



Board Policy Manual 2020-21

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Board Profile



The Believe Memphis Academy Charter School Governing Board of Directors

Elana Cole* – Board Chair; Director, Leadership Coaching, Teach For America – Memphis

Adam Crawford – Board Treasurer; Finance Director, Williams Equipment & Supply

Reggie Davis – Board Member; Director – Beyond the Classroom, Seeding Success

Florence Jones – Board Member; President, Methodist North Hospital

Lori Kirkpatrick – Board Member; Chief Financial Officer, Cushman & Wakefield | Commercial Advisors

Thomas Marino* – Board Vice-Chair; Senior Vice President of Mortgage Warehouse Lending, First Horizon Bank

Luke Pruett* – Board Member; Recruiting Director, City Leadership

Jacque Rowe Fields* – Board Member; Alumni Counselor, The Soulsville Charter School

Greg Spillyards* – Board Member; Managing Director/Chief Executive Officer, Cushman & Wakefield | Commercial Advisors

Ryan Viner – Board Member; Financial Advisor, UBS

*Founding Board Members

Section I – Overview

A. Responsibilities of Board of Directors

Believe Memphis Academy Charter School (“Believe” or the “School”) prepares scholars in grades 4 through 8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity (“Mission”).

The School received its charter from Shelby County Schools Board of Education on August 22, 2017. As such, the Governing Board of Directors (“Board”) holds the charter for the School.

The Board is an organized group of volunteers who, collectively, are legally and ethically accountable to the community and the state for the health, vitality, and effectiveness of our organization. The primary role of the Board is “governance.” Governance encompasses legal responsibilities, general and academic oversight, planning and policy-making, and meeting fiduciary requirements.

The **Believe Memphis Academy Charter School Board Policy Manual** contains the policies used to effectively govern the organization for the purpose of creating a high quality public charter school for the students and families of Memphis, Tennessee.

B. Responsibilities of the Board

- **Support and advocate for mission and vision of the school.** Evaluate and review the stated mission and purpose that articulates the organization’s goals, means, and primary constituents served.
- **Select, support and evaluate the Head of School.** Ensure the chief executive is qualified for the position, and ensure chief executive has the moral and professional support necessary to further the stated Mission and goals of the School.
- **Ensure effective planning.** Actively participate in overall planning process and assist in implementing and monitoring the plan’s goals.
- **Monitor and strengthen programs and services.** Determine alignment of programming with Mission of the School and monitor their effectiveness.
- **Ensure adequate financial resources.** Secure adequate resources for the organization to fulfill its Mission.
- **Protect assets and provide proper financial oversight.** Assist in developing the annual budget and ensure proper financial controls are in place.
- **Build a competent Board.** Define prerequisites for candidates, orient new members, and annually evaluate Board’s performance.
- **Ensure legal and ethical integrity.** Ensure adherence of the School to legal standards and ethical norms.
- **Enhance the school’s public standing.** Clearly articulate the School’s mission, accomplishments, and goals to public and garner support from community.

C. Responsibilities of Individual Board Members (“Directors”)

- Support and advocate for Mission and vision of the School
- Commit 10 hours per month (includes meetings, phone calls, and emails)
- Attend Board meetings and actively serve on at least one committee
- Support decisions made by the Board as a whole

Believe Memphis Academy Charter School prepares scholars in grades 4-8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

- Cultivate community support for the School

D. Code of Ethics

All Board Members of the School must:

- Uphold and abide by all laws, regulations, and rules pertaining to schools issued by the Tennessee State Board of Education, the courts, and any other relevant authority.
- Effectuate desired changes only through lawful and ethical processes.
- Make decisions grounded on the educational welfare and wellbeing of the children served by the School without consideration to race, religion, color, sex, income level, or any other irrelevant characteristic.
- Use his or her independent judgment in reaching all decisions.
- Not use his or her position as Director for personal gain or profit.
- Conduct himself or herself in a manner that reflects positively on the School.
- Make all reasonable efforts to support the School's mission and personnel.

Section II – The School

A. Mission, Vision, and Principles of Design

Article I – Mission

Believe Memphis Academy Charter School prepares scholars in grades 4 through 8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

Article II – Vision

Believe Memphis Academy Charter School will eliminate the achievement gaps between race and socio-economic status by proving our scholars can learn and achieve at the same levels of the highest achieving middle schoolers in the State of Tennessee.

Article III – Principles of Design

1. An excellent education is built, above all, by high-quality instruction.
2. Quality instruction is designed by proven best practices and measured by student achievement.
3. Clear structures and systems build the culture for high-quality instruction and individualized student supports.
4. Strong, detail-oriented operations pave the way for high-quality instruction and a focus on students' needs.
5. A growth mindset supports student academic outcomes and leadership development, and allows all children to succeed.
6. Staff, students, and families focus on student learning and growth and celebrate equity and inclusivity.

B. School Legal Status

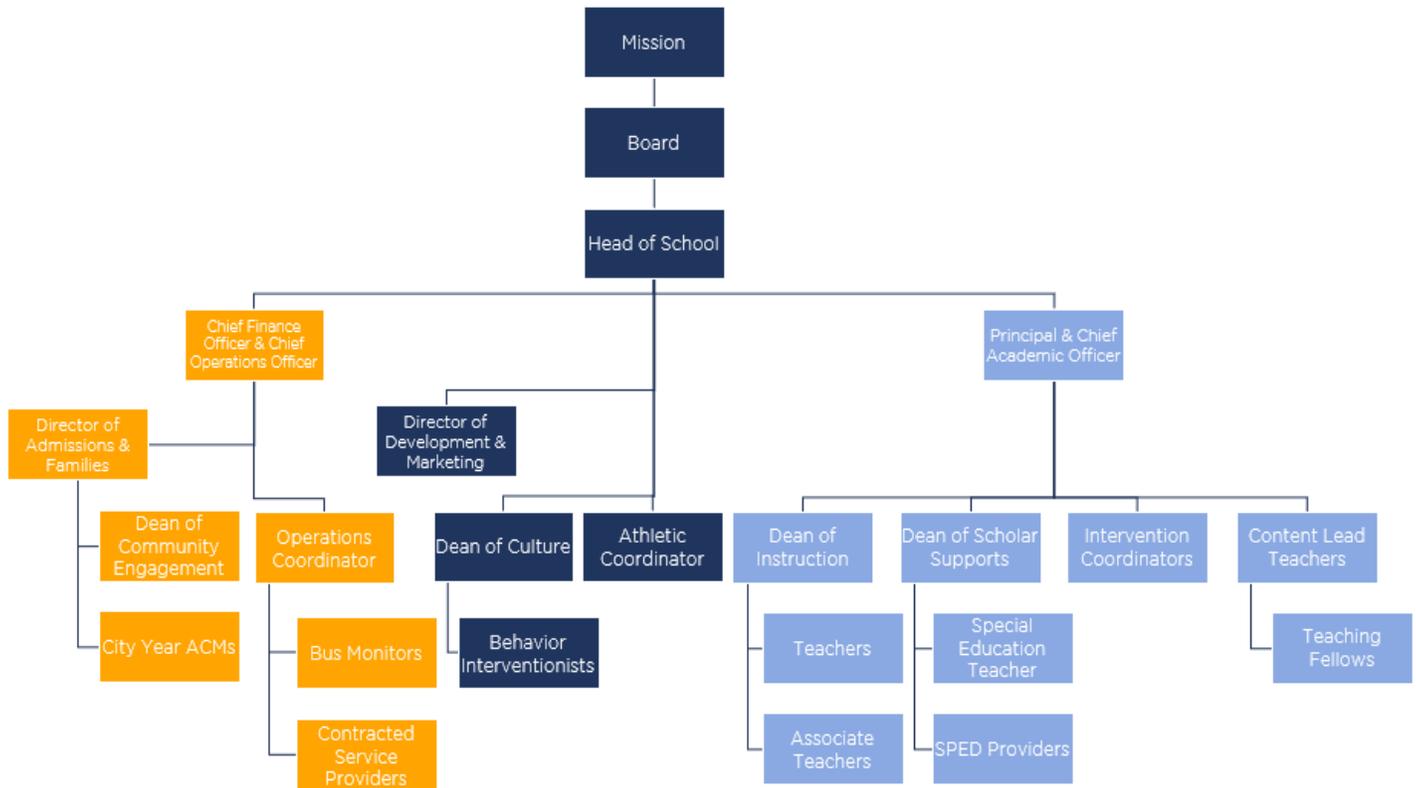
Believe is authorized to be a Shelby County Schools District charter school. The School will operate pursuant to the charter that was granted by the Shelby County Schools Board of Education (“SCSBOE”), a Legal Educational Authority of the Tennessee Department of Education. The Letter of Approval from SCSBOE is provided as an addendum to this manual.

Believe is a public school, and its status as a nonprofit corporation does not affect its status as a public school. However, for governance, finance, and administrative purposes, Believe operates as a Tennessee nonprofit corporation. The nonprofit’s Articles of Incorporation and non-profit status are provided as addendum to this manual.

C. Non-Discrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the School not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical ability, veteran’s status, political service or affiliation, color, religion, or national origin in admissions, hiring, selection or appointment to any office.

D. Organizational Chart



The Job Descriptions and Contracts for each role are provided as an addendum to this manual.

E. Whistleblower Policy

The School requires employees to observe high standards of professional and personal ethics in the conduct of their duties and responsibilities. Employees of the School are expected to practice honesty and integrity in fulfilling their responsibilities and are expected to comply with all applicable laws and regulations.

All employees of the School are required to report to Believe any suspected violation of any law or regulation that applies to the School. No employee who in good faith reports a violation shall suffer harassment, retaliation or any adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This policy is intended to encourage and enable employees to raise serious concerns within the School prior to seeking resolution outside the school.

Anyone who reports a suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. It is a serious disciplinary offense to knowingly or maliciously make a report that is false and such conduct may result in disciplinary action up to and including termination. Reports may be made to the Board of Directors who will, when applicable, notify the sender and acknowledge receipt of the suspected violation. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

Suspected violations may be submitted anonymously. Reports of suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Believe Memphis Academy Charter School prepares scholars in grades 4-8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

F. Records Retention Policy

It is the policy of Believe to retain and destroy records according to the current retention schedule approved by the Tennessee State Board of Education. A copy of the Tennessee State Board of Education Records Retention Schedule is included as an addendum to this manual. For purposes of this policy, unless otherwise specified, no distinction shall be made as to the physical form of records, be they original paper documents, photocopies, electronic documents, or any other format. Retention periods established in this policy shall be the minimum period for which records shall be retained. Nothing in this policy shall preclude records from being retained longer than the retention period specified.

During the first quarter of each year, the Head of School or designee will identify paper records for which the retention periods specified in the retention schedule have passed. Prior to clearing such paper records for destruction, the Head of School or designee will thoroughly review all such records to ensure that they are, in fact, eligible for destruction.

Section III – The Board

A. Bylaws

Article I – Name, Office, Purpose, and Objectives

Section 1.1 Name. The name of the organization will be Believe Memphis Academy Charter School. (hereinafter “Believe Memphis Academy,” “Believe” or the “School”).

Section 1.2 Principal Office. The principal office of Believe Memphis Academy will be located at 1250 Vollintine Ave., Memphis, TN 38107.

Section 1.3 Registered Office. The registered office of Believe Memphis Academy shall be 1250 Vollintine Ave., Memphis, TN 38107. Believe Memphis Academy may also have offices at such other places as its Board of Directors (the “Board”) shall determine the business of Believe Memphis Academy requires; provided, however, that the registered office shall be registered with the Secretary of State of Tennessee and the agent so registered shall be located at the same address, or as otherwise provided by the Board.

Section 1.4 Purpose. The purpose for which Believe is organized is to establish and run a Charter School in Memphis, Tennessee, pursuant to the Tennessee Public Charter Schools Act of 2002, as amended, supplemented or replaced, (“The Charter Schools Act”), under its Charter Agreement with Shelby County Schools and Shelby County, Tennessee (the “Charter Agreement”), with a stated mission of providing students in grades four (4) through eight (8) with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

Section 1.5 Dissolution. If, for any reason, Believe Memphis Academy should dissolve, organization assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article II – Board of Directors

The Board of Directors shall have all powers and duties for the conduct of the activities of Believe Memphis Academy. Believe Memphis Academy shall not have members. While persons who associate with, or attend programs of, participate in, contribute to, or benefit from Believe Memphis Academy may be referred to as “members,” no rights, voting or otherwise, will inure to any such persons.

Section 2.1 General Powers. The Board shall have the power to govern the business, affairs, and property of Believe Memphis Academy in accordance with the applicable laws and regulations of the state of Tennessee and any limitations in the Articles of Incorporation or these Bylaws. The Head of School will be an advisory, non-voting member of the Board (*ex officio*). As required by law (currently, TCA § 49-13-104), the Board shall contain at least one (1) parent representative whose child is currently enrolled in the School. The parent representative shall be appointed by the Board within six (6) months of the School’s opening date.

Section 2.2 Number. The Board shall consist of at least seven (7) Directors and no more than fifteen (15) Directors. All Directors will have identical rights and responsibilities.

Section 2.3 Qualifications. Directors will be selected who have the qualifications and diversity of expertise to fulfill Believe Memphis Academy’s mission and objectives.

Section 2.4 Compensation. Directors shall serve without compensation.

Believe Memphis Academy Charter School prepares scholars in grades 4-8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

Section 2.5 Selection. The Governance Committee (defined at ¶ 6.2) shall present a slate of potential Directors and Officers for election by the Board. The Board shall approve a process for nominating Directors to the Board through the Governance Committee. There will be a meeting annually dedicated to the election of nominated Directors.

Section 2.6 Tenure. Directors shall serve staggered terms to balance continuity with new perspectives. Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three (3) year term shall be considered to have been served upon the passage of three (3) annual meetings following elections. After election, the term of a Director may not be reduced, except for cause as specified in these bylaws. No Director shall serve more than three (3) consecutive terms.

Section 2.7 Vacancy. Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 2.8 Resignation. A Director may resign at any time by filing a written resignation with the Chair of the Board.

Section 2.9 Removal. The Board may remove any Officer or Director for cause by majority vote of the entire Board of Directors at any regular or special meeting of the Board, provided that a statement of the reason or reasons shall have been mailed by Registered Mail to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The Officer or Director shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

Section 2.10 Initial Board. The initial Board of Directors will serve staggered terms. The initial Board shall consist of at least two (2) Directors who will serve a one (1) year term, at least two (2) Directors who will serve a two (2) year term, and at least two (2) Directors who will serve a three (3) year term.

Section 2.11 Members of the Board:

- (a) Shall receive no payment of honoraria, excepting reimbursement for expenses incurred in performance of voluntary Believe Memphis Academy activities in accordance with Believe Memphis Academy policies.
- (b) Shall serve with the highest degree of duty, loyalty, and care and shall undertake no enterprise to profit personally from his, or her, position with Believe Memphis Academy.
- (c) Shall be bound by the Board's Code of Conduct, Conflict of Interest and Confidentiality policy statements.
- (d) Shall have no direct or indirect financial interest in the assets or lease of Believe Memphis Academy; any Director who individually or as part of a business or professional firm is involved in the business transactions or current professional services of Believe Memphis Academy shall disclose this relationship and shall not participate in any vote taken with respect to such transactions or services.
- (e) Shall be covered and Officers Insurance provided by Believe Memphis Academy in amounts required by the Board in its reasonable discretion.

Article III – Officers

Section 3.1 Number. There shall be four (4) elective Officers of the Board: a Chair, a Vice-Chair, a Secretary, and a Treasurer.

Section 3.2 Election. The Governance Committee shall present a slate of Officers to the Board of Directors. The nominated Officers shall be drawn from among the members of the Board of Directors. The election of Officers shall be held at the annual meeting of the Board.

Section 3.3 Tenure. The newly elected Officers shall take office on July 1 following the close of the meeting at which they are elected and the term of office shall be one year, or until respective successors assume office. A Director may serve more than one (1) term in the same office, but not more than three consecutive terms in the same office.

Section 3.4 Chair Vacancy. In the event that the office of the Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event that the office of Vice-Chair or Secretary-Treasurer becomes vacant, the Chair shall appoint interim Officers to fill such vacant offices until a scheduled meeting of the Board can be held.

Article IV – Meetings

Section 4.1 Regular Meetings. There shall be at least six (6) regular meetings of the Board held each year. Notice shall be given to each Director thirty (30) days prior to the date of every regular meeting of the Board. Notice of any meeting to the public shall include the date, time, and place of a meeting and a statement or agenda specifying the nature of business to be conducted. The meetings of the Board are deemed to be “public business” and must be held in compliance with TCA §§ 8-44-101 *et seq.*

Section 4.2 Annual Retreat. The annual retreat of the Board shall occur in the last quarter of the fiscal year.

Section 4.3 Special Meetings. Special Meetings of the Board may be called by the Chair or by a majority of the Board filing a written request for such a meeting with the Chair and stating the object, date, and hour therefore, due notice having been given to each Director five (5) calendar days prior to the meeting. Notice of any meeting to the public shall include the date, time, and place of a meeting and a statement or agenda specifying the nature of business to be conducted. Such notice shall also comply with the requirements regarding the posting and notice of meetings to the public, pursuant to TCA §§ 8-44-101 *et seq.*

Section 4.4 Quorum. One-half of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, except where otherwise required by these Bylaws.

Section 4.5 Minutes. Minutes of each meeting of the Board of Directors shall be recorded in writing and kept with the records of Believe Memphis Academy. The contents of such minutes, as well as the provisions for providing the minutes to the public, shall comply with the provisions of TCA §§ 8-44-101 *et seq.*

Section 4.8 Open Meetings. Meetings of the Board shall be public in accordance with state and federal laws and regulations. Members of the public shall have an opportunity for input at meetings of the Board.

Section 4.9 Absentee Board Member. An absentee Board member may not designate an alternate to represent him, or her, at a Board meeting. A member of the Board may be deemed to be present for purposes of achieving a quorum and may cast a vote if he, or she, grants a signed, written proxy to another Board member who is present at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

Section 4.10 Regular Meetings. Notice of all regular meetings of the Board, an agenda of all items to be discussed at such meetings, and agenda support materials shall be circulated to all Directors prior to the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting also shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article V – Conflict of Interest

Section 5.1 Conflict of Interest. All Directors, Officers, and employees of Believe Memphis Academy shall be subject to the Conflict of Interest Agreement.

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Article VI – Committees and Task Forces

Section 6.1 Composition. A Board resolution shall appoint committees or task forces of the Board, except the Governance Committee. Committees may be composed of Directors or community members, or both. The Board may prescribe the need and/or the composition of such committees.

Section 6.2 Governance Committee. There shall be a standing nominating committee, known as the Governance Committee. This committee shall be composed of at least three (3) persons recommended by the Chair and elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years and these terms shall be staggered to ensure continuity of committee membership. The Vice-Chair of the Board will serve as chair of this committee. The duties of the Governance Committee shall be

- (a) to study the qualifications of candidates and present a slate of the best qualified as nominees for the vacant Director positions on the Board;
- (b) to present a slate of nominees for Officers to the Board for election at the annual meeting;
- (c) to recommend candidates to the Board to fill vacancies that arise outside regular nominating process;
- (d) to provide ongoing orientation to Directors;
- (e) to oversee a Director assessment process to ensure optimum performance; and
- (f) to recommend appointment of past Chair to Board, if necessary, in the interests of continuity.

Section 6.3 Finance Committee. There shall be a standing committee known as the Finance Committee. The committee shall be composed of at least two (2) persons elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of at least two (2) years, and these terms shall be staggered to ensure continuity of committee membership. The Treasurer will serve as chair of this committee.

Section 6.4 Academic Accountability Committee. There shall be a standing committee known as the Academic Accountability Committee. This committee shall be composed of at least two (2) persons elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years, and these terms shall be staggered to ensure continuity of the committee membership. The committee shall elect its own chair.

Section 6.5 Development Committee. There shall be a standing committee known as the Development Committee. This committee shall be composed of at least two (2) persons elected by the Board of Directors at its annual meeting. Each committee member shall serve a term of two (2) years and these terms shall be staggered to ensure continuity of committee membership. The committee shall elect its own chair.

Section 6.6 Quorum for Committees. There shall be no quorum requirement for any committee.

Article VII – Fiscal Year and Check Signing

Section 7.1 Fiscal Year. The fiscal year of Believe Memphis Academy shall begin on July 1 of each calendar year and terminate on June 30 of the following year.

Section 7.2 Check Signing. The signature of both an Officer and the Head of School shall be required on any check in excess of \$5,000.

Article VIII – Rules of Order

In the event of a conflict or challenge, the rules of order in the current edition of Robert's Rules of Order shall govern the conduct of all meetings of Believe Memphis Academy.

Article IX – Amendments

These Bylaws may be amended at a regular meeting by a two-thirds vote of all Directors then in office; provided that notice of the proposed amendment, together with a copy thereof, is mailed to each Director at least fifteen (15) days prior to the meeting at which the amendment is to be considered.

Article X – Indemnification

Believe Memphis Academy shall indemnify each Director of the Board to the full extent permitted by the Tennessee Nonprofit Corporation Act. ([Indemnification Policy, 2.13](#)). Each Director shall enjoy the protection and immunity provided by TCA § 48-58-601, as (and if) limited by The Charter School Act. A Director or Officer shall not be personally liable to Believe Memphis Academy for damages for breach of any duty owed to Believe Memphis Academy, its beneficiaries, or the Board, except that nothing contained herein shall relieve a Director or Officer from liability for breach of duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a known violation of the law; or (c) resulting in receipt of an improper personal benefit.

B. Decision Making

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

C. Policy Making

1. The Board shall be solely responsible for adopting, repealing or amending policies for The School. Action by the Board shall be accomplished as set forth in the bylaws.
2. Except in cases of special need, the Board shall follow the following procedure in adopting, repealing or amending policies at Believe Memphis Academy:
 - (a) **The First Reading.** The proposed policy shall be submitted for approval on first reading at a regular or special meeting of the Board called for that purpose. The proposed policy shall be contained in the Board packet distributed prior to the meeting. At first reading the Board shall receive public comment and comments from the sponsor of the proposed policy. A vote of the Board will be taken after the reading, and if the amendment receives a simple majority vote of the Directors present at the meeting, it will be placed on the agenda for a second reading at the next meeting of the Board.
 - (b) **The Second Reading.** If the proposed policy is approved on first reading, it will be placed on the agenda and considered at the next regular or special meeting of the Board called for that purpose. No amendment shall be adopted at second reading unless the amendment receives a two-thirds vote of the Directors present at the meeting. If the proposed policy is adopted upon second reading it shall become a policy of Believe Memphis Academy, and the Policy Manual shall be amended accordingly.
 - (c) **Special Need.** Upon a two-thirds (2/3) vote of the Directors present at a regular or special meeting called for that purpose, a special need may be declared. If a special need is declared, a policy may be adopted on first reading.
 - (d) A proposed policy should reference the policy provision it will be amending. Ideally, the entire policy will be reprinted with new language in all caps, and language to be deleted lined out. New policies should include the proposed table of contents, policy title, and code number.

D. Board Review of Administrative Procedures

1. The Board recognizes its role of ensuring the fiscal and organizational health of the school through oversight and continuous progress monitoring

Believe Memphis Academy Charter School prepares scholars in grades 4-8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

The Head of School shall be responsible for the day-to-day administration of affairs of Believe Memphis Academy and shall manage all activities of the school as prescribed by the Board. As a result, the Board need not review administrative policies and regulations in advance of issuance except as required by law. However, the Board should approve in advance any highly sensitive matters of policy and/or regulations that have the potential to impact its duties and obligations to Believe Memphis Academy and/or the Tennessee Department of Education.

To that end, the Head of School shall exercise his or her discretion to identify and bring to the Board's attention any such policies and regulations prior to issuance.

2. Administrative policies and regulations should reference existing Board policy when applicable. The Board reserves the right to review administrative policies and regulations at its discretion. However, the Board shall revise or veto such regulations only when, in its judgment, such regulations are inconsistent with the Board's policies.

E. Summary of Tennessee Open Meeting Law

The Open Meetings Act, commonly referred to as the "Sunshine Law," is found in T.C.A. § 8-44-101 *et seq.* The requirements of this law are as follows:

1. All meetings of any governing body are declared to be public meetings and must be open to the public at all times. T.C.A. § 8-44-102;
2. Adequate public notice of all regular and special meetings must be given. T.C.A. § 8-44-103;
3. The minutes of the meetings must be recorded and open to public inspection and at a minimum must contain a record of the persons present, all motions, proposals and resolutions offered, the results of any votes taken, and a record of individual votes in the event of a roll call. T.C.A. § 8-44-104(a); and
4. All votes must be by public vote, public ballot, or public roll call; secret votes are prohibited. T.C.A. § 8-44-104(b).

Any action taken in a meeting in violation of any of the foregoing requirements is void. T.C.A. § 8-44-105.

F. Board Attendance Policy

Purpose. This policy was developed with the recognition that Board membership is voluntary and that individual Directors contribute their time and energy in different ways. However, because Board meetings are the only forum during which the Board can discuss and vote on major school policies and decisions, attendance at these meetings carries a special importance. All Directors will receive a copy of this policy to ensure that everyone is properly informed about the expectations for Board attendance.

Definitions. *"Notified" Absence:* For absence to be "notified," a Director must notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm the day of the meeting that s/he will be absent. *"Un-notified" Absence:* For absence to be "un-notified," a Director failed to notify the person running the meeting (usually Chair or Vice-Chair) by 12:00pm of meeting day that s/he will be absent.

Unsatisfactory Attendance. If any of the following conditions exist, an individual Director will be considered to have unsatisfactory attendance: (1) the Director has two *"un-notified"* absences in a row; (2) the Director has three *"notified"* absences in a row; or (3) the Director misses one third of the total number of Board meetings during one of their term years.

Process for Responding to Unsatisfactory Attendance. The Board Vice Chair will keep track of Director attendance through Board meeting minutes and will provide this information to the Chair. The Chair will directly contact a Director

at risk of potentially violating the policy to issue both verbal and written warning as well as discuss the problem. If a Director does violate the policy, the Chair will bring this to the Board's attention for discussion, after which point a majority vote will be held to determine possible termination from the Board.

G. Public Attendance of Board Meetings

1. Believe Memphis Academy will provide opportunities for any member of the community to express interest in and concern for the school. Accordingly, all community members will have access and be notified well in advance of all open meetings of the Board. A pre-scheduled time for public comment shall be a part of every regular Board meeting. The Board reserves the right to establish reasonable time limits for such public comment.
2. Meetings are closed to the public only when the Board is meeting in executive session. An executive session may be called only to discuss matters not appropriate for public discussion, as defined under Tennessee law. An executive session may be called only upon the affirmative vote of two-thirds of the quorum present. No formal action of the Board may be taken in any executive session.
3. Persons who wish to make requests, presentations, or proposals to the Board should direct any inquiry to the Head of School, who will respond according to the following procedures:
 - a) The Head of School will consult with the Board Chair and, if appropriate, other Directors about including the request on the agenda for the next regularly scheduled Board meeting.
 - b) If the item is included on the agenda, the Board will receive in their packet for the next regularly scheduled meeting written information directly from the person making the request. If specific Board action is being requested, that action should be in the written document.
 - c) The person may present their information orally to the Board when the agenda item is discussed. The Board reserves the right to establish reasonable time limits for public comment and presentations.
4. Notice of meetings of the Believe Memphis Academy Board shall be posted in the school offices and on the school website at least 7 days prior to the meeting and in full compliance with all public meeting laws in the state of Tennessee.

H. Standing Committees

1. **Academic Accountability Committee** – The Academic Accountability Committee will be responsible for reviewing school assessment policies and procedures and ensuring that those policies conform to district and state standards. The Academic Accountability Committee is also responsible for reviewing results of school assessment programs and reporting findings to the Board.
2. **Finance Committee** – The Finance Committee is responsible for reviewing and submitting an annual balanced budget to the Board and, after Board approval, making the budget available to the public. The Finance Committee will also oversee preparation of the annual report, including audited financial statements, and other exhibits required by the Tennessee Department of Education, and make them available to the public as stated in Tennessee law.
3. **Governance Committee** – The Governance Committee is responsible for setting criteria for Board election, and identifying and evaluating candidates for the Board of Directors. The Governance

Committee will present a slate of candidates for election to the Board at least once annually. Election will be by a simple majority of the sitting Board. The Governance Committee will also conduct the Board self-evaluation and write and review all Board policy.

- 4. Development Committee** – The Development Committee is responsible for setting the direction and vision for increasing network of donors and increasing the School’s visibility in the broader community. While every Director shall contribute to the task of fundraising and developing the public perception of the School, the Development Committee will set annual goals for the Board.

I. Ad-Hoc Committees

The School’s Board of Directors reserves, per its bylaws, the ability to appoint ad-hoc committees of an advisory nature regarding pertinent business of the Board comprised of Board Directors or community members appointed by the Board.

J. Board Fundraising Policy

The Believe Board of Directors is a 100% giving Board. Board members are expected to give an annual monetary gift to the School and are asked to make Believe a priority in their personal giving. Directors are expected to be involved in fundraising by using their personal and business connections when appropriate, by soliciting funds when appropriate, by serving on fund-raising committees, and by attending fundraising events.

K. Board Self-Evaluation

The Board believes that efficient and effective performance of the Board itself can have a significant impact on the overall success of the school and is an essential component of good governance. Therefore, the Board will conduct an annual assessment of its own work. The Governance Committee will conduct the assessment. This Committee shall determine the format of the assessment, but it must include a formal written survey/self-assessment tool. The evaluation process should be designed to encourage constructive feedback aimed at improvement.

L. Indemnification Policy

The School will purchase and maintain Directors and Officers Liability Insurance (often called D&O), liability insurance payable to the directors and officers of a corporation, or to the organization(s) itself, as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss as a result of a legal action brought for alleged wrongful acts in their capacity as directors and officers.

The corporation will not provide indemnification for items arising from the individual’s participation in an excess benefit or self-dealing transaction. Indemnification may also be denied in a proceeding brought by or on behalf of the corporation (except for expenses), if it is determined that the indemnitee did not meet the standard of conduct required.

This indemnification includes expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if s/he acted in good faith and in a matter s/he reasonably believed to be in or not opposed to the best interests of the Corporation. With respect to any criminal action or proceeding, s/he must also have had no reasonable cause to believe his/her conduct was unlawful.

Section IV – Ethics

A. Conflict of Interest Policy

Article I – Purpose

The purpose of the conflict of interest policy is to protect the interests of Believe Memphis Academy, Inc. (“Believe Memphis Academy”). In the event Believe Memphis Academy is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Believe Memphis Academy 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 interests applicable to nonprofit and charitable organizations.

Article II – Definitions

Section 2.1 Interested Person. Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2.2 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 in any entity with which Believe Memphis Academy has a transaction or arrangement,
- (b) A compensation arrangement with Believe Memphis Academy or with any entity or individual with which Believe Memphis Academy has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Believe Memphis Academy is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article III – Procedures

Section 3.1 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.

Section 3.2 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 leave the governing Board or committee meeting 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.

Notwithstanding anything herein, a conflict of interest shall not exist and no review or action by any governing Board or committee shall be necessary for one or more grants in an aggregate amount of Five Thousand Dollars (\$5,000) or less in any single calendar year, from Believe Memphis Academy to an organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code, where a financial interest as described herein exists.

1. Procedures for Addressing a Conflict of Interest

- (a) An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting 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 or committee 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 or committee shall determine whether Believe Memphis Academy 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 or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Believe Memphis Academy'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.
2. Violations of the Conflicts of Interest Policy
- (a) If the governing Board or committee 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.

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 and all committees with Board delegated powers 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 or committee'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 Believe Memphis Academy for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Believe Memphis Academy for services is precluded from voting on matters pertaining to that member's compensation.
- (c) A voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Believe Memphis Academy, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing Board delegated powers 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 the School is charitable and that 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 Believe Memphis Academy 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Believe Memphis Academy's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, 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, Believe Memphis Academy 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.

B. Confidentiality Policy

It is the policy of the School that directors and employees may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with Believe to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom Believe has authorized disclosure.

Directors and employees shall use confidential information solely for the purpose of performing services as a director or employee for Believe. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, directors and employees should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of a director's term in office or upon termination of an employee's employment, he or she shall return, at the request of Believe Memphis Academy all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

Section V – Leadership

A. Head of School Policy

The Board shall rely on its Chair and the Head of School to provide professional and administrative leadership. The Head of School shall be hired by and report directly to the Board of Directors.

The Head of School will be responsible for the day-to-day administration of the school's affairs and will manage and direct all activities of the organization as prescribed by the Board. The Head of School will have the power to hire and discharge employees of the school and will oversee and direct their activities in carrying out the work of the school.

The Head of School is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Head of School. The Head of School will, directly or indirectly, supervise all other staff members employed by the school and is responsible for selecting staff members, conducting staff evaluations, and recommending compensation levels.

Accordingly:

1. The Board will never give instructions to persons who report directly or indirectly to the Head of School.
2. The Board will refrain from evaluating any staff other than the Head of School.
3. The Board will use the performance of the school as a primary indicator of the school leader's performance.

Annual Head of School Performance Evaluation

Charter schools receive autonomy over fiscal management and the academic program in exchange for accountability, which measures the school's attainment of specific mission-oriented academic, operational, and governance goals. The Board of Directors' key responsibility is to manage the school through the performance of the Head of School of Believe. There are three core purposes of the evaluation: to recognize areas of strength and success, to identify areas for improvement and/or focus, articulate areas for improvement and/or focus, and to inform the Board's request for a plan of action from the school leader that addresses how the goals in the charter will be met.

Annually, the Board will convene an *ad hoc* Head of School Evaluation Committee, to consist of three members to include the Board Chair, the Treasurer, and a member of the Academic Accountability Committee. The Committee will conduct the evaluation in accordance with its Head of School Evaluation Protocol (which provides guidelines for: how to gather information to inform the evaluation; a timeline for evaluation activities that aligns with the school year; and what to include in the written evaluation document).

B. Leadership Sustainability Policy

The School will have a sustainability policy that:

1. Ensures ongoing and continuous development of leadership capacity at the Head of School and Board levels.
2. Responds in a timely and effective manner to an emergency leadership transition.
3. Responds in a timely and effective manner to a planned leadership transition.

Emergency Leadership Transition Plan

The following outlines the school's plan in the case an emergency transition of the Head of School is necessary. The Head of School may be immediately dismissed in cases of unethical or illegal behavior, gross misconduct, mishandling of funds, or continued underperformance of responsibilities.

Communication: In the case of the Head of School needing an emergency transition out of his role, the Board Chair will become the first point of contact, notifying all Directors of the transition, and leading discussion about next steps.

Believe Memphis Academy Charter School prepares scholars in grades 4-8 with the academic rigor, robust supports, and leadership development necessary to excel in high school, thrive in college, and lead lives full of opportunity.

The Board Chair will send subsequent communication containing the circumstances and recommend plan of action to the full Board for approval and to the school staff for information. Once the full Board has approved a plan of action, the Board Chair will send a message to the organization’s key stakeholders, e.g., the authorizer, funders, parents, and staff detailing the plan. The Board will ensure ongoing access to key stakeholder contact lists and to critical passwords, such as those used for social media accounts.

Financial Oversight: To enable business to continue in the case of an emergency Head of School transition, the Board will ensure that the Chief Financial Officer, Chair, and Treasurer are signatories on the school’s checking accounts. For ease of access, the Board will ensure the ability to make transactions electronically on all accounts. The Board will also ensure ongoing access to current contact details for all financial advisors, accountants and back-office providers, and key funders. Finally, the Board will ensure that a schedule of key activities and deadlines, such as the IRS Form 990 is current and accessible.

Interim Management: In the case of an emergency transition, the Board will designate the Principal as acting Head of School. The acting Head of School has limited executive power. He or she will be appointed by the Board to provide leadership during the planning and/or implementation phases of the executive search.

Executive Search: The Board will immediately convene an ad hoc committee comprise of the Chair and two other Directors and chaired by the Chair.

Section VI – Media Policy

This Media Policy applies to all employees of Believe Memphis Academy as well as members of the Board of Directors. This policy covers all external news media including broadcast, electronic, and print.

To ensure the quality and consistency of organizational information disseminated to media sources, the following policy shall be enforced:

- All media contacts are to be handled by the Head of School, or his or her designee, regardless of who the media representative is or whom he or she represents or how innocuous the request.
- All press releases or other promotional materials are to be approved by the Head of School or his or her designee prior to dissemination.
- If a reporter, producer, or other news media person should contact an employee of Believe Memphis Academy or a member of the Board of Directors, the individual who is contacted should refer the media person to the Head of School.