



# **Cape Fear Center for Inquiry Policy and Procedure Manual**

## **Series 100 Board of Directors Governance and Operations**

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# 110 Board Members-Roles and Responsibilities

## **Role of a Board Director**

The primary role of a Board Director is to jointly support, promote, and initiate effective and efficient governance of the Corporation for Inquiry, Inc.

## **Responsibilities of a Board Director**

It is the responsibility of a Board Director:

1. to be present at scheduled and called meetings
2. to uphold the mission statement and vision of CFCI
3. to represent CFCI, faculty, and fellow Board members positively
4. to perform duties timely, effectively, and responsibly
5. to hold confidential all meeting/school/student related discussions
6. to foster team effort among Board members, liaisons, and committee volunteers
7. to promote open communication in all levels of operation

## **Role of Board President**

The primary role of the Board President is to facilitate the effective and efficient governance of Board functions/operations of the Corporation for Inquiry, Inc.

## **Responsibilities of Board President**

It is the responsibility of the Board President:

1. to facilitate the successful management of the Board
2. to call to order and preside over meetings in accordance to by-laws and parliamentarian procedure
3. to regularly meet as executive committee with Vice President and Secretary
4. to charge Board committees with specific tasks and/or responsibilities
5. to provide guidance to promote unity and partnership
6. to partner with the Director to establish, evaluate, and adjust Director's position description with specific responsibilities
7. to oversee the documentation and initial set up process of establishing CFCI's Board of Directors and essential elements of CFCI's operation
8. to foster team effort amongst Board members, liaisons, and committee volunteers
9. to promote open communication in all levels of operation
10. to be present at scheduled and called meetings
11. to uphold the mission statement and vision of CFCI
12. to represent CFCI, faculty, and fellow Board members positively

13. to perform duties timely, effectively, and responsibly
14. to hold confidential all meeting/school/student related discussions

### **Role of Board Vice President**

The primary role of the Board Vice President is to assist the President of the Board in matters concerning the effective and efficient governance of Board functions/operations.

### **Responsibilities of Board Vice President**

It is the responsibility of the Board Vice President:

1. to assist the Board President in all matters pertaining to the successful management of the Board
2. to call to order and chair meetings in the absence of the Board President
3. to prepare/distribute meeting agenda one week prior to any scheduled/called meeting
4. to regularly meet as executive committee with President and Secretary
5. to foster team effort amongst Board members, liaisons, and committee volunteers
6. to promote open communication in all levels of operation
7. to be present at scheduled and called meetings
8. to uphold the mission statement and vision of CFCI
9. to represent CFCI, faculty, and fellow Board members positively
10. to perform duties timely, effectively, and responsibly
11. to hold confidential all meeting/school/student related discussions

### **Role of Board Secretary**

The primary role of the Board Secretary is to maintain accurate and timely documentation of Board functions/operations of the Corporation for Inquiry, Inc.

### **Responsibilities of Board Secretary**

It is the responsibility of the Board Secretary:

1. to record and document Board meeting discussions and decisions accurately and timely
2. to provide above said minutes one week prior to monthly scheduled meeting to all board members for review (it is the responsibility of individual board members to retrieve meeting information from designated member mailbox at main site)
3. to regularly meet as executive committee with President and Vice President
4. to assist with the overseeing documentation and initial set up process of establishing CFCI's Board of Directors and essential elements of CFCI's operation
5. to foster team effort amongst Board members, liaisons, and committee volunteers
6. to promote open communication in all levels of operation

7. to see that all notices are duly given in accordance with provisions of Bylaws or as required by law
8. shall certify and keep at the principal office of the corporation the original, or a copy, of Bylaws as amended or otherwise altered to date
9. to be present at scheduled and called meetings
10. to uphold the mission statement and vision of CFCI
11. to represent CFCI, faculty, and fellow Board members positively
12. to perform duties timely, effectively, and responsibly
13. to hold confidential all meeting/school/student related discussions

### **Role of Board Treasurer**

The primary role of the Board Treasurer is to have charge and custody of, and be responsible for, all funds and securities of the Corporation for Inquiry, Inc.

### **Responsibilities of Board Treasurer**

It is the responsibility of the Board Treasurer:

1. to maintain accurately and timely charge of all funds and securities to deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors
2. to receive, and give receipt for, monies due and payable to the corporation from any source
3. to disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements
4. to keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses
5. to exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore
6. to render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation
7. to prepare, or cause to be prepared, and certified, or cause to be certified, the financial statements to be included in any required reports, including the reporting for tax-exempt purposes
8. to perform all duties incident to the office of the Treasurer
9. to foster team effort amongst Board members, liaisons, and committee volunteers
10. to promote open communication in all levels of operation
11. to be present at scheduled and called meetings
12. to uphold the mission statement and vision of CFCI
13. to represent CFCI, faculty, and fellow Board members positively
14. to perform duties timely, effectively, and responsibly
15. to hold confidential all meeting/school/student related discussions

## **Role of Parliamentarian**

It is the primary role of the Parliamentarian is to ensure board policies and procedures are in accordance with established parliamentary guidelines.

## **Responsibilities of Parliamentarian**

It is the responsibility of the Parliamentarian:

1. to ensure Board meetings and actions conform to parliamentary procedure and Board By-laws
2. to address current policies that may be in conflict with by-laws.
3. to review proposed policy for conflict with by-laws.
4. to ensure compliance with the open meeting laws of North Carolina General Statutes.
5. to foster team effort amongst Board members, liaisons, and committee volunteers
6. to promote open communication in all levels of operation
7. to be present at scheduled and called meetings
8. to uphold the mission statement and vision of CFCI
9. to represent CFCI, faculty, and fellow Board members positively
10. to perform duties timely, effectively, and responsibly
11. to hold confidential all meeting/school/student related discussions
12. to regularly meet as executive committee with President and Vice President

## **112 Voting Positions on CFCI Board of Directors**

In order to insure diversity and balance on the board, there will be 5-7 voting members and the composition of the board will be as follows:

- Two (2) Directors will be Community Members. A community member is a person who has no direct relationship to CFCI. This is defined as NOT being related to any employee or student or as being an employee of CFCI.
- Three (3) Directors will be Parent Members. A parent member is a person who is the parent, guardian or relative of any current student at CFCI. An employee who is also a parent of a CFCI student is NOT eligible for a parent member position.
- Two (2) Directors will be a Parent/Community Member. A parent/community member is a person who meets either of the above criteria.

Election of board members will be by the categories listed above (Community, Parent, Parent/Community). If there are no candidates for a vacant position in a particular category, that position will remain vacant until a qualified candidate can be elected.

Approved 6/16/15

## 113 Nonvoting Positions on CFCI Board of Directors

As allowed in the CFCI Bylaws, Article 10, section 1, the CFCI Board of Directors creates the following non-voting positions. The individuals who fill these positions will start their term the month following their election using the processes detailed below. All applicants for these non-voting positions must complete a Board of Directors application prior to their election, with the exception of the Director.

**The Founder's Seat** is established to include a member who has been closely involved with Cape Fear Center for Inquiry for a minimum of seven years. A person voted to occupy the Founder's Seat would ideally be a founding teacher, parent, or board member of CFCI. The Founder's Seat is a non-voting position, is a 3-year term, and is voted upon by the CFCI Board during the May meeting wherein new Board members are elected. This member will attend the subsequent June CFCI Board meeting as a seated member.

The **Partnership Seat** is established to include one member of the CFCI Partnership Board to represent the Partnership's interests on the CFCI Board. The Partnership Seat is a non-voting position, is a 1-year term, and is voted upon by the CFCI Partnership Board in April or May of the year when this member is elected. The Partnership representative will attend the subsequent June CFCI Board meeting as a seated member.

**Faculty/Staff Seats** are established to include four members of the CFCI faculty/staff. The CFCI faculty will vote for candidates for these positions in April of each academic year when a vacancy for these seats exists. At least one of these positions must be held by a classroom teacher, which will be defined as a regular classroom teacher, a full-time specialist teacher, or an Exceptional Children's teacher. These seats are non-voting positions and are for 3-year terms.

**The Director Seat** is established to include the current Director of CFCI. The Director Seat is a non-voting position.

## 120 Standing Committees of The Board of Directors

There are five Standing Committees of the CFCI Board of Directors. They are:

1. Executive Committee
2. Life Long Learning Committee
3. Finance Committee
4. Development Committee
5. Policy and Procedure Review Committee

### Committee Guidelines

- All committees must include a Board member. This Board member needs to also be available to meet at the monthly Executive Committee Meeting.
- The chair of each committee will report to the Executive Committee each month before the regularly scheduled Board meeting. This is so that the Executive Committee can appropriately set the agenda to allot each committee the appropriate amount of time for presentation and discussion to the entire Board. Written minutes of each committee meeting will be provided to the Executive Committee.

A Table of Standing Committees will be maintained and updated that specifies the Purpose, Description, Membership, Chairperson, Selection and Term of Members, Charge and Meeting Schedule for each of the six committees listed above. This table will be provided to the CFCI Board of Directors annually.



# 140 Conflict of Interest

## Article I Purpose

The purpose of the conflict of interest policy is to protect **CFCI**'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or Board Member of the **CFCI** or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II Definitions

### 1. Interested Person

Any director, principal officer or Board Member who has a direct or indirect financial interest, as defined below, is an interested person.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest, other than de minimis (**too trivial or minor to merit consideration**), in any entity with which **CFCI** has a transaction or arrangement,
- b. A compensation arrangement with **CFCI** or with any entity or individual with which **CFCI** has a transaction or arrangement,
- c. A potential ownership or investment interest, other than de minimis, in, or compensation arrangement with, any entity or individual with which **CFCI** is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial,
- d. If they are a teacher or employee of **CFCI** and there is any Board vote related to Series 500 Personnel Policies,
- e. If they are a teacher or employee of **CFCI** and there is any Board vote related to leave requests,
- f. If they are a teacher or employee of **CFCI** and there is any Board vote related to recommendations to hire or offer contract to hire,

- g.** If they are a teacher or employee of **CFCI** and there is any Board closed sessions for the purpose of discussion or action regarding an individual employee's performance, evaluation and/or employment action such as corrective action, action plan, suspension termination, hiring or contract renewal,
- h.** If they are a teacher or employee of **CFCI** and there is any Board vote related to salary and wage changes to employees.
- i.** **The Director of CFCI is exempt from items a through h unless the matters are directly related to his/her compensation, evaluation, performance, evaluation and/or employment action such as corrective action, action plan, suspension termination, hiring or contract renewal.**

## **Article III Procedures**

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall **move to the public seating area** while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing a Conflict of Interest**

- a.** An interested person may make a presentation at the governing board, but after the presentation, he/she shall **move to the public seating area** during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board shall determine whether **CFCI** can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in **CFCI**'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV Records of Proceedings**

The minutes of the governing board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from **CFCI** for services is precluded from voting on matters pertaining to that member's compensation.

- b.** A voting member of the governing board whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from **CFCI**, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI Annual Statements**

Each director and principal officer shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands **CFCI** is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII Periodic Reviews**

To ensure **CFCI** operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to **CFCI**'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement (**to be less affected by something unpleasant**), impermissible private benefit or in an excess benefit transaction.

## **Article VIII Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, **CFCI** may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Approved 1/20/15

## **150 Nepotism**

The Board of Directors recognizes the need to avoid nepotism relative to the hiring, placement, duties and evaluation of all employees of Cape Fear Center for Inquiry.

### **Assignment of Personnel**

It is the policy of the Board to recruit and employ the most qualified individuals for all positions.

Apparent nepotism or the assignment of immediate family members to either supervise or evaluate the performance of another immediate family member is prohibited. This restriction on the assignment of family members serves to discourage favoritism and to prevent a conflict of interest in the completion of evaluations, disciplinary actions, extra-duty assignments and possible promotions.

### **Definition of Immediate Family**

For the purpose of this Policy, members of the immediate family include spouses, domestic partners, children, stepchildren, wards, grandchildren, parents, grandparents, brothers, sisters, in-laws, uncles, and aunts. Nothing in this Policy shall prevent the employment by CFCI of members of the same family, provided their job assignments are made in accordance with this policy.

### **Restrictions**

No immediate family member may have direct supervision over the progress, performance, pay, or welfare of another and together they may not be involved with the financial controls or physical inventories of CFCI properties.

Whenever two (2) employees at CFCI are in a supervisory-subordinate relationship and either get married or become domestic partners, one of the employees shall resign immediately. If an employee is promoted, assigned or transferred to a supervisory position over a member of his or her immediate family, the subordinate employee shall resign immediately.

No voting members of the governing board shall be an employee of a for profit company that provides substantial services to the charter school for a fee.

No employee of the charter school shall be immediate family (as defined in G.S. 115C-12.2) to any member of the Nonprofit board of directors.

No employee of the charter school, whether hired by the board of directors or a management company, shall be a voting member of the board of directors.

No teacher or staff member that is immediate family of the chief administrator shall be hired without the board of directors evaluating their credentials, establishing a structure to prevent conflicts of interest, and notifying the Department, with evidence, that this process has occurred.”

### **Assignment of Students**

It is the policy of CFCI to establish and maintain a classroom environment of fairness and equity for all students. The assignment of a student to a class taught by a member of the student's immediate family creates the appearance of favoritism and places undue pressure on both the student and the teacher. As a general rule no student should be assigned to or placed in a class taught by a member of the student's immediate family as defined above. Teachers shall not be placed in a position of having to evaluate or grade the academic performance of a member of their immediate family.

### **Exceptions**

The Director of CFCI may decide to implement an exception to either the assignment of personnel or students for up to three years for core classroom teachers in order to meet an identified school need or special circumstance. The Director shall provide the specific name(s) and reason(s) for the exception to the Board at the August board meeting. Teachers of specialized instruction (for example art, music, PE, technology, Spanish, middle school electives, Exceptional Children and related services) are excluded from the Assignment of Students section.