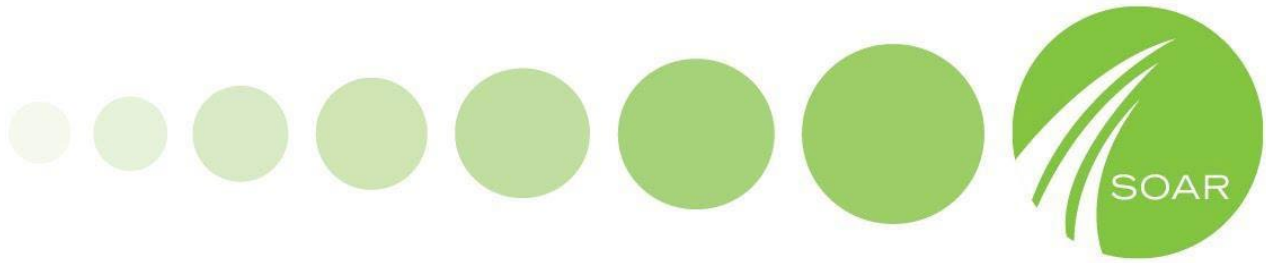




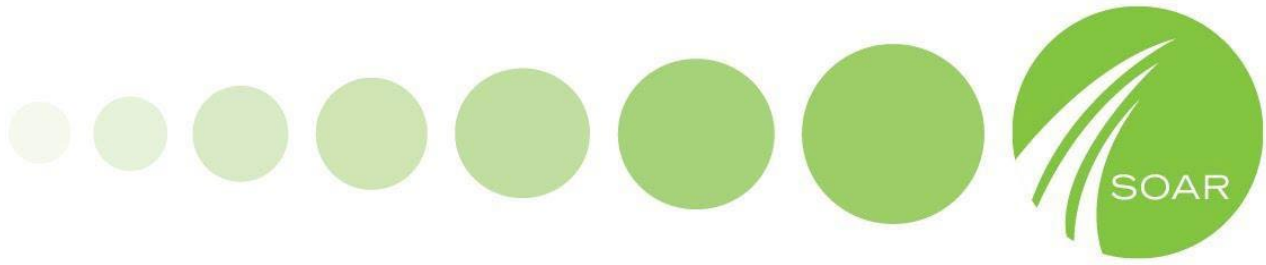
# SOAR Board Manual

October 2023



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## Vision

Founded in 2010, SOAR is built on the premise that we should “expect more” from our public schools.

SOAR students create full and meaningful lives, enrich our democracy, and contribute to a more just society. The SOAR Habits: Respect, Compassion, Perseverance, Responsibility and Integrity.

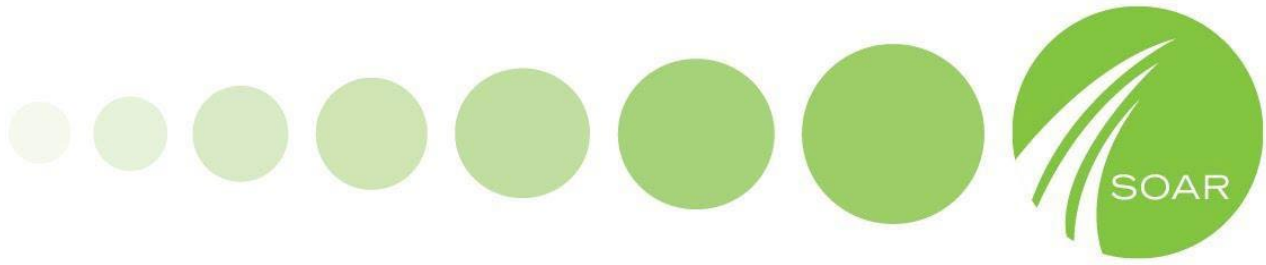
In the 2020-2021 school year SOAR enters its twelfth year serving the Far Northeast Denver community, serving approximately 450 kindergarten through 5th grade students.

## Governance of SOAR

SOAR has been incorporated as a 501(C)(3) nonprofit organization in the state of Colorado. Articles of Incorporation have been filed with the State of Colorado and Bylaws have been adopted. The Board of Directors will determine the rules of governance and will govern the affairs of SOAR in accordance with these rules. The Principal/Head of School will answer directly to the Board and serve at the pleasure of the Board. Responsibility for day-to-day operations will be delegated to the Principal/Head of School. The Board will maintain the vision and beliefs of the school.

Board members shall act as ambassadors for the school and will serve the best interests of the school. The goal of meeting the needs of students and continually improving the quality of SOAR will take precedence in all situations.

SOAR has been created to serve students. All decisions by the Board of Directors and the administration should be made within the parameters of the vision and beliefs of the school, always keeping in mind the interest of students.



## Responsibilities and Duties of the Board of Directors

### Policy development

- Ensure the development of comprehensive and appropriate organizational policies that are in line with the school mission and charter

### Financial Oversight

- Conduct thorough discussion of and formally approve annual budget and allocation among priorities
- Ensure regular financial reports are reviewed
- Ensure a professional, independent annual audit is conducted and reviewed
- Oversee fundraising activities and make individual contributions appropriate to member circumstances

### Program Oversight

- Board is regularly updated about programs and services
- Know the strengths and weaknesses of school
- Assure the right mix of programming

### Strategic Planning

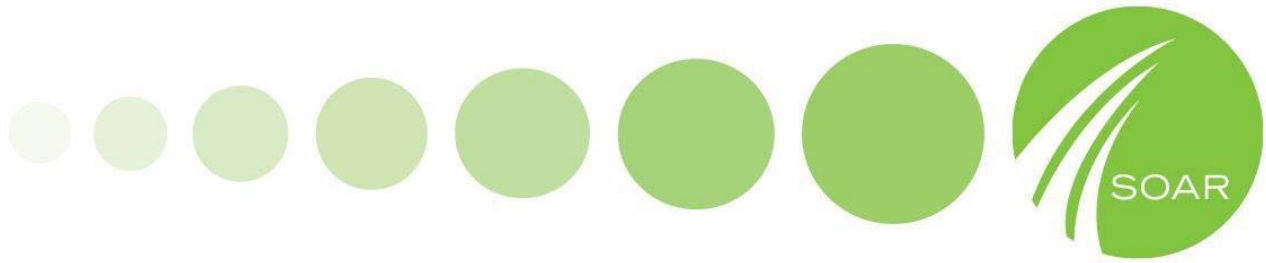
- Focus on long term rather than short term
- Articulate a strategic vision for a 3 – 5 year period
- Periodically review the strategic plan to address new opportunities and challenges

### Relationship with the Principal/ Head of School

- Craft a written job description
- Maintain an appropriate relationship between Principal/Head of School and Board reflecting their distinct responsibilities
- Promote and ensure mutual trust and respect between board and school leader
- Give school leader enough authority and responsibility to lead and manage the school successfully
- Ensure leadership succession plan and conduct a professional Principal/Head of School search process when necessary
- Assess Principal/Head of School performance and conduct a formal annual performance evaluation

### Board Composition and Governance – Ongoing Board Training, Following Policies and Procedures, Committee Structures

- Effective process to identify needs in board's composition
- Reflect diversity needed by the school/reflecting community
- Cultivate candidates who meet the skill and dispositional set
- Develop and implement comprehensive onboarding
- Institute a length of term policy



#### Legal and Ethical Integrity

- Comply with all state and districts laws and policies
- Oversee required record keeping of Board business

#### Relationship between Board and Staff

- Clearly define and honor the respective roles of Board members and staff
- Ensure appropriate policies for staff selection, training, promotion and grievance

#### Relationships with the community

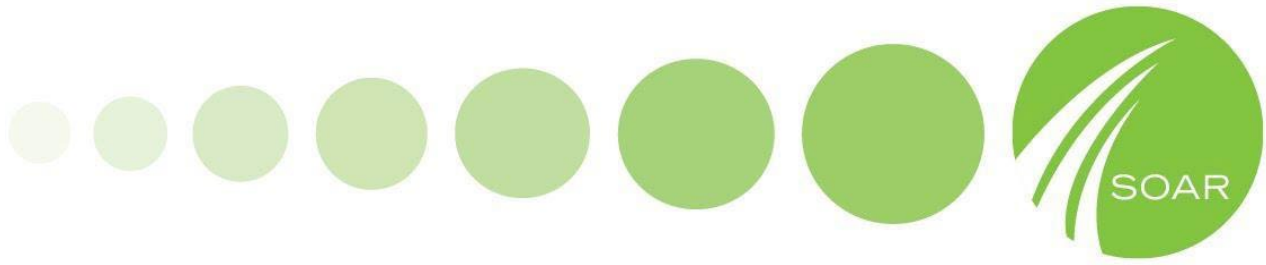
- Ensure effective marketing and PR strategies for the school
- Promote a positive image school image
- Create clarity about who speaks for the school
- Engage with parents and local community members to build support for the school

#### Operate Efficiently

- Be familiar with bylaws
- Regularly review policies, procedures, by-laws and charter contract
- Create clear and succinct agendas and supporting written material prior to meetings
- Focus agendas on substantive issues appropriate for board consideration
- Provide adequate meeting time to discuss and ask questions
- Focus board meetings on strategy not information
- Ensure committee assignments that reflect interests, experience and skills of board
- Have stated purposes and an annual work plan for each committee
- Provide adequate opportunities for leadership development within board
- Provide ongoing professional development for board members
- Utilize clear decision making protocols
- Create a mechanism to handle business between meetings

#### Risk Management Policies

- Approve policies to manage risks
- Provide adequate liability insurance for board and staff
- Conduct a periodic review of insurance



## How We Enact our Responsibilities and Duties

When acting in the role of a member of the Board of Directors of SOAR Elementary School all Board members behave with congruence to the unique mission and school model of SOAR. This includes enacting the SOAR Beliefs:

- Respect
- Compassion
- Perseverance
- Responsibility
- Integrity

It also includes aligning with the Board working agreements:

- Approach every decision through the lens of what's best for kids
- Attend to the needs of staff and promote support, development and growth opportunities
- Embody SOAR's mission and vision in all of our work
- Be willing to engage in courageous conversations about race, ethnicity, language, etc. and equity
- Engage in creative problem solving while welcoming and honoring diverse perspectives
- Come prepared for meetings and stay present and engaged
- Honor equity of voices in meetings

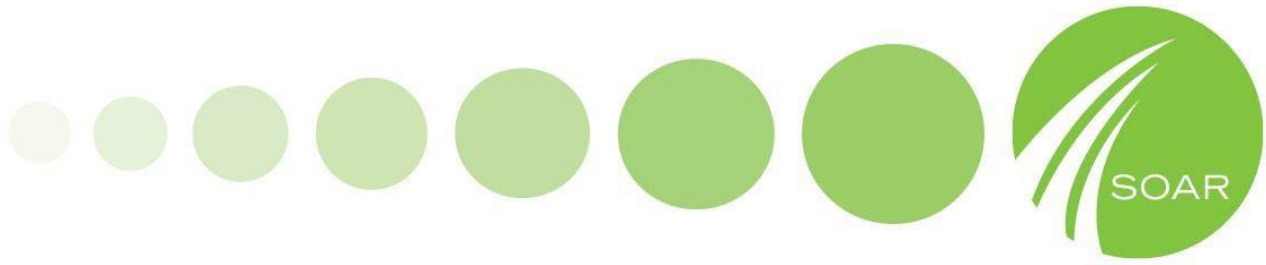
## Board Member Profile

The SOAR Board of Directors shares a firm belief in providing a rigorous academic program to a diverse group of students. The purpose of the Board is to provide a vision and general direction for the school, not to provide day-to-day management. A primary responsibility of the Board is to provide financial oversight for the school. The Board shall strive to foster good relations with the administration who will be charged with carrying out the vision set by the Board.

## Qualifications

All SOAR Board members should:

- Be in support of the Vision and Habits of SOAR
- Be familiar with the curriculum and teaching practices in the school
- Demonstrate a high degree of professionalism and motivation
- Exemplify integrity, honesty and respect
- Be familiar with and abide by the open meetings law [C.R.S. § 24-6-401]



## Board Operations

### Standing Committees of the Board

Standing committees will be created by the Board and will be charged with gathering information, exploring alternatives and bringing recommendations to the Board of Directors. Committee members will be appointed by the Board and will include at least one Board Member. Faculty, students, parents, outside professionals and school volunteers may also serve on committees. Standing committees may include:

- Executive Committee
- Finance Committee
- Development Committee
- Board Development and Governance Committee
- Strategic Planning Committee

Full details on each potential committee are included in Appendix A.

### Officers of the Board

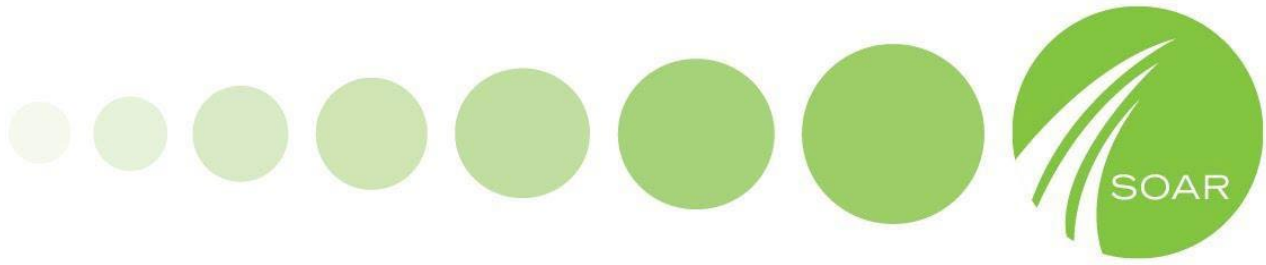
The voting members of the Board will elect a President, Vice President, Treasurer, and Secretary. These officers will constitute the Executive Committee of the Board.

The President of the Board will preside at all meetings of the full Board and will see that all orders and resolutions of the Board are carried into effect. The President will maintain active, collegial engagement with the Principal/Head of School, facilitate communication among Board members, and act as the official representative of the Board to the school community.

The Vice President will assist the President and will perform such duties as may be assigned by the President. In the President's absence, the Vice President will perform the duties of the President and will have all the powers of the President.

The Treasurer will be responsible for the funds and securities of the school. The Treasurer will have final responsibility for the financial statements of SOAR. The Treasurer will serve as a member of the finance committee and ensure that any grant monies received are expended in accordance with the terms of the grant.

Administrative SOAR staff will keep the minutes of the Board of Directors and of all committees. The Secretary will approve the minutes prior to distribution to the Board. Administrative SOAR staff will make copies of the minutes and written committee reports available to the public as needed.



## Meeting Procedures

Members of the Executive Committee will be responsible for creating meeting agendas, in consultation with the Principal/Head of School and other staff members. Agenda items for future meetings will, to the extent possible, be agreed to at a prior meeting. The agenda items should be presented in writing in advance and distributed to Board members. New business raised at a meeting of the Board will be considered for inclusion in subsequent meetings only and not discussed at the meeting unless circumstances dictate that the matter be addressed immediately.

At meetings of the Board, every agenda item will be presented by a Board member or by the administration. During the public comment session audience members who wish to participate will raise their hands and be recognized by the President. All written materials to be considered at a meeting will be distributed to the Board at least 48 hours in advance of the meeting whenever possible. The materials will also be made available for public inspection in the school office after they have been submitted to the Board.

The Board will typically operate by the general norms of parliamentary procedure, with action being initiated by a motion and a second, discussion to follow, and a vote taken on each motion. When issues of greater importance to the school are taken up, the Board may choose to make its decision by consensus using a “Fist to 5” procedure. This is accomplished by raising hands as in voting, with the number of fingers raised indicating each member’s level of agreement;

- **A fist** means, “I object and will block consensus.”
- **1 finger** means, “I have strong reservations but would not block consensus.”
- **2 fingers** means “I have some concerns but will go along with the group’s decision.”
- **3 fingers** means, “I’m in the middle somewhere, but can still support the motion.”
- **4 fingers** means, “I support this motion.”
- **5 fingers** means, “I am in full support this motion.”

When consensus is tested and a member raises a fist—or if there are low levels of support—the Board will continue to discuss the motion, with those opposing or expressing low support given a chance to explain their concerns and objections. The Board will attempt to address those concerns until consensus can be reached. If after multiple attempts at consensus, no decision can be reached, the issue may either be remanded to a smaller group to attempt to work out a way to achieve broader consensus, or when action must be taken immediately, the Board will vote using a supermajority (2/3 of those present).

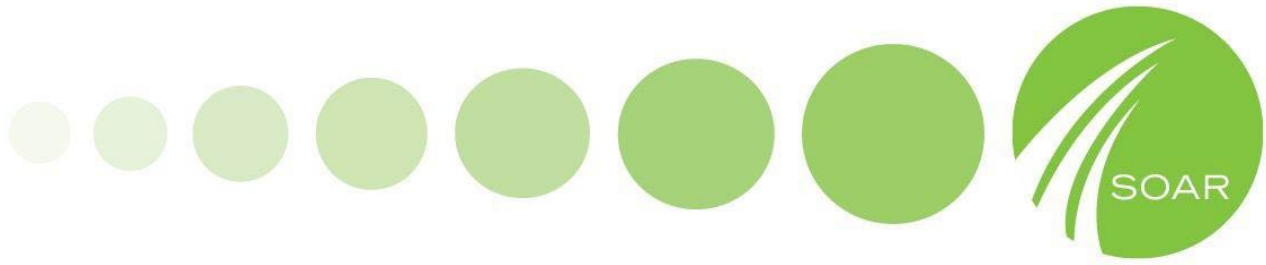
Executive sessions will be scheduled as appropriate and follow these same procedures to the extent that they are applicable.

I have read and accept the terms of the SOAR Charter School Board Policy Manual.

Signature\_\_\_\_\_

Date\_\_\_\_\_





## Appendix A: SOAR Board Committees

### Board Committee Scope & Structure

- Committees will always have a chair
- Committees may have outside membership
- Standing committees will report at each board meeting

### Executive Committee

#### Members

Board Officers (Pres., Vice Chair, Secretary, Treasurer), Immediate Past President, Principal/ Head of School, Senior Director of School Operations

#### Goal

To provide leadership and vision to the Board of Directors in its own initiatives, and in its support of the organization's mission; and to serve as a resource to the Principal/Head of School on the management of the school.

#### Scope

- Establish / oversee internal policies (e.g. financial policies, employment policies, etc.)
- Oversee organization leadership
- Conduct business of Board between Board meetings
- Conduct an annual review of Principal/Head of School
- Develop Board meeting agendas
- Coordinate committee(s) efforts and committee assignments
- Serve as resource for the Principal/Head of School
- Act as the Grievance Committee

**Meetings:** The Executive Committee will convene as needed determined by Board members or a request from staff.

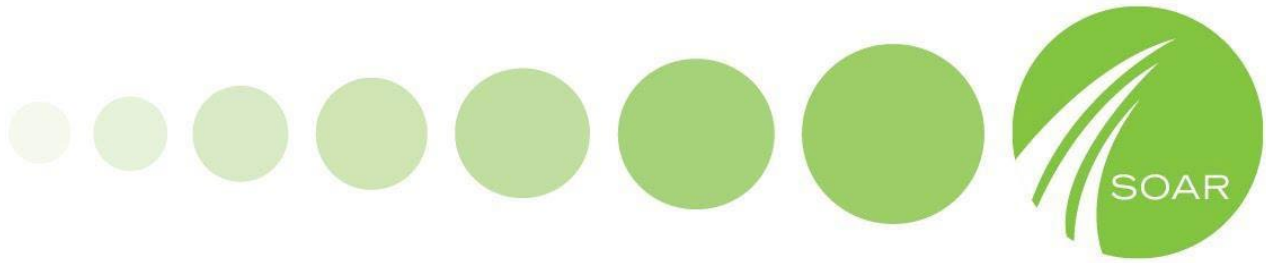
### Finance Committee

#### Members

Treasurer, Finance Consultant, Senior Director of School Operations, and up to 2 community members approved and indemnified by the Board

#### Goal

To maintain financial integrity of the organization to ensure the sustainability of the organization. It is recommended that this Board committee serve as part of the Board Orientation process, with each new Board member ideally attending at 2-3 meetings at the beginning of his/her term. In addition, any non-Board members on this committee may be considered in the pipeline for a Board seat.



### Scope

- Review and recommend to Board for approval of annual budget with half-year revision if necessary
- Review monthly financials and recommend to Board for approval of organization's
  - monthly financials
  - Provide guidance on all other financial matters
- Serve as resource for Finance Consultant and Senior Senior Director of School Operations
- Oversee management of cash reserves
- Oversee management and reporting of the audit in compliance with government accounting standards

**Meetings:** Every month, the week before Board meetings

### Development Committee (as needed)

#### Members

2 Board members, Senior Director of School Operations, Principal/Head of School, community members appointed by the Board, Parent, Fundraising professional -- Board or non-Board member

#### Goal

Participate as appropriate in the fundraising and marketing objectives of the organization

### Scope

- Advise
  - Review and approve annual fundraising and marketing plans
  - Act as a resource and as advisors to the Senior Director of School Operations
- Funding/Special Events
  - Assist Board and Staff in identifying sources of funding and creating connections, including corporate, foundations and individuals
  - Champion Board giving to meet board campaign goals
- Support the financial and marketing goals for all SOAR fundraising events
- Branding
  - Assist in the cultivation of media relationships to raise SOAR's awareness on both the local and national level

**Meeting:** 5-6 times per year

### Board Development & Governance Committee (as needed)

#### Members

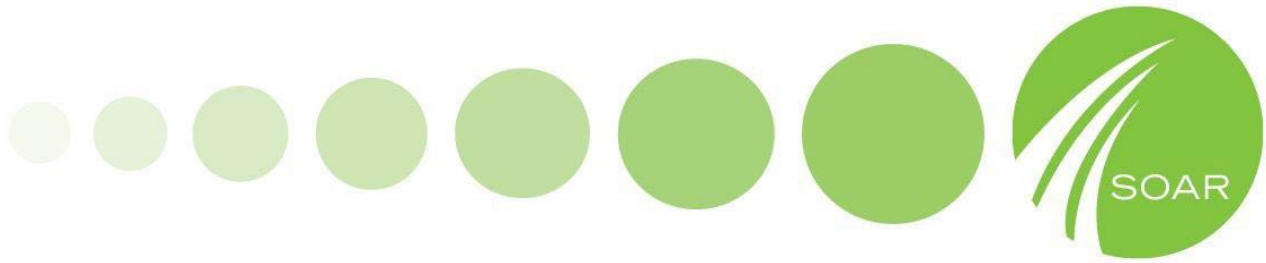
3-4 Board members, Principal/Head of School

#### Goal

To ensure a strong, focused and active Board of Directors and to identify, review and recommend to the Board qualified candidates for membership

### Scope

- Oversee board self-assessment process and provide capacity building opportunities



- Develop and monitor Board member expectations and norms, and oversee the accountability process to reinforce them
- Review current board members skills and areas of improvement, as well as anticipate future needs of the Board
- Create board recruitment package
- Nominate potential board members for full board review
- Orient new members on organization-specific information

**Meetings:** 5-6 times per year or as needed

### **Strategic Planning Committee (as needed)**

#### **Members**

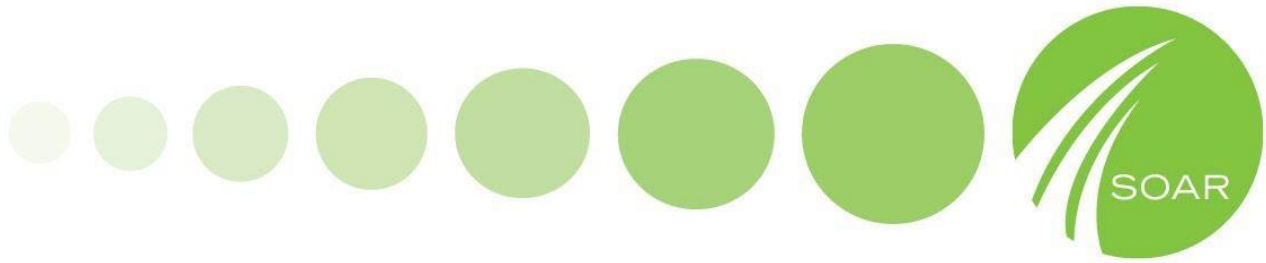
2 Board members, Principal/Head of School, community members as appointed by the Board

#### **Goal**

The goal of the Strategic Planning Committee is to assess regularly the progress of the Strategic Plan and to report on the annual strategic plan adopted by the board, including revisions and amendments. Additionally, members of the Committee may provide support to staff during the development of the strategic plan on an annual basis.

#### **Scope**

- Regularly engage with organization leadership to assess progress towards goals in strategic plan
- Regularly update board on progress/challenges relevant to strategic plan
- Represent board in annual strategic planning process as necessary and appropriate
- Meetings: Monthly

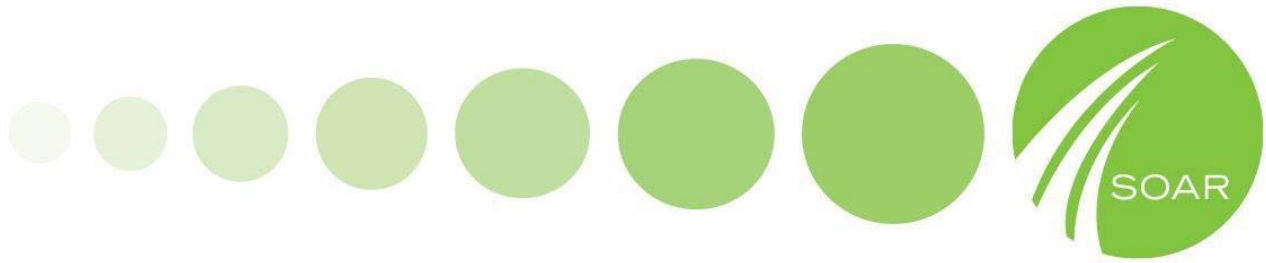


## APPENDIX B: Board of Directors Conflict of Interest Policy

Any Board Director, Officer, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that may reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect proceedings, including the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt formal policies requiring:

1. Regular annual statements from Board Directors, Officers and key employees to disclose existing and potential conflicts of interest (see sample questionnaire on page 2 below).
2. Corrective and disciplinary actions with respect to transgressions of such policies. For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a Board Director, Head of School or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.
3. Board members shall serve without compensation, but may be reimbursed for any necessary expenses incurred by them in performing their duties as members of the Board.
4. Any contract with the school involving a member of the Board, or the Board member's family, shall be approved 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.
5. 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.



## Annual Conflict Questionnaire

1. Have you received any payments (other than expense reimbursements) from the Organization?

Yes \_\_\_\_

No \_\_\_\_

2. Are you employed by a company or entity that does business with the Organization?

Yes \_\_\_\_

No \_\_\_\_

3. Do you have ownership interest in a company or entity (other than a publicly-traded entity) that does business with the Organization?

Yes \_\_\_\_

No \_\_\_\_

If you answer yes to any of these questions, please explain in the following space. In addition, please disclose any other information that would create a conflict in light of your position at SOAR.

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## Board Members & Family Relationships

1. Are you related to any individuals who are employed by the Organization? Are you related to any individuals who do business with the Organization, either directly or as employees and/or owners of companies? For the purpose of these questions, the IRS defines a “family relationship” as an individual’s spouse, ancestors, children, grandchildren, great-grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great-grandchildren and siblings.

Yes \_\_\_\_

No \_\_\_\_

If you answer yes to this question, please explain in the following space:

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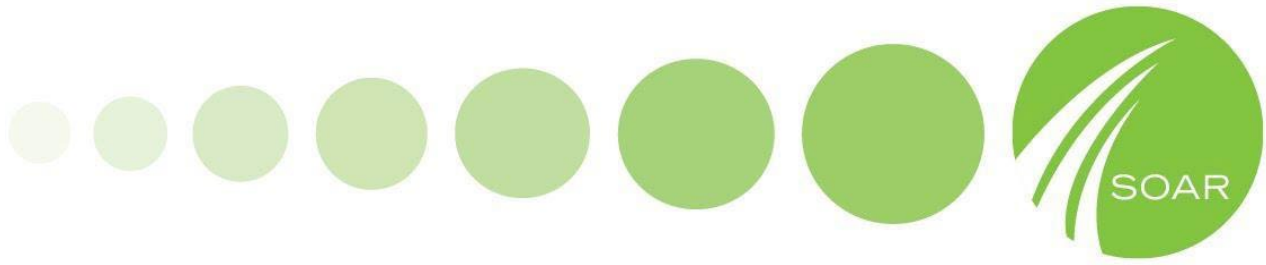
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Should your relationship to the Organization change during the course of the calendar year, you are requested to notify the SOAR Board of Directors in writing.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date



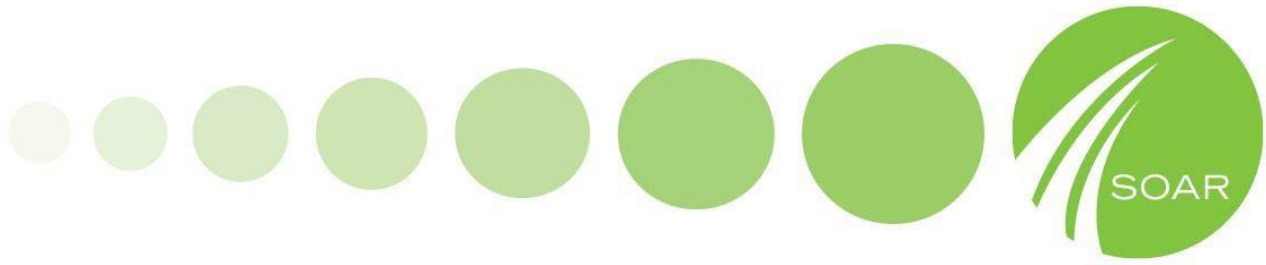
## APPENDIX C: Board of Directors Grievance Policy

### Scope

Following is a sequence of steps taken by the Board to address a grievance not otherwise covered by the Parent and Staff Grievance procedures (see page 27 of SOAR Staff Handbook), such as conflicts between the Board and the Principal/Head of School, or between members of the Board.

### Process

1. In cases of disagreement or conflict, the aggrieved party should seek to address the issue directly with the person(s) involved. (Note: If the nature of the grievance is severe enough that this is not appropriate, the grievance should go directly to step 3 below.)
2. If the matter is not successfully resolved by addressing the parties directly involved, the aggrieved party may seek to involve a mutually agreed upon, neutral third party—e.g. another Board member or a Principal/Head of School who is not involved—to help resolve the dispute.
3. If step 2 is not successful, the aggrieved party may bring the grievance to the Board Executive Committee using a written request form.
4. In most instances, the Executive Committee will serve as the Board Grievance Task Force. If a single member of the Executive Committee is involved in the grievance, that member shall recuse themselves from the process. If multiple members of the Executive Committee are involved in the grievance, the Executive Committee will establish an appropriately neutral Board Grievance Task Force made up of other at least two members of the Board.
5. The Board Grievance Committee will review the nature of the grievance, investigate the details, consult legal counsel as necessary, and exercise good judgment in determining if the matter can be resolved satisfactorily among all parties without broader board action in attempt to respect the privacy of all parties. If so, the Board Grievance Task Force will offer its written response to all parties involved and oversee the implementation of the resolution within a reasonable and specific timeline.
6. If the matter cannot be resolved at the Committee level, or if the implementation of the solution is not completed on the agreed upon timeline, the Board Grievance Task Force will recommend action to the full Board.
7. The Board will review the recommendations of the Board Grievance Committee, gather additional input or information as needed, and take action to resolve the grievance. The action of the Board will be final, with a written summary of each step of the process given to all parties involved.



## APPENDIX D: Board of Directors Attendance Policy (Adopted October 9, 2015)

As a function of a Board member’s duties and responsibilities to the public they serve, Board members are expected to attend Board meetings regularly and to come prepared.

Meeting dates for regular Board and Committee meetings will be set far enough in advance to avoid conflicts with existing commitments of individual Board members that would prevent them from attending the meeting. Thus, it is expected that each Board member will attend each regularly scheduled Board and Committee meeting, unless:

1. The Board member indicated at the time the Board agreed to the schedule that he/she had a previous commitment that precluded his or her attending a specified meeting.
2. An unexpected event outside the control of the Board member prevents them from attending.

All regularly scheduled meetings should in most circumstances be attended in person. If a Board member cannot attend a meeting in person, then he/she may attend a meeting electronically, e.g. by telephone or Skype. However, in-person attendance is preferred.

A Board-attendance problem occurs if any of the following conditions exist in regard to a Board member's attendance to Board meetings:

1. The Board member has two un-notified absences (“un-notified” means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting).
2. The Board member has three notified absences and has not made significant contributions of time through work in a Board Committee (significance determined by Board consensus in consultation with school Head of School).

If a Board-attendance problem exists regarding a specific Board member, the Board Chair will promptly contact the member to discuss the problem. The member’s response will promptly be shared by the Board Chair with the entire Board at the next Board meeting. In that meeting, the Board will decide what actions to take regarding the Board member’s future membership on the Board. If the Board decides to terminate the Board member’s membership, termination will be conducted per this policy.

I have read and been informed about the content, requirements, and expectations of the attendance policy and agree to abide by the policy guidelines as a condition of my Board membership. I understand that if I have questions, at any time, regarding the attendance policy, I will consult with the Board chair.

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Signature

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Print Name

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Date