



BOARD STRUCTURE AND OPERATIONS

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- Advocating for legislative and budgetary priorities with the federal government, state legislature, county commissioners, court, and/or local municipalities (in concert with the vision, mission and strategic priorities adopted by the Board);
 - Increasing philanthropic support (individual gifts, corporate partnerships, support through the organization's annual giving campaign; and
 - Raising visibility through securing media advertising space, etc.; and
 - Enhancing public image through clear articulation of the mission, vision, strategic priorities, accomplishments, and goals to the public
- III. Provide advice, counsel, direction, and guidance on IDEA's strategy at Committee and full-Board meetings, as well as individually, particularly in the following areas:
- Organizational priorities and key initiatives;
 - Our key organizational functions:
 - Academics,
 - Finance and
 - Operations;
 - Compliance with Board policy, laws and regulations, and donor and contractual requirements; and
 - External relationships with the lawmaker and public officials.

FIDUCIARY DUTIES

Board members are legally required to fulfill the fiduciary duties of obedience, fidelity, and care.

The duty of loyalty primarily relates to conflicts of interest, confidentiality, and corporate opportunity. Board members must avoid conflicts of interest regarding their fiduciary responsibility as defined by the full Ethics, Conflict of Interest, and Nepotism Policy.

III. Duty of Care

The duty of care requires Board members to be diligent and prudent in managing IDEA's affairs. This generally means that a Board member must handle his or her duties with such care as an ordinarily prudent person would use under similar circumstances.

The duty of care requires Board members to acquire sufficient knowledge of the material facts related to proposed activities or transactions, thoroughly examining all information available to them, and actively participating in decision making. Without attending Board and committee meetings and preparing for them conscientiously, Board members are not able to participate in educated and independent decision making.

NONDELEGABLE DUTIES⁸

In accordance with state law, the Board shall not delegate the following duties:

- (1) Final authority to hear or decide employee grievances, citizen complaints or parental concerns;
- (2) Final authority to adopt or amend the budget, or to authorize the expenditure or obligation of state funds or the use of public property;
- (3) Final authority to direct the disposition or safekeeping of public records, except that the Board may delegate this function to any person, subject to the Board's superior right of immediate access to control over, and possession of such records;
- (4) Final authority to adopt policies governing operations;
- (5) Final authority to approve audit reports under TEC, §44.008(d) and
- (6) Initial or final authority to select, employ, direct, evaluate, renew, reappoint, terminate, or set compensation for the CEO Superintendent.

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Adopted

Providing leadership to the board and actively facilitating board meetings, overseeing Executive Committee meetings

Ensuring all Directors have equal opportunity to speak up; managing airtime carefully during discussions and debates; encouraging Board members to raise questions

Making an effort to connect with each Board member on a routine basis to help build relationships and culture amongst Directors

Periodically

Committee may set the agenda for the meetings of the Board but shall not limit or disapprove any agenda item(s) proposed by any two (2) Board members.

Audit Committee

The Audit Committee directly oversees the conduct of the annual financial and compliance audit, internal audits, agreed upon procedures engagements and investigations and monitors the system of controls adopted in Board policy and administrative procedure and implemented to practice by IDEA management and staff. IDEA's Internal Audit and reporting hotline functions shall report directly to the Audit Committee. The internal audit director shall function as IDEA's organizational liaison with the Audit Committee. Upon engagement, independent auditors and forensic and investigative experts shall report directly to the Audit Committee. Subject to the full Board's final authority, and in accordance with applicable law (including relevant provisions of Sarbanes Oxley and audits specific responsibilities of the Audit Committee include, but are not limited to:

- Maintain the Audit Committee's objectivity and independence and ensure that all auditors and investigators engaged by the Audit Committee maintain their objectivity and independence in accordance with applicable professional standards;
- Evaluate Board policies and management's administrative procedures relating to the system of controls adopted to facilitate organizational compliance with applicable legal requirements and to mitigate the risk of reporting errors, noncompliance, fraud, waste and abuse;
- Solicit requests for qualifications ("RFQ") from certified public accountants ("CPA") for the conduct of the annual financial and compliance audit, receive and review responses to the RFQ, and approve the engagement of a CPA as the independent auditor, including the annual audit;
- As appropriate and necessary, engage CPAs, forensic accountants or other qualified professionals for the conduct of agreed upon procedures audits or investigations;
- Coordinate the objectives, scope and methodology to be performed by the independent auditor, internal auditor and any other auditor or investigator to ensure completeness of coverage, the avoidance of duplicative effort and the effective use of limited resources;
- Approve any deviation from the executed engagement letter by the independent auditor;
- Evaluate any auditor or investigator engaged by the Audit Committee;
- Select, employ, direct, evaluate, set compensation for and discipline, including terminating, the internal audit director;
- Approve Internal Audit's annual audit plan and any deviations therefrom to address anticipated and urgent issues;
- Oversee Internal Audit's annual assessment of risks relating to fraud, waste, abuse, noncompliance, operations, cybersecurity and conflicted, interested and related transactions;
- Approve Internal Audit's annual operating budget, including subsequent amendments to address unanticipated and urgent issues;
- Oversee and direct the conduct of the annual financial and compliance audit, internal audits, agreed upon procedures audits and

- Review launch schedule in a monthly basis
- Review construction in progress status updates monthly basis
- Review and recommend to approve the purchase of authorized investments and the subsequent divestment of said purchases

Academic Committee

The Academic Committee reviews student academic performance results, program strategies and initiatives. The Superintendent shall function as IDEA's organizational liaison with the Academic Committee. Subject to the full Board's final authority, the Academic Committee will:

- Review and pre-approve any amendments to IDEA's open enrollment charter with the State of Texas and any other charter program operated by IDEA, including its subsidiaries, subject to final approval by the Board;
- Approve any application for a charter school submitted to a state that is affiliated with IDEA;
- Approve the long term and annual academic plan;
- Review reports produced by governing entities such as the Texas Education Agency and U.S. Department of Education; and
- Approve corrective measures and interventions to be implemented to address academic performance issues.

Governance Committee

The Governance Committee strategically works with the Chair to ensure a strong, high performing board of directors and to identify and recruit individuals for board membership. Additionally, the Governance Committee will:

- Oversee the annual CEO evaluation and prepare process for the Board
- Coordinate board member training and ensure compliance with state requirements and reporting
- Update bylaws and policies as necessary, subject to Board approval and TEA charter amendment approval
- Review potential board members and ensure they meet the criteria set forth in the recruitment policy
- Meet with board members during their probationary term to ensure strong alignment between board member service and IDEA's needs
- Make recommendations as to the continuing service of Directors nearing the end of his/her term
- Lead the nomination and re-election process for Officers of the Board of Directors

REGIONAL ADVISORY BOARDS

The Regional Advisory Boards operate as local boards to connect IDEA Public Schools with the communities it serves and provide local context for the areas in which we work. Each Regional Board may include at least one member from the Board of Directors. Regional Boards may have as many as twenty members to help provide ongoing support, advice, and counsel to IDEA's leadership team particularly around:

- Ensuring that IDEA meets fundraising goals to allow for continued growth, sustainability, and impact in the region
- Friend raising and advocacy on key policy and political issues impacting IDEA's work in the region
- Assisting with the hourly

BOARD CALENDAR

The Board of Directors holds an annual board retreat in addition to roughly monthly Board meetings throughout the school year.