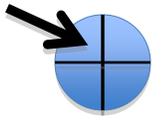


# Governance Process Policies of the Board for Odyssey Charter School



## **Policy GP #1: Global Governance Process Policy**

The purpose of the board, on behalf of the taxpayers of Utah, is to see to it that Odyssey Charter School (a) achieves appropriate results for appropriate persons for an appropriate cost (as specified in board Ends policies) and (b) avoids unacceptable actions and situations (as specified in board Executive Limitations policies).

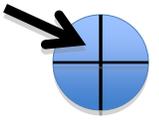
My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009  
Date

\_\_\_\_\_  
Board Secretary

This policy was adapted from John Carver's book "Reinventing Your Board." Policy Governance is a registered trademark of John & Miriam Carver.

# Governance Process Policies of the Board for Odyssey Charter School



## **Policy GP #2a: Governing Style**

The board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity in viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of board and chief executive roles, (e) collective rather than individual decisions, (f) future rather than past or present, and (g) proactivity rather than reactivity.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

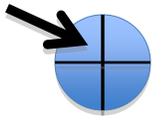
August 29, 2009

Date

\_\_\_\_\_   
Board Secretary

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Governance Process Policies of the Board for Odyssey Charter School



**Policy GP #2b: Board Job Description**

Specific job outputs of the board as an informed agent of the ownership are those that ensure appropriate organization performance.

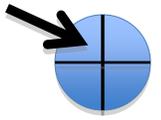
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Board Secretary

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# Governance Process Policies of the Board for Odyssey Charter School



## **Policy GP #2c: Chief Governance Officer's Role**

The chief governance officer (CGO), a specially empowered member of the board, ensures the integrity of the board's processes and, secondarily, occasionally represents the board to outside parties.

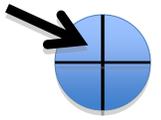
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Governance Process Policies of the Board for Odyssey Charter School



**Policy GP #2d: Board Secretary's Role**

The board secretary is an officer of the board whose purpose is to ensure the integrity of the board's documents.

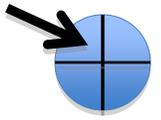
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Date

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Board Secretary

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# Governance Process Policies of the Board for Odyssey Charter School



## **Policy GP #2e: Board Member's Code of Conduct**

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

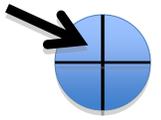
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Date

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Board Secretary

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Governance Process Policies of the Board for Odyssey Charter School



**Policy GP #2f: Board Committee Principles**

Board committees, when used, will be assigned so as to reinforce the wholeness of the board’s job and so as never to interfere with delegation from board to CEO.

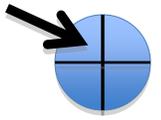
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Date

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Board Secretary

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Governance Process Policies of the Board for Odyssey Charter School



**Policy GP #2g: Cost of Governance**

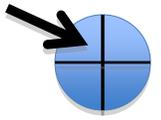
Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009  
Date

\_\_\_\_\_  
Board Secretary

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**Policy GP #3a: Governing Style**

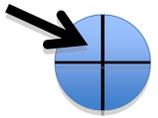
1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will not use the expertise of individual members to substitute for the judgment of the board, although the expertise of individual members may be used to enhance the understanding of the board as a body.
2. The board will direct, control, and inspire the school through the careful establishment of broad written policies reflecting the board’s values and perspectives. The board’s major policy focus will be on the intended long-term impacts outside the school, not on the administrative or programmatic means of attaining those effects.
3. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policymaking principles, respect of roles, and ensuring the continuance of governance capability. Although the board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.
4. Continual board development will include orientation of new board members in the board’s governance process and periodic board discussion of process improvement.
5. The board will allow no officer, individual, or committee of the board to hinder or serve as an excuse for not fulfilling group obligations.
6. The board will monitor and discuss the board’s process and performance at each meeting. Self-monitoring will include comparison of board activity and discipline to its policies in the Governance Process and Board-Management Delegation categories.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009

Date

\_\_\_\_\_  
Board Secretary



**Policy GP #3b: Board Job Description**

1. Authoritative linkage between the ownership and the operational organization.
2. Written governing policies that realistically address the broadest levels or all organizational decisions and situations to include:
  - a. Ends: The organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority
  - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place
  - c. Governance Process: Specifications of how the board conceives, carries out, and monitors its own task.
  - d. Board-Management Delegation: How power is delegated and its proper use monitored; the CEO's role, authority, and accountability.
3. Assurance of successful organizational performance on Ends and Executive Limitations.

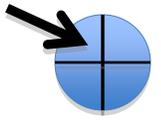
My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009

Date

\_\_\_\_\_   
 Board Secretary

# Governance Process Policies of the Board for Odyssey Charter School



## **Policy GP #4b: Board Job Description**

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves board performance through board education and enriched input and deliberation.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009

Date

\_\_\_\_\_  
Board Secretary

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**Policy GP #5b: Board Job Description**

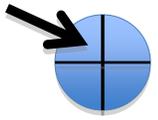
1. The agenda cycle will start with the board's development of its agenda for the next fiscal year (July 1 through June 30).
  - a. Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
  - b. Governance education and education related to ends determination (presentations by education and charter school experts, parents, demographers, faculty and staff, and so on) will be arranged in the first quarter, to be held during the balance of the year.
  - c. A board member may recommend or request an item for board discussion by submitting the item to the CGO no later than five days before the board meeting.
2. Items 1.a through 1.c will conclude on the last day of September each year so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term ends.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. CEO monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangements for third-party monitoring must be prepared.
5. CEO remuneration will be decided during the month of February after a review of monitoring reports received in the previous 12 months.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009

Date

\_\_\_\_\_  
Board Secretary



**Policy GP #3c: Chief Governance Officer's Role**

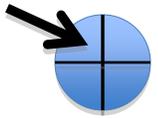
1. The assigned result of the CGO's job is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content solely of issues that clearly belong to the board to decide or to monitor according to board policy.
  - b. Information that is neither for monitoring performance nor for board decisions will be avoided or minimized and always noted as such in the minutes.
  - c. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the CGO consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Management Delegation, with the exception that (a) employment or termination of the CEO and (b) areas where the board specifically delegates portions of this authority to others. The CGO is authorized to use any reasonable interpretation of the provisions of these policies.
  - a. The CGO is empowered to chair board meetings with all the commonly accepted powers of that position, such as ruling and recognizing.
  - b. The CGO has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the CGO has no authority to supervise or direct the CEO.
  - c. The CGO may represent the board to outside parties in announcing board-stated positions and stating CGO decisions and interpretations within the area delegated to that role.
  - d. The CGO may delegate this authority but remains accountable for its use.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009

Date

\_\_\_\_\_  
Board Secretary



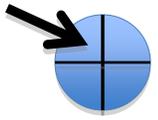
**Policy GP #3d: Board Secretary's Role**

1. The assigned result of the secretary's job is to see to it that all board documents and filings are accurate and timely.
  - a. Policies will be current in their reflection of board decisions. Decisions upon which no subsequent decisions are to be based, such as consent agenda decisions, motions to adjourn, and staff or board member recognitions, need not be placed in policy.
  - b. Policies will rigorously follow Policy Governance principles.
  - c. Bylaw elements necessary for legal compliance and for consistency with the principles of Policy Governance will be known to the board.
  - d. Requirements for format, brevity, and accuracy of board minutes will be known to the CEO.
2. The authority of the secretary is access to and control over board documents, and the use of staff time not to exceed fifty hours per year.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009  
Date

\_\_\_\_\_  
Board Secretary



**Policy GP #3e: Board Member's Code of Conduct**

1. Members must demonstrate loyalty to the ownership, unconflicted by loyalties to staff, other organizations, or any personal interest as families with children in the school.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There will be no self-dealing or business by a member with the organization. Members will annually disclose their involvement with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest.
  - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment not only from the vote but also the discussion.
  - c. Board members will not use their board position to obtain employment in the organization for themselves, family members, or close associates. A board member who applies for employment in the school must first resign from the board.
3. Board members may not attempt to exercise individual authority over the organization.
  - a. Members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the board.
  - b. Members' interaction with the public, the press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Except for participation in board deliberation about whether the CEO has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the CEO.

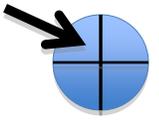
**Policy GP #3e continued on next page**

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August 29, 2009

Date

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Board Secretary



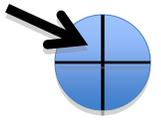
**Policy GP #3e continued from previous page**

4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members will be properly prepared for board deliberation.
6. Members will support the legitimacy and authority of the final determination of the board on any matter, without regard to the member's personal position on the issue.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009  
Date

\_\_\_\_\_  
Board Secretary



**Policy GP #3f: Board Committee Principles**

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have direct dealings with current faculty and staff operations.
2. Board committees may not speak or act for the board except where formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order to prevent conflict with authority delegated to the CEO.
3. Board committees cannot exercise authority over staff. The CEO works for the full board, and will therefore not be required to obtain the approval of a board committee before or after an executive action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.
5. Committees will be used sparingly and ordinarily in an ad hoc capacity.
6. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the CEO.

My signature as board secretary hereby certifies that this policy was adopted by the board on the date shown below:

August 29, 2009

Date

\_\_\_\_\_ Board Secretary