the performance of Board duties is essential to the effective functioning of the Board. The Board shall encourage each new Board member to understand the functions of the Board, acquire knowledge of matters related to the operation of the Academy, and learn Board procedures. Accordingly, in conjunction with the Authorizer and the Educational Service Provider, the Board shall give copies of the following items to new Board members no later than their first regular meeting as Board members for their use and possession during their term on the Board:

A. the Charter Contract

B. the Educational Service Provider contract, if applicable

C. the Board Policies Manual;

D. the current budget statement, audit report, and related fiscal materials;

E. the student handbook;

F. the staff handbook;

G. the Open Meetings Act;

H. materials concerning the conduct of meetings (standard agenda, recording minutes, handling of a motion); and

I. other materials, as deemed appropriate by the Board.

Each new Board member shall be invited to meet with the Board President, Educational Service Provider representative, School Leader (employed by the Board), to discuss Board functions, policies, procedures, and provisions of the Charter Contract.

The Board shall encourage the attendance of each new Board member at orientation and training meetings.

0143 **Authority**

MCL 15.261 et seq.

Individual members of the Board do not possess the powers that reside in the Board of Directors. The Board speaks through approval of actions reflected in its minutes, not through its individual members. An act of the Board shall not be valid unless approved by majority vote of the Directors present at a meeting at which a quorum is present. (See Charter Contract Bylaws.)

No member of the Board shall be denied documents or information to which he/she is legally entitled and that are required in the performance of his/her duties as a Board member.

0143.1 **Public Expression of Board Members**

The Board President functions as the official spokesperson for the Board. Occasionally, however, individual Board members will make public statements on Academy matters.

If such statements imply, or if the readers (listeners) could infer that the opinions expressed or statements made are the official positions of the Board, the Board members shall, when writing or speaking on Academy matters make it clear that their views do not necessarily reflect the views of the Board or those of their colleagues on the Board.

This policy shall apply to all statements and/or writings by individual Board members that are not explicitly sanctioned by a majority of its members, except as follows:

A. correspondence, such as legislative proposals, when the Board member has received official guidance from the Board on the matters discussed in the letter;

B. routine (not for publication) correspondence of the Educational Service Provider and/or other employees;

C. routine "thank you" letters of the Board;

D. statements by Board members on non-school matters (providing the statements do not identify the author as a member of the Board); or

E. personal statements not intended for publication.

F. A Board member's personal or private use of social media may have unintended, negative consequences to the Board member and/or the Academy, including possible violations of the Open Meetings Act and issues relating to creation of a public record. Postings to social media should be done in a manner sensitive to the Board member's responsibilities, applicable Academy policies, and legal obligations.

0144 **Operations**

0144.1 **Compensation**

Board members shall not receive annual compensation for service as a Board Member.

0144.11 **Reimbursement of Expenses**

Reference: MCL 380.1254; MCL 388.1764b

The Board shall pay the actual and necessary expenses of its members and employees in the discharge of official duties or in the performance of functions authorized by the Board. The expenditure shall be a public record and shall be made available to a person upon request.

The Board shall approve payment of an expense incurred by a Board member only if either (1) the Board, by a majority vote of its members at an open meeting, approved reimbursement of the specific expense before the expense was incurred, or (2) the expense is consistent with the following policy, and the Board approves the reimbursement before it is actually paid:

The following categories of expenses shall be reimbursable:

A. Mileage for Board-related activities and meetings, not to exceed the then-current rate established by the Internal Revenue Service;

B. Expenses of attending a Board-approved conference, including fees, parking, mileage, meals and housing

C. Expenses related to purchase of printed or other materials relating to Board membership; and

D. Expenses of attending a community or Academy-related event, if the individual attends as the designated representative of the Board.

The following categories of expenses shall not be reimbursable:

F. Expenses of attending a community or Academy-related event, if the individual attends as a private citizen;

G. Entertainment expenses; and

H. The purchase of alcoholic beverages.

A voucher detailing the amount and nature of each expense must be submitted to the Academy Board for approval at a Board meeting, prior to reimbursement.

0144.2 **Board Member Ethics**

Reference: Board of Directors, National School Boards Association

Members of the Board of Directors will strive to improve public education. To that end, Board members will do the following:

A. attend all regularly scheduled and special Board meetings, insofar as possible, and stay informed concerning the issues to be considered at those meetings;

B. endeavor to make policy decisions only after full discussion at publicly held Board meetings;

C. render all decisions based on the available facts and independent judgment, refusing to surrender that judgment to individuals or special interest groups;

D. encourage the free expression of opinion by all Board members and seek systematic communications among the Board and students, staff, and all elements of the community;

E. work with the other Board members to establish effective Board policies and delegate authority for the administration of the Academy;

F. communicate to other Board members, Educational Service Provider and the School Leader (employed by the Board) expressions of public reaction to Board policies and Academy programs;

G. inform themselves concerning current educational issues through individual study and participation in programs, which provide relevant information;

H. support the employment of persons best qualified to serve as staff, and insist on regular and impartial evaluations of all staff;

I. avoid conflict of interest and refrain from using their Board positions for personal or partisan gain;

J. take no private action that may compromise the Board or administration and respect the confidentiality of information that is privileged under applicable law;

K. remember that their first and greatest concern must be for the educational welfare of the students attending the Academy.

L. observe all applicable statutory limitations and duties regarding conflicts of interest.

0144.3 **Conflict of Interest**

MCL 15.323; 380.1203, 450.2545a

Board members shall perform their official duties free from any conflict of interest. To this end, no Board member shall use his/her position as a Board member to benefit either himself/herself or any other individual or agency, apart from the total interest of the Academy.

When a member of the Board suspects the possibility of a personal interest conflict, he/she should disclose his/her interest (such disclosure shall become a matter of record in the minutes of the Board) and thereafter abstain from any participation in both the discussion of the matter and the vote thereon.

If a Board member’s financial interest pertains to a proposed contract with the Academy, the following requirements must be met:

A. The Board member shall disclose the financial interest in the contract to the Board with such disclosure made a part of the official Board minutes. If his/her direct financial interest amounts to $250 or more, or five percent (5%) or more of the contract cost to the Academy, the Board member shall make the disclosure in one of two (2) ways:

1. In writing, to the Board President (or, if the member is the Board President, to the Board Secretary) at least seven (7) days prior to the meeting at which the vote on the contract will be taken. The disclosure shall be made public in the same manner as the Board's notices of its public meetings. (See Board Operating Policy 0165.)

2. By verbal announcement at a meeting at least seven (7) days prior to the meeting at which a vote on the contract is to be taken. The Board member must use this method of disclosure if his/her financial interest amounts to $5,000 or more.

B. Any contract in which there is a conflict of interest, as defined by this Policy and the related statute (MCL 15.321 et seq.), must be approved by a vote of not less than two-thirds (2/3) of the full Board (excluding the vote of any Board member with a financial interest).

However, if a majority of the members of the Board are required to abstain from voting on a contract or other financial transaction due to a financial interest, then for the purposes of that contract or other financial transaction, the members who are not required to abstain constitute a quorum of the board and only a majority of those members eligible to vote is required for approval of the contract or financial transaction.

C. A member of the Board is presumed to have a conflict of interest if the member or his/her family member has a financial interest, or a competing financial interest, in the contract or other financial transaction or is an employee of or at the Academy.

Having a child in the Academy does not alone constitute a conflict of interest or financial interest in a contract or other financial transaction of the Academy.

"Family member" means a person's spouse or spouse's sibling or child; a person's sibling or sibling's spouse or child; a person's child or child's spouse; or a person's parent or parent's spouse, and includes these relationships as created by adoption or marriage.

A Board member is not considered to have a financial interest in any of the following instances:

1. A contract or other financial transaction between the Academy and any of the following:

    a. A corporation in which the individual is a stockholder owning 1% or less of the total stock outstanding in any class if the stock is not listed on a stock exchange or owning stock that has a present market value of $25,000.00 or less if the stock is listed on a stock exchange.

    b. A corporation in which a trust, if the individual is a beneficiary under the trust, owns 1% or less of the total stock outstanding in any class if the stock is not listed on a stock exchange or owns stock that has a present market value of $25,000.00 or less if the stock is listed on a stock exchange.

    c. A professional limited liability company organized pursuant to the Michigan limited liability company act, if the individual is an employee but not a member of the company.

2. A contract or other financial transaction between the Academy and any of the following:

    a. A corporation in which the individual is not a director, officer, or employee.

    b. A firm, partnership, or other unincorporated association, in which the individual is not a partner, member, or employee.

    c. A corporation or firm that has an indebtedness owed to the individual.

3. A contract awarded to the lowest qualified bidder, upon receipt of sealed bids pursuant to a published notice for bids if the notice does not bar, except as authorized by law, any qualified person, firm, corporation, or trust from bidding. This does not apply to any amendments or renegotiations of a contract or to additional payments under the contract that were not authorized by the contract at the time of award.

D. The official minutes of the Board must disclose the name of each party involved in the contract, the nature of the financial interest, and the terms of the contract, including the duration; financial consideration between the parties; facilities or services of the Academy included in the contract; and the nature and degree of assignment of school staff needed to fulfill the contract.

E. A Board member with a conflict of interest in a contract may not participate in the discussion of nor vote on the contract.

Board members shall not solicit or accept gratuities, favors, or anything of monetary value from contractors or parties to subcontracts involved with Federal grant funds, except that a Board member may accept an unsolicited gift of nominal value.

F. A Board member may serve as a volunteer coach or supervisor of a student extra-curricular activity if ALL of the following conditions are present:

1. The Board member receives no compensation as a volunteer coach or supervisor;

2. The Board member abstains from voting on issues before the Board concerning the program in which he is involved during the period of time s/he serves as a volunteer coach or supervisor; and

3. The appointing authority has received the results of a criminal history check and criminal records check from the Michigan State Police and the Federal Bureau of Investigation for the Board member.

0144.4 **Indemnification**

MCL 691.1408, 450.2561 – 2569

The Board may hold Directors and Officers harmless and may indemnify, pay, settle, or compromise a judgment against a Board member to the extent allowed under the law. The Board may also purchase Errors and Omissions insurance coverage for the Board of Directors.

0145 **Discriminatory Harassment**

MCL 37.1101 et seq., 37.2101 et seq.

The intent of the Board of Directors is to provide an environment that fosters the respect and dignity of each person. To this end, the Board is committed to the maintenance of an environment free of harassment and intimidation.

Harassment of students, persons providing services to the Academy, and employees on the basis of their race, color, national origin, sex, disability, age, religion, or any other legally protected characteristic in its educational programs or activities is prohibited and will not be tolerated. See Policy 5517.

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