

Ocean Studies Charter School
Board Handbook and Policies

OCEAN STUDIES CHARTER SCHOOL

BOARD OF DIRECTORS POSITION DESCRIPTION AND EXPECTATIONS

Purpose: To advise, govern, oversee policy and direction, assist the school's leadership, and generally promote Ocean Studies Charter School to support the school's mission and needs.

Major Responsibilities:

- Organizational leadership and advisement
- Organization of the board of directors, officers, and committees
- Formulation and oversight of policies and procedures
- Financial management, including adoption and oversight of the annual budget
- Oversight of program planning and evaluation
- Personnel evaluation and staff development
- Review of organizational and programmatic reports
- Promotion of organization
- Fundraising and outreach

Length of term: Two years; may be reappointed and serve successive terms without limitation

Meetings and time commitment:

- The Board of Directors meets on the second Monday of every month at 5:00 p.m. Eastern Standard Time at Ocean Studies Charter School. Meetings typically last 90 minutes. Meetings may be rescheduled as needed and occasionally special meetings may be called.
- Board members are asked not to miss more than two monthly meetings per year.
- Committees of the Board meet an average of four times per year, pending their respective work agenda.
- Board members are asked to attend a minimum of one special event per year.
- Board members are asked to attend the annual meeting.

Expectations of Board members:

- Attend and participate in meetings on a regular basis, and special events as able.
- Participate on a standing committee of the Board and serve on ad-hoc committees as necessary.
- Be alert to community concerns that can be addressed by or affect OSCS's families or programming.
- Help communicate and promote OSCS to the local upper Keys community.
- Become familiar with OSCS's finances, budget, and financial/resource needs.
- Understand the policies and procedures of OSCS, particularly the conflict of interest policy.
- Financially support OSCS in a manner commensurate with one's ability.

OCEAN STUDIES CHARTER SCHOOL

BOARD OF DIRECTORS COMMITMENT AND INFORMATION FORM

To be completed by individual Board Members at the first Board Meeting of the fiscal year and returned to the Principal of Ocean Studies Charter School.

Board Member Name: _____

Spouse/Partner: _____

Child(ren), age(s), school(s) attending: _____

Birthdate: _____

Home ☐ Check box if this is your preferred address

Address: _____

Phone number: _____ Email address: _____

Work ☐ Check box if this is your preferred address

Employer: _____ Title: _____

Address: _____

Phone number: _____ Email address: _____

In accepting a position as a Member of the Board of Directors of Ocean Studies Charter School I commit to the following requirements of my position:

As a leader at OSCS, I agree to attend and participate in regular board meetings and the meetings of any committees or working groups to which I may volunteer or be assigned.

As a leader at OSCS, I agree to bring my personal knowledge and expertise to the activities of Ocean Studies, actively supporting the board leadership and the leadership efforts of our principal.

At Ocean Studies Charter School, I am most interested in support of these types of activities:

Check as many as five:

- | | | |
|---|--|---|
| <input type="checkbox"/> Facilities maintenance | <input type="checkbox"/> Ocean Studies events | <input type="checkbox"/> Marketing activities |
| <input type="checkbox"/> Connections for funding | <input type="checkbox"/> Connections for marketing | <input type="checkbox"/> Public speaking for OSCS |
| <input type="checkbox"/> Attending community events representing OSCS endeavors | <input type="checkbox"/> My company, giving | <input type="checkbox"/> Other _____ |

Boards you serve on: _____

Other volunteer activities: _____

Other community involvement: _____

As a leader at OSCS, I agree to complete and renew my board training as required by the Florida Consortium of Charter Schools, to abide by all school policies, and to attend and participate in our annual strategic planning event.

Please list any potential conflicts of interest:

As a leader at OSCS, I agree to support the development and fundraising activities of OSCS by:

- Personally contributing financially to OSCS each year;
- Attending at least one of OSCS's special events;
- Identifying potential donors and sponsors, both individual and corporate, for OSCS each year or as requested.

The Give: Combined board goal of 100% participation in the annual fund, plus other gifts as appropriate

I pledge \$_____ as my personal annual fund contribution for this year (payable by the end of the school year)

___ I will send a check ___ Please send me a reminder on _____

Matching Gift: My employer, _____, will match my gift.
(Please attach matching gift form, if applicable.)

The Get: Goal of \$_____ per board member

Each Board Member helps to garner additional support for Ocean Studies Charter School

My goal is \$_____ through the following methods:

___ Please add these five friends/family/colleagues to the annual fund list (please list):

1. _____
2. _____
3. _____
4. _____

5. _____

___ I will help secure a corporate gift or grant from (please list) _____

___ I will invite the following guests to an OSCS event that I will attend (please list guests)

___ I have access to in-kind/other support. Please explain _____

Silent Auction Support:

___ Board Member will participate in set-up and/or planning

___ provide one silent auction item valued at \$_____ or more

___ purchase or sell 10 tickets outside of the OSCS school community (including staff and parents)

___ provide assistance with one sponsor

Signature

Date

Director Self Evaluation

	Yes	No	Maybe
Do I understand and support the mission of Ocean Studies Charter School?			
Am I sufficiently knowledgeable about the Ocean Studies' programs and services?			
Do I follow trends and important developments related to Ocean Studies?			
Do I assist with fundraising and/or give a significant annual gift to Ocean Studies?			
Do I stay informed about Ocean Studies' financial health?			
Do I have a good working relationship with the principal?			
Do I recommend individuals for service to this board?			
Do I prepare for and participate in board meetings and committee meetings?			
Do I act as a good-will ambassador for Ocean Studies?			
Do I find serving on the board to be a satisfying and rewarding experience?			
Do I attend at least 75% of board and committee meetings during the year?			
Do I attend Ocean Studies events and fully support based on my board agreement and yearly commitment (ex: attending events, buying or selling 10 tickets, providing one silent auction item, assisting with one event sponsor solicitation)?			
Do I introduce other potential donors to Ocean Studies Charter School?			

Ocean Studies Charter School

Board Performance Evaluation

This evaluation is designed to gain an understanding of how individual directors view the performance of the Board as a whole, and to provide a means for suggesting ways to enhance our Board's effectiveness.

The results of this evaluation are considered anonymous and confidential and upon a compilation of summary results, the individual evaluations will be destroyed.

When providing your responses, you are asked to say whether you "Generally Agree" with the statement or if you feel that an improvement is recommended. As we are seeking your full input, please provide your written comments even if you generally agree with a statement. Your written comments, observations and suggestions are most helpful to the Nominating Committee. You may also provide general comments and observations at the end of the evaluation.

Questions	Generally Agree	Improvement Recommended	Comments or Suggestions for Improvement
Strategy:			
1. The board is effective in approving and monitoring the implementation of the School's strategy.			
2. The board is effective in reviewing the School's annual financial budget.			
3. The board is appropriately involved in strategic discussions relating to significant initiatives.			
4. The board focuses properly on regulatory and financial challenges.			
The Right Board Structure:			
5. The board has the right number of directors.			
6. The process for recruitment and selection of nominees to serve as directors is appropriate.			
7. The board has an effective committee structure, in terms of number and types of committees			

The Right Culture:			
8. The board is both sufficiently challenging and supportive of management.			
9. There is a healthy atmosphere of “give and take” at board meetings.			
10. The board keeps appropriately informed about the operations of the School and the effectiveness of management without engaging in micromanagement.			
The Right Process:			
11. The board has the appropriate number of meetings per year.			
12. The board committees have the appropriate number of meetings per year.			
13. The board receives adequate and timely pre-reading materials for meetings.			
14. The board and committee agendas include what is important and strategic and allow for interactive discussions.			
15. You are satisfied with the quality of management presentations to the board.			
16. You are satisfied with the quality of the board’s participation at meetings.			
17. The board has open and constructive deliberations.			
18. Directors are well prepared for board and committee meetings.			
19. Committee reports provide the appropriate amount of information to the board.			

20. The board gives appropriate attention to management succession planning.			
Please provide at least one change or idea you believe would add value or otherwise improve our board's overall performance.			

Ocean Studies Charter School Conflict of Interest Policy

1. Purpose

The purpose of this policy is to help board members of Ocean Studies Charter School to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Ocean Studies Charter School and manage risk.

2. Objective

Ocean Studies Charter School Board (the "Board") aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Ocean Studies Charter School.

3. Scope

This policy applies to the board members of Ocean Studies Charter School.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the charity. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with or have an interest in (for example, as a shareholder or business owner). It also includes a conflict between a board member's duty to Ocean Studies Charter School and another duty that the board member has (for example, to another nonprofit organization). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

In our non-profit filings with the government we are asked each year to respond to the following: Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the Ocean Studies Charter School and must be managed accordingly.

5. Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the Ocean Studies Charter School if they are openly and effectively managed. It is the policy of the Ocean Studies Charter School as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to Ocean Studies Charter School.

Ocean Studies Charter School will manage conflicts of interest by requiring board members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1 Responsibility of the Board

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest with Ocean Studies Charter School,
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

Ocean Studies Charter School must ensure that its board members are aware of the Florida Statutes governing nonprofits, particularly Florida Statute 617.0832 governing nonprofit corporations' conflicts by directors, and that they disclose any actual or perceived material conflicts of interests as required by governing statutes.

5.2 Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, the affected Board member must notify the Board with all reasonable speed formally at the next Board meeting and update his/her disclosure form kept on file at Ocean Studies Charter School. The Board Secretary should record information related to a conflict of interest, including the nature and extent of the conflict of interest and any steps taken to address it, as part of the minutes of the formal Board meeting.

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of board members

Once the conflict of interest has been appropriately disclosed, the Board (excluding the board member disclosing and any other conflicted board member) must decide whether those conflicted board members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

6.2 What should be considered when deciding what action to take

In deciding what approach to take, the Board will consider whether the conflict needs to be avoided or simply documented

- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making,
- alternative options to avoid the conflict,
- Ocean Studies Charter Schools resources and,
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Ocean Studies Charter School.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting.

7. Compliance with this policy

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the Board may act against them. This may include seeking to terminate their relationship with Ocean Studies Charter School and any other sanctions that are proportionate to the seriousness of a breach.

If a person suspects that a board member has failed to disclose a conflict of interest, they must notify the Board.

Contacts

For questions about this policy, contact the Board or the Principal.

Florida Statute for Reference.

FLORIDA STATUTE 617.0832

CORPORATIONS NOT FOR PROFIT – DIRECTOR CONFLICTS OF INTEREST

Title XXXVI
BUSINESS ORGANIZATIONS

Chapter 617
CORPORATIONS NOT FOR PROFIT

617.0832 Director conflicts of interest.—

(1) No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

(2) For purposes of paragraph (1)(a) only, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors, or on the committee, who have no relationship or interest in the transaction described in subsection (1), but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity of any action taken under paragraph (1)(a) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (1), but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.

(3) For purposes of paragraph (1)(b), a conflict-of-interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the members entitled to vote under this subsection. A director who has a relationship or interest in the transaction described in subsection (1) may not vote to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under paragraph (1)(b). However, the vote of that director is counted in determining whether the transaction is approved under other sections of this chapter. A majority in interest of the members entitled to vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section. As used in this subsection, the term “majority in interest” refers to a majority of the voting shares or other voting units allotted to the members.

History.—s. 55, ch. 90-179; s. 91, ch. 97-102; s. 31, ch. 2009-205.