

SECTION B: BOARD GOVERNANCE AND OPERATIONS

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## BOARD OPERATION GOALS

The primary responsibility of the Board is to establish purposes, programs and procedures, which produce the educational achievement needed by the Findlay Digital Academy students. The Board must accomplish this while also being responsible for wise management of resources available to the School. The Board must fulfill these responsibilities by functioning primarily as a legislative body to formulate and adopt policy, by selecting an executive officer to implement policy and by evaluating the results; further, it must carry out its functions openly, while seeking the involvement and contributions of the public, students and staff in its decision-making processes.

In accordance with these principles, the Board seeks to achieve the following goals to:

- concentrate the Board's collective effort on its policy-making and planning responsibilities;
- formulate Board policies which best serve the educational interests of each student;
- provide the Executive Director/Superintendent with sufficient and adequate guidelines for implementing Board policies;
- maintain effective communication with the school community, the staff and the students in order to maintain awareness of attitudes, opinions, desires and ideas;
- assist in creating, approving and monitoring the school's annual budget;
- secure funding for the school;
- allow those responsible for carrying out objectives to contribute to their formation;
- conduct Board business openly, soliciting and encouraging broad-based involvement in the decision-making process by public, students and staff;
- periodically review its performance relative to the goals and
- maintain a commitment to the vision, mission and belief statements of the Findlay Digital Academy and the children it serves.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REF.: ORC 3313.20

## BOARD COMPOSITION

The Findlay Digital Academy is classified as a conversion school. The Findlay Digital Academy is an innovative program that will be a cooperative effort between the Findlay Digital Academy and the Findlay City School District. A Board of Directors governs the Findlay Digital Academy. The Board is composed of the Sponsoring Schools Superintendent who is a nonvoting ex officio member of the board. The Board also includes seven other persons who are neither officers nor employees of the School or of Findlay City Schools to serve as voting members. One of the members may be a public educator or other public official representing a governmental entity that desires to further the establishment and operation of the Findlay Digital Academy and one will be a parent of a Findlay Digital Academy student, the other members will be community members who represent business, education, community or service organizations. The Sponsor's Treasurer is a nonvoting ex officio member of the Board.

[Adoption date: May 10, 2005]

[Revision date: October 9, 2014]

LEGAL REFS.: ORC 3311.19  
3313.01; 3313.02; 3313.09; 3313.17; 3313.20; 3313.33; 3313.47

## BOARD POWERS AND DUTIES

The Board's major responsibilities are to:

- determine and approve the annual budget and appropriations;
- provide needed facilities and equipment;
- provide for the funds necessary to finance the operation of the Findlay Digital Academy;
- consider and approve or reject the recommendations of the Executive Director/Superintendent in all matters of policy, appointment or dismissal of employees, salary schedules, courses of study, selection of textbooks and other matters pertaining to the operation of the Findlay Digital Academy;
- require reports of the Executive Director/Superintendent concerning the conditions, efficiency and needs of the Findlay Digital Academy;
- evaluate the effectiveness with which the Findlay Digital Academy is achieving the educational purposes of the Board;
- inform the public about the progress and needs of the Findlay Digital Academy and to solicit and weigh public opinion as it affects the Findlay Digital Academy and
- adopt policies for its governance and the governance of its employees and the students of the Findlay Digital Academy.

The powers granted to the Board as a governing entity are not similarly possessed by individual members of the Board. Rather, the power possessed by an individual Member of the Board is inherently limited to that member's voting power as an individual Member of the Board, unless otherwise authorized by the Board.

The Board can withhold documents and/or information requested by an individual Board Member if the Board determines by majority opinion that the request is administratively unreasonable. The Board is required to formally rule on the request after withholding the documents and/or information.

The Board shall have the power to enter into a binding Contract with a Sponsoring Entity, and to make payments to that Sponsoring Entity for its oversight and monitoring of the School as provided for in Section 3314.03 of the Revised Code.

The Board shall have the power to designate a Fiscal Officer.

## Findlay Digital Academy

The Board shall have the power to assume jurisdiction over and to ultimately decide any and all disputes, either within the School or involving the School, so long as such authority has been granted by the applicable law or by these Policies.

Regarding all disputes and complaints for which authority has not been specifically granted to the Board, the Executive Director/Superintendent shall have the power to develop and implement a procedure for the administration to follow when receiving and resolving complaints and disputes. The aforementioned complaint procedure should be developed and implemented in accordance with the following guidelines:

- the complaint shall be addressed in the most efficient and effective manner possible;
- the complaint shall be addressed as close to the source of the complaint as possible, and shall only involve higher authority if and when necessary;
- the complainant shall be kept informed at all times throughout the procedure; and
- copies of all letters or documents involved in the procedure shall be maintained.

[Adoption date: May 10, 2005]

[Revision date: October 9, 2014]

LEGAL REFS.: ORC 3313.17; 3313.18; 3313.20; 3313.22; 3313.37; 3313.375; 3313.39;  
3313.47; 3313.94  
3314.01  
3315.07  
3319.01  
3414.011  
5705.01(A); 5705.03; 5705.28

BOARD MEMBER OATH OF OFFICE

Before entering upon the duties of his/her office, each person elected or appointed a member of the Board takes an oath to support the Constitution of the United States and the state of Ohio and that he/she and to perform faithfully the duties of his/her office. The Treasurer or any member of the Board may administer such oath.

[Adoption date: May 10, 2005]

LEGAL REF.: ORC 3313.10

BOARD MEMBER OATH OF OFFICE

“Do you solemnly swear (or affirm) that you will support the Constitution of the United States and the Constitution of the state of Ohio; and that you will faithfully and impartially discharge your duties as members of the Board of Findlay Digital Academy to the best of your ability, and in accordance with the laws now in effect and hereafter to be enacted, during your continuance in said office, and until your successor is elected and qualified.” The answer is “I do.”

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Member's Signature

## BACKGROUND CHECKS AND FINGERPRINTING

In an effort to ensure and maintain the integrity of the Board, each Board Member shall submit to a criminal background check(s) and/or fingerprinting(s) as required by Ohio law/regulation, federal law/regulation, or the Sponsor Contract. The Board Member must consent to the release of the results of the background check and/or fingerprinting.

The Board and the Sponsor, individually or as a unit, retain discretion to disapprove of any member's background check results and thereby terminate membership on the Board. Additionally, no Board Member shall serve if the background check reveals offenses that Ohio and/or Federal law prohibit the member from serving.

[Adoption date: October 9, 2014]

*Ohio:* R.C. 3314.19(I), 3319.39, 3319.391.



## ETHICS AND CONFLICTS OF INTEREST POLICY

A School Leader is defined to include Board Members, School Officials, and teachers, if the teacher is involved in administrative and/or supervisory functions.

Generally, whenever a School Leader or the School Leader's family, business associates, or individuals have an interest in an issue, there is an ethics question that may be an ethics violation. Questions regarding potential conflicts of interests should be resolved before the School Leader takes any action.

### Conflicts of Interest

*Conflicts of Interest.* R.C. 102.03. No School Leader may use his/her authority to secure anything of value that could have a substantial and improper influence on the School Leader's performance. This prohibition extends to any action including voting, discussing, or deliberating on any matter where the official or the official's family, business associates, or others he has a relationship.

A School Leader may cure a conflict by both (1) disclosing the interest, (2) recusing himself or herself from discussing or deliberating the matter and (3) abstaining from voting on the matter.

*Accepting Gifts of Value.* R.C. 102.03. No School Leader may accept or solicit anything of value that is of such character that it may manifest a substantial and/or improper influence on the School Official.

A School Leader may cure a conflict by both (1) disclosing the interest, (2) recusing himself or herself from discussing or deliberating the matter and (3) abstaining from voting on the matter.

*Nepotism.* 2921.42(A)(1). No School Leader may authorize or use the influence of the School official's office to secure the authorization of any public contract in which any of the following have an interest: the School Leader, the School Leader's family, the School Leader's business associates, or others the School Leader has a relationship.

A School Leader may cure a conflict by both (1) disclosing the interest, (2) recusing himself or herself from discussing or deliberating the matter and (3) abstaining from voting on the matter.

*Profiting from a Contract.* 2921.42(A)(3) No School Leader shall profit in the prosecution of a public contract in which *either* (1) the School Leader or (2) the Board authorized. A "position of profit" exists whenever the School official receives a fee, compensation derived from the contract, a benefit, or other profit from the contract. This policy continues while the School Leader is in his/her position and for one year after the School Leader leaves his/her position.

Disclosing and abstaining will not cure this conflict.

*Improper Interest.* 2921.42(A)(4). No School Leader may have an interest in the profits or benefits of a public contract entered by the School. An "interest" exists when the School Leader

## Findlay Digital Academy

would either financially benefit from the contract, has an ownership interest in the entity, has fiduciary interest in the entity. An “interest” does not exist where the interest is solely as a stockholder of less than 5%, the interest is solely as a creditor of less than 5%, or the purchase is necessary and complies with 2921.42(C).

Disclosing and abstaining will not cure this conflict.

### Disclosing/Remediating Ethics Violations

Board members must disclose their interests as is stated above. In some cases, disclosing and abstaining a conflict of interest will not remedy the conflict.

If a conflict of interest is believed to have occurred, the Board shall inform the member of the possible conflict of interest, hold a hearing where the member may explain the failure to disclose the conflict of interest. If a conflict is found, the School shall discipline the member, up to and including dismissal, and remedy the conflict. Civil or criminal sanctions may also be found.

### Excess Benefit Transaction

Section 4958 of the Internal Revenue Code imposes an excise tax upon any excess benefit transaction entered into between the School and any disqualified person. An “excess benefit transaction” is defined as a transaction in which the consideration paid by the School is negatively disproportionate to the value of the goods or services it received. A disqualified person is defined as any individual (or family member of said individual) that is/was in a position to exercise substantial influence over the affairs of the School or the Management Company at any time during the five-year period immediately preceding the date of the transaction. This definition also includes any corporation or other entity of which 35% ownership or voting rights were possessed by an individual as previously identified. Because the Board Members may be forced to pay the excise tax, it is necessary that the Board avoid entering into any excess benefit transaction with a disqualified person.

### ETHICS CODE

As a condition of membership, each Board Member shall annually read and sign the Code of Ethics, included as Form BF/1450.1, indicating not only that they have read and understood this Policy, but also that they are committed to the effective operation of the Board in accordance with the principles and vision of the School.

[Adoption date: May 10, 2005]

[Revision date: October 9, 2014]

[Reviewed and Readopted: April 1, 2019]

*Ohio:* R.C. 1.03, R.C. 102.03(D)-(E), R.C. 102.99(B), R.C. 2921.42(A)(1)-(4), R.C. 3314.03(A)(11)(e).

*Cross Reference:* Policy 1460, Mandatory Periodic Ethical Review; Form 1450.1, Code of Ethics.

### **Code of Ethics**

*Each Board Member is required to review and sign this form on an annual basis*

As a Member of the Board of Findlay Digital Academy, and recognizing that my actions and behavior affect the School, the students, and the community, I hereby promise to:

- comply with all applicable federal, state, and local laws;
- comply with all applicable laws regulating ethics, conduct, including open government, conflict of interest, and financial disclosure laws;
- perform assigned duties and professional responsibilities in manners that are ethical and further the School's mission;
- keep myself informed regarding issues affecting the School, the Board, and the surrounding community so as to maximize my performance and effectiveness as a Board Member;
- avoid speaking, either privately or publicly, on behalf of the Board or imputing my opinion as that of the Board, unless specifically authorized to do so by the Board;
- regularly attend Board meetings;
- work with fellow Board Members in a cooperative manner, unless I am legally prohibited from doing so;
- support administrative staff in the performance of their duties and responsibilities;
- make reasonable inquires before making decisions;
- support and comply with all decisions made by a majority decision of the Governing Authority;
- cooperate with the Board in establishing, implementing, enforcing, and reviewing all Policies;
- avoid disclosing or using, without appropriate authorization, any information I acquire in the course of my duties as a Board Member that is confidential because of statutory provisions, or that has clearly been designated as confidential because of the status of the proceedings or the circumstances under which the information was received.
- I understand that the School is operating as a non-profit organization under section 1702 of the Revised Code and that, in order to maintain this legal status, the School must focus the majority of its efforts on its tax-exempt purpose(s).
- I further understand and acknowledge that, as a member of Board or as a member of

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the compensation committee, I am not permitted to vote on issues related to my compensation. This, however, does not preclude me from providing information to the Board or to the compensation committee to be taken into consideration during such a vote.

Finally, in addition to the preceding promises and acknowledgments, I attest that I have received a copy of, have read and do understand the duties and obligations regarding ethical behavior and conflicts of interest that are specifically imposed upon me by the laws of the State of Ohio, as described in Policy No. BF/1450, Ethics and Conflicts of Interest Policy, and hereby agree to fully comply with these duties and obligations.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

*Ohio: R.C. 102.03(B). Cross-Reference: Policy No. 1450, Ethics and Conflicts of Interest Policy.*

[Adoption date: October 9, 2014]

[Reviewed and Readopted: April 1, 2019]

## REIMBURSEMENT OF BOARD MEMBERS

In order for a Board Member's expenses to be reimbursed by the Board, the following requirements must be met:

- the expense must be pre-approved by the Board, with the exception that when a Board Member attends a conference, only attendance at the conference must be pre-approved and the associated reasonable costs for mileage, meals, accommodations, and parking will be considered reimbursable expenses;
- the Board Member must submit to the Board, within ten (10) days of incurring the expense, a detailed description of the expense and the specific amount;
- the expense must not have been incurred for alcoholic beverages or entertainment.
- All reimbursements will be calculated and paid according to the rate established by the Board.

[Adoption date: October 9, 2014]

## BOARD OFFICERS

### President

The President presides at all meetings of the Board and performs other duties as directed by law, state regulations and policies of the Board. In carrying out these responsibilities, the President:

- is responsible for the orderly conduct of all Board meetings;
- calls special meetings of the Board as necessary;
- appoints Board committees, is an ex officio member of all Board committees with the power to vote and is knowledgeable as to the business of the various committees and generally oversees their work;
- signs all proceedings of the Board after they have been approved;
- signs all other instruments, acts and orders necessary to carry out State requirements and the will of the Board and
- performs such other duties as may be necessary to carry out the responsibilities of the office.

The President has the right, as do other Board members, to offer resolutions, to make and second motions, to discuss questions and to vote.

### Vice President

In the absence of the President, the Vice President performs the duties and has the responsibilities and commensurate authority of the President.

The Vice President performs such other duties as may be delegated or assigned to him/her by the Board.

### President Pro Tempore

A president pro tempore may be elected by a majority of the Board to serve in such capacity when the President and Vice President are absent or unable to perform their duties.

The President Pro Tempore does not have power to sign any legal documents and vacates the chair when the President or Vice President arrives at the meeting.

[Adoption date: May 5, 2005]

[Reviewed: October 9, 2014]

LEGAL REF.: ORC 3313.14

## QUALIFICATIONS AND DUTIES OF THE TREASURER

Title: Treasurer

Department: Administration

Reports To: Board of Directors

Employment Status: Regular

FLSA Status: Exempt

General Description: Serve as Findlay Digital Academy's chief financial officer; assume responsibility for receipt, safekeeping and disbursement of all District funds; direct and manage all financial accounting programs and systems.

Essential Functions:

- attend all Board meetings
  - record proceedings of Board meetings
  - prepare annual budget and appropriations resolution with assistance of Executive Director
  - receive, deposit and account for all school funds of Findlay Digital Academy
  - adhere to purchase order system with purchase order to be approved by Treasurer only on a "funds available" basis
  - render monthly statement to Board and, as needed, to Executive Director
  - sign all checks in accordance with law
  - make available to members of Board, administration and for public inspection whenever necessary, and as prescribed by law, all papers and documents entrusted to Treasurer for filing
  - keep on record for Board's information complete listing of all insurance policies and premiums on all Findlay Digital Academy properties
  - complete and file at proper times all forms, reports, papers and other requirements as prescribed by Auditor, Department of Education, or other state or local agencies
  - prepare and maintain on file all employee contracts
  - receive all moneys belonging to Findlay Digital Academy, including payment of taxes from county treasurer
  - assist in decisions concerning investment of idle Findlay Digital Academy funds
  - prepare and submit monthly report on Findlay Digital Academy's fiscal status
  - render full annual report at the end of each fiscal year
  - maintain record of bond buyers
  - pay out Findlay Digital Academy moneys on written order of designated Board officials
  - supervise staff members of Treasurer's office
- 
- record all sick leave, personal leave and vacation leave for all employees

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- prepare advertisement of all legal notices concerning Board business
- prepare long-range financial projections with Superintendent for Board
- act as financial resource person for Board's negotiating team and at all public meetings
- provide and counsel staff members in areas of insurance benefits, retirement provisions, local tax laws, provisions of sick leave policy and other information concerning fringe benefits
- prepare necessary paperwork for operating levies and bond issues
- make contacts with public with tact and diplomacy
- maintain respect at all times for confidential information, e.g., personnel information
- interact in positive manner with staff, students and parents
- promote good public relations by personal appearance, attitude and conversation
- attend meetings and in-services as required

### Other Duties and Responsibilities:

- evaluate staff members of Treasurer's office
- obtain and file teaching certificates
- prepare and issue written notice of intention not to re-employ professional and support staff
- respond to routine questions and requests in appropriate manner
- cooperate with Superintendent in development and implementation of administrative and Board policies
- attend meetings and conferences designed to enhance professional qualifications
- serve as role model for students in how to conduct themselves as citizens and as responsible, intelligent human beings
- instill in students belief in and practice of ethical principles and democratic values
- perform other duties as assigned

### Qualifications:

- State of Ohio Treasurer's certificate
- degree in accounting, business management or related field from accredited college or university
- formal training/experience in accounting and fiscal procedures
- alternatives to above qualifications as Board may find appropriate

### Required Knowledge, Skills, and Abilities:

- knowledge of accounting principles, financial statements and investments
- ability to research, comprehend and interpret applicable laws



- knowledge of accounting software
- organizational and problem-solving skills
- ability to work effectively with others
- ability to communicate ideas and directives clearly and effectively both orally and in writing
- effective, active listening skills
- records management skills
- experience in payroll and accounts payable procedures

Additional Working Conditions:

- occasional travel
- occasional evening and/or weekend work
- requirement to lift, carry, push and pull various items
- repetitive hand motion, e.g., computer keyboard, calculator, adding machine, typewriter
- occasional exposure to blood, bodily fluids and tissue

**NOTE:** The above lists are not ranked in order of importance.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 131.18  
3301.074  
3311.19  
3313.14; 3313.15; 3313.22; 3313.24; 3313.26-3313.261; 3313.27;  
3313.34; 3313.51  
5705.41; 5705.412; 5705.42; 5705.45

## QUALIFICATIONS AND DUTIES OF THE TREASURER

Title: Treasurer

Department: Administration

Reports To: Board of Directors

Employment Status: Regular

FLSA Status: Exempt

General Description: Serve as Findlay Digital Academy's chief financial officer; assume responsibility for receipt, safekeeping and disbursement of all District funds; direct and manage all financial accounting programs and systems.

Essential Functions:

- attend all Board meetings
- record proceedings of Board meetings
- prepare annual budget and appropriations resolution with assistance of Executive Director
- receive, deposit and account for all school funds of Findlay Digital Academy
- adhere to purchase order system with purchase order to be approved by Treasurer only on a "funds available" basis
- render monthly statement to Board and, as needed, to Executive Director
- sign all checks in accordance with law
- make available to members of Board, administration and for public inspection whenever necessary, and as prescribed by law, all papers and documents entrusted to Treasurer for filing
- keep on record for Board's information complete listing of all insurance policies and premiums on all Findlay Digital Academy properties
- complete and file at proper times all forms, reports, papers and other requirements as prescribed by Auditor, Department of Education, or other state or local agencies
- prepare and maintain on file all employee contracts
- receive all moneys belonging to Findlay Digital Academy, including payment of taxes from county treasurer
- assist in decisions concerning investment of idle Findlay Digital Academy funds
- prepare and submit monthly report on Findlay Digital Academy's fiscal status
- render full annual report at the end of each fiscal year
- maintain record of bond buyers
- pay out Findlay Digital Academy moneys on written order of designated Board officials

## Findlay Digital Academy

- supervise staff members of Treasurer's office
- record all sick leave, personal leave and vacation leave for all employees
- prepare advertisement of all legal notices concerning Board business
- prepare long-range financial projections with Superintendent for Board
- act as financial resource person for Board's negotiating team and at all public meetings
- provide and counsel staff members in areas of insurance benefits, retirement provisions, local tax laws, provisions of sick leave policy and other information concerning fringe benefits
- prepare necessary paperwork for operating levies and bond issues
- make contacts with public with tact and diplomacy
- maintain respect at all times for confidential information, e.g., personnel information
- interact in positive manner with staff, students and parents
- promote good public relations by personal appearance, attitude and conversation
- attend meetings and in-services as required

### Other Duties and Responsibilities:

- evaluate staff members of Treasurer's office
- obtain and file teaching certificates
- prepare and issue written notice of intention not to re-employ professional and support staff
- respond to routine questions and requests in appropriate manner
- cooperate with Superintendent in development and implementation of administrative and Board policies
- attend meetings and conferences designed to enhance professional qualifications
- serve as role model for students in how to conduct themselves as citizens and as responsible, intelligent human beings
- instill in students belief in and practice of ethical principles and democratic values
- perform other duties as assigned

### Qualifications:

- State of Ohio Treasurer's certificate
- degree in accounting, business management or related field from accredited college or university
- formal training/experience in accounting and fiscal procedures
- alternatives to above qualifications as Board may find appropriate

### Required Knowledge, Skills, and Abilities:

- knowledge of accounting principles, financial statements and investments
- ability to research, comprehend and interpret applicable laws

- knowledge of accounting software
- organizational and problem-solving skills
- ability to work effectively with others
- ability to communicate ideas and directives clearly and effectively both orally and in writing
- effective, active listening skills
- records management skills
- experience in payroll and accounts payable procedures

Additional Working Conditions:

- occasional travel
- occasional evening and/or weekend work
- requirement to lift, carry, push and pull various items
- repetitive hand motion, e.g., computer keyboard, calculator, adding machine, typewriter
- occasional exposure to blood, bodily fluids and tissue

**NOTE:** The above lists are not ranked in order of importance.

This job description is subject to change and in no manner states or implies that these are the only duties and responsibilities to be performed by the incumbent. The incumbent will be required to follow the instructions and perform the duties required by the incumbent's supervisor/appointing authority.

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Board President

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Date

My signature below signifies that I have reviewed the contents of my job description and that I am aware of the requirements of my position.

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Signature

[Adoption date: May 10, 2005]

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Date

LEGAL REFS.: ORC 131.18  
3301.074  
3311.19  
3313.14; 3313.15; 3313.22; 3313.24; 3313.26-3313.261; 3313.27;  
3313.34; 3313.51  
5705.41; 5705.412; 5705.42; 5705.45

## BOARD COMMITTEES

The Board may authorize the establishment of committees from among its membership as it finds such action necessary to study operations in specific areas and to make recommendations for Board action.

The following guidelines may govern the appointment and function of Board committees.

- The committee is established through action of the Board.
- The chairperson and members are named by the Board President.
- The committee may make recommendations for Board action but may not act for the Board unless specifically authorized.
- The Board President and Executive Director/Superintendent are ex officio members of all committees.
- No committee appointments extend beyond the ensuing annual organizational meeting, at which time the newly elected President has the privilege of making new appointments or re-appointments. A committee may be dissolved at any time by a majority vote.
- The Sunshine Law and its exceptions apply to Board meetings and Board-appointed committee and subcommittee meetings.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS: ORC 121.22  
3313.18

## BOARD MEETINGS

The Board transacts all business at official meetings of the Board. These may be either regular or special meetings. At the organizational meeting, the Board shall fix the time for holding its regular meetings. Regular meetings shall be held at least once every two months. Special meetings are meetings called between the regularly scheduled meetings to consider specific topics.

All regular and special Board meetings and Board appointed committee meetings are open to the public. All Board meetings are publicized and conducted in compliance with the Sunshine Law. No action may be taken in executive session.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 121.22  
3313.15; 3313.16

## EXECUTIVE SESSIONS

Educational matters should be discussed and decisions made at public meetings of the Board (in accordance with the rationale for the creation of public governing bodies). Some matters are more properly discussed by the Board in executive session. As permitted by law, such matters may involve:

- the appointment, employment, dismissal, discipline, promotion, demotion or compensation of an employee, official or student or the investigation of charges or complaints against such individual, unless an employee, official or student requests a public hearing (the Board will not hold an executive session for the discipline of one of its members for conduct related to the performance of his/her official duties or for his/her removal from office);
- the purchase of property for public purposes or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair advantage to a person whose personal, private interest is adverse to the general public interest;
- specialized details of security arrangements where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law;
- matters required to be kept confidential by Federal law or State statutes;
- preparing for, conducting or reviewing negotiations with public employees concerning their compensation or other terms and conditions of their employment or
- in-person conferences with an attorney for the Board concerning disputes involving the Board that are the subject of pending or imminent court action.

Conferences with a member of the office of the State Auditor or an appointed certified public accountant for the purpose of an audit are not considered meetings subject to the Sunshine Law.

The Board meets in executive session only to discuss legally authorized matters. Executive sessions are held only as part of a regular or special meeting and only after a majority of the “quorum” determines, by a roll-call vote, to hold such a session.

When the Board holds an executive session for any of the reasons stated above, the motion and vote to hold the executive session shall state one or more of the purposes listed under such paragraph for which the executive session is to be held, but need not include the name of any person to be considered in the executive session. The minutes shall reflect the information described above.

In compliance with law, no official action may be taken in executive session. To take final action on any matter discussed, the Board reconvenes into public session.

The Board may invite staff members or others to attend executive sessions at its discretion.

Board members shall not disclose or use, without appropriate authorization, any information acquired in the course of official duties (which is confidential because of statutory provisions) or which has been clearly designated as confidential because of the status of proceedings or the circumstances under which the information was received.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 102.03  
121.22



## NOTIFICATION OF MEETINGS

Due notice of all meetings of the Board and Board-appointed committees is given to the press and the public who have requested notification and to all Board members.

Organizational Meetings: Notice of organizational meetings, including any special or regular meeting following the organizational meeting, is given in the same manner as notice for regular and special meetings of the Board (see below).

Regular Meetings: A notice of the time and place of regularly scheduled meetings is given to the media who have requested notification and to those individuals requesting advance personal notice.

Special Meetings: the President, the Treasurer or any two members of the Board may call a special meeting by serving written notice of the time and place of the meeting upon each Board member at least two days before the date of the meeting. The officer or members calling the meeting must sign the notice. Notice by mail and/or E-mail is authorized. Notice of the time, place and purpose must also be given at least 24 hours in advance of the meeting to all news media and individuals who have requested such notice.

Emergency Meetings: In the event of any emergency, the media is notified immediately of the time, place and purpose of the meeting.

Personal Notice of Meetings: Any person who wishes to receive advance personal notice of regular or special meetings of the Board may receive the advance notice by requesting that the Treasurer include his/her name on a mailing list and by providing the Treasurer with a supply of stamped, self-addressed envelopes.

Cancellation: Occasionally, regular or special meetings of the Board must be canceled. Meetings can be canceled for any reason. When a meeting is to be canceled, the Treasurer notifies Board members and all media and individuals who have requested notification of such meetings. Notice of cancellation is also prominently posted at the meeting site. This notice includes the new date of a rescheduled meeting, if possible.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 121.22  
3313.15; 3313.16

## BOARD AGENDA FORMAT

Meetings of the Board shall proceed according to an agenda prepared by the Executive Director. This agenda with supporting data including the minutes of the preceding meeting(s) shall be sent to all Board members at least two (2) days in advance of the meeting excluding Sundays and legal holidays; the agenda shall include the following:

- Call to Order
- Pledge of Allegiance
- Reading, Approval, and Signing of Minutes
- Public Participation
- Board Recognition of Staff/Students
- Correspondence
- Consent Items
- Action Items
- Matters of Discussion
- Reports
- Executive Director's Comments
- Board's Comments
- Adjournment

A Board member wishing to add an item to the agenda should notify the Executive Director to include the item on the agenda by the Friday preceding the Board meeting. If the Friday deadline cannot be met, the Board member must notify the Executive Director within sufficient time to prepare a supplement to the agenda prior to the meeting.

The Board shall follow the order of business set up by the agenda, unless the order is altered by a majority vote of the members. Items of business not on the agenda may be discussed and acted upon if a majority of the Board agrees to consider them. The Board, however, may not revise Board policies or adopt new ones unless such action has been scheduled.

[Adoption date: May 5, 2005]

[Reviewed: October 9, 2014]

## VOTING METHOD

### Quorum

A majority of the membership of the Board, four (4) members, shall be present to constitute a quorum. Unless otherwise prescribed by statute, at least four (4) ayes are required to pass a motion.

### Rules of Order

Except as otherwise provided by law, by the State Department of Education, or the Board shall conduct meetings of the Board conducted in accordance with Robert's Rules of Order, latest revision.

### Voting

Votes on all motions, recommendations, and resolutions shall be by "aye" or "no." No secret ballots shall be used.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

## MINUTES

The minutes of the meetings of the Board constitute the written record of Board actions. The Treasurer records in the minutes of each meeting all actions taken by the Board. Minutes need reflect only the general subject matter of discussion in executive sessions.

Minutes shall specify the nature of the meeting (regular or special); time, place and members present; approval of minutes of the preceding meeting or meetings; complete record of official actions taken by the Board relative to the Executive Director's recommendations, communications and all business transacted; items of significant information bearing on action; and a record of adjournment.

The Treasurer shall include the motion, the name of the member making the motion and the name of the member seconding the motion and record the vote of each member present.

A complete and accurate set of minutes shall be prepared and become a regular part of the monthly agenda. The Treasurer must make draft minutes available for public inspection. The minutes shall be signed by the President and attested to by the Treasurer, following approval of the minutes by the Board at the next meeting.

The official minutes shall be bound and kept in the office of the Treasurer, who shall, after the Board has approved them, make them available to interested citizens. Copies are made available at cost during normal office hours. Handling of minutes and any other records will be handled in compliance for the Public Records Law.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 121.22  
149.43  
3313.26

## PUBLIC PARTICIPATION AT BOARD MEETINGS

The Board recognizes that public participation is an essential element in the effective operation of the School. Accordingly, members of the public are invited to attend and participate in Board Meetings. To ensure public participation is orderly and efficient, the School adopts the following rules.

### Placing Items on the Agenda

Any proposed agenda topics shall be submitted in writing to the Executive Director/Superintendent at least one (1) day in advance of the regularly scheduled Meeting. The written notification shall include individual's name, the individual's affiliation, a reasonably detailed description of the agenda topic, and the individual's contact information.

### Public Participation Time Limit

The cumulative time limit for all public participation at any one (1) Board meeting shall not exceed twenty (20) minutes. Each statement or opinion shall not exceed two (2) minutes in length. No individual shall make more than one statement on the same topic unless and until all other members of the community wishing to express a statement or opinion about the topic have had an opportunity to do so.

### Participation Procedure

Members of the community may not speak unless and until they are recognized by the presiding officer. Prior to presenting a statement or opinion, each member of the community, once recognized by the presiding officer, must state his/her name, address, and the name of any group with which he/she is affiliated, if any.

### Preserving Order

To preserve order, the presiding officer may caution, limit, or exclude any statement that exceeds the two (2) minute time limit or any statement or opinion that the presiding officer deems to be inappropriate or offensive. Additionally, the presiding officer may require any individual to leave the Meeting if they are disruptive; and may temporarily adjourn the Meeting if the

- ask for assistance from law enforcement in removing any member of the community who refuses to comply with the reasonable demands of the presiding officer;
- temporarily adjourn the Board meeting if the behavior of the public attendants and participants makes it impossible or impractical to continue the meeting;
- disregard any of the aforementioned rules, so long as such waiver is not inconsistent with state statutes or regulations;

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- any individual intending to participate at a Board meeting shall so notify the Board upon their arrival at the Board meeting;
- members of the community will be permitted to speak at a time indicated on the agenda, or at any other time during the Board meeting as permitted by the presiding officer; all questions, statements, and other statements from members of the community shall be addressed to the presiding officer and shall not be directed to any individual Board Member.

The School prohibits video recording at a Meeting unless the recording has been approved by the Executive Director/Superintendent prior to the meeting. The Executive Director/Superintendent shall approve and permit video recordings provided the video recorder does not create any type of obstacle or barrier between the Board Members and the public. The Board has the authority and the discretion to formulate additional rules, so long as they are not in conflict with the state statutes, the aforementioned rules, or other Policies. The presiding officer has the authority to ensure that these rules are followed, as well as to ensure that the Board meeting progresses in an orderly and efficient fashion.

[Adoption date: May 10, 2005]

[Revision date: October 9, 2014]

LEGAL REFS.: ORC 121.22  
3313.20

## BOARD REVIEW OF REGULATIONS

The Board reviews regulations developed by the administration to implement policy. The Board revises or nullifies such regulations only when they are inconsistent with policies adopted by the Board or when they are not in the best interest of the Findlay Digital Academy.

Before issuance, Board regulations are properly titled and coded as appropriate to subject and in conformance with the codification system selected by the Board. Those officially approved by the Board are so marked. All others appearing in the manual are considered approved, provided that they are in accordance with the accompanying Board policy.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 3313.17; 3313.20; 3313.33; 3313.47

## POLICY DISSEMINATION

The Executive Director/Superintendent is directed to establish and maintain an orderly plan for preserving and making accessible the policies adopted by the Board and the regulations needed to put them into effect. Accessibility is to extend to all members of the school community. A policy concerning a particular group or groups in the Findlay Digital Academy is distributed to those groups prior to the policy's effective date.

Policy manuals remain the property of the Board and are considered as "on loan" to anyone, or any organization in whose possession they might be at any time.

The Board's policy manual is considered a public record and is open for inspection electronically or at Board meetings or a sponsoring Board's office.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REFS.: ORC 3313.20  
OAC 3301-35-02(C)(2)



ADMINISTRATION IN POLICY ABSENCE

In the absence of Board policy, the Executive Director/Superintendent may take temporary action that would be in accordance with the overall policy of the Board. The Executive Director/Superintendent is not free to act when the action involves a duty of the Board that by law cannot be delegated.

In each case, the Executive Director/Superintendent shall present the matter to the Board for its consideration at its next meeting.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REF.: ORC 3313.18; 3313.20

## SUSPENSION OF POLICIES

If the Board wishes to take action contrary to existing policy, it may suspend the policy for only one meeting at a time and in only one of the following ways:

- upon a majority vote of the Board present and voting at a meeting in which the proposed suspension has been described in writing or
- upon a unanimous vote of members of the Board present and voting if no notice has been given.

[Adoption date: May 10, 2005]

[Reviewed: October 9, 2014]

LEGAL REF.: ORC 3313.20

### ATTENDANCE AT BOARD MEETINGS

Board meetings are the primary method by which School business is conducted. Each Board Member is required to make every reasonable effort to attend all Board meetings. A Board Member will be removed if the Board Member fails to attend three (3) consecutive meetings or failure to attend five (5) meetings in one (1) year. The vacated position shall then be filled pursuant to Code of Regulations.

If a Board Member's ability to attend a meeting(s) is made unreasonable due to exceptional circumstances outside the Board Member's control, the Board Member may request, in writing, an attendance waiver for the meeting(s) missed. The requested attendance waiver will be voted upon at the next regularly scheduled meeting by all members present except the Board Member who requested the attendance waiver.

[Adoption date: October 9, 2014]

MONITORING COMPLIANCE WITH SPONSOR CONTRACT

The Board, in conjunction and cooperation with the Sponsor, is responsible for monitoring the School's compliance with the terms and provisions of the Sponsor Contract. This duty may, in the discretion of the Board, be delegated to the Executive Director/Superintendent.

[Adoption date: October 9, 2014]

[Reviewed: October 9, 2014]

## DUTY TO REPORT CERTAIN SCHOOL INFORMATION

In conformance with the reporting requirements imposed by the Ohio Revised Code, the Board shall ensure that the following information is reported on an annual basis:

- the number of students enrolled in grades one through twelve as well as the number of students enrolled in kindergarten, who are not receiving special education and related services pursuant to an IEP;
- the number of students enrolled in grades one through twelve as well as the number of students enrolled in kindergarten, who are receiving special education and related services pursuant to an IEP;
- the number of students reported under section (b) above who are receiving special education and related services pursuant to an IEP for a handicap described in R.C. 3317.013(A)-(F);
- the full-time equivalent number of students reported under sections (a) and (b) above who are enrolled in vocational education programs or classes as described in R.C. 3317.014(A)-(B) that are provided by the School;
- twenty percent of the number of students reported under sections (a) and (b) above who are not reported under section (d) above but who are enrolled in vocational education programs or classes described in R.C. 3317.014(A)-(B) at a joint vocational school district under a contract between the School and the joint vocational school and who are entitled to attend school in a city, local, or exempted village school district whose territory is part of the territory of the joint vocational district;
- the number of enrolled preschool handicapped students receiving special education services in a state-funded unit;
- the School's base formula amount, as defined in R.C. 3314.08;
- for each student, the city, exempted village, or local school district in which the student is entitled to attend school; and
- any poverty-based assistance reduction factor, as defined in R.C. 3314.08, which applies to the school year.

This duty may, as well as any other reporting duty imposed by law, these Policies, or the Code of Regulations, may be delegated, in the discretion of the Board, to the Executive Director/Superintendent.

[Adoption date: October 9, 2014] LEGAL REF: ORC 3314.08, R.C. 3314.0714.

## USE OF ELECTRONIC MAIL

Since E-mail is a form of communication that could conflict with the Sunshine Law, it will be used only for the purposes of communicating:

- messages between Board members or between a Board Member and employee(s) which do not involve deliberating or rendering a decision on matters pending before the Board;
- possible agenda items between the Superintendent and the Board President;
- times, dates, and places of regular or special Board meetings;
- a Board meeting agenda or public record information concerning items on the agenda;
- requests for public record information from a member of the administration, school staff or community pertaining to District operations;
- responses to questions posed by members of the public, administration, or school staff.

Under no circumstances shall Board members use E-mail to discuss among themselves Board business that is only to be discussed in an open meeting of the Board, is part of an executive session, or could be considered an invasion of privacy if the message were to be monitored by another party.

There should be no expectation of privacy for any messages sent by E-mail. Messages that have been deleted may still be accessible on the hard drive, if the space has not been occupied by other messages. Messages, deleted or otherwise, may be subject to disclosure under the Public Records Act, unless an exemption would apply.

[Adoption date: October 9, 2014]

## BOARD-STAFF COMMUNICATION

The Board desires to maintain open channels of communication between itself and the staff. The basic line of communication will, however, be through the Executive Director/Superintendent.

### Staff Communications to the Board

All communications or reports to the Board or any Board committee from principals, supervisors, teachers, or other staff members shall be submitted through the Superintendent. This necessary procedure shall not be construed as denying the right of any employee to appeal to the Board from administrative decisions on important matters, provided that the Superintendent shall have been notified of the forthcoming appeal and that it is processed in accordance with the Board's policy on complaints and grievances. Staff members are also reminded that board meetings are public meetings. As such, they provide an excellent opportunity to observe at first hand the Board's deliberations on problems of staff concern.

### Board Communications to Staff

All official communications, policies, and directives of staff interest and concern will be communicated to staff members through the Superintendent and the Superintendent will employ all such media, as are appropriate, to keep the staff fully informed of the Board's problems, concerns, and actions.

### Visits to Schools

Board members are encouraged to visit schools or classrooms and follow the normal building entrance procedures. Such visits shall be regarded as informal expressions of interest in school affairs and not as 'inspections' or visits for supervisory or administrative purposes. Official visits by Board members will be carried on only under Board authorization and with the full knowledge of staff, including the Superintendent, principals, and other supervisors.

### Social Interaction

Staff and Board members share a keen interest in the schools and in education generally and it is to be expected that when they meet at social affairs and other functions, they will informally discuss such matters as educational trends, issues, and innovations and general school district problems. However, staff members are reminded that individual Board members have no special authority, excepting when they are convened at a legal meeting of the Board or vested with special authority by Board action. Therefore, discussions by either party of personalities or personnel grievances will be considered as evidence of unethical conduct.

[Adoption date: October 9, 2014]

### COMPENSATION

The Board may pass a resolution to compensate its members pursuant to Ohio law. Compensation may not exceed \$125 per meeting. Compensation may not exceed \$5,000 per year.

Each Board member may be compensated for attending an approved training program. Compensation for training shall not exceed either \$60 per day for training lasting three hour or less *or* (2) \$125 per day for training program exceeding three hours.

[Adoption date: June 2, 2016]



SUNSHINE LAW AND OPEN MEETING TRAINING

Annual training on Public Records and Open Meeting Laws must be completed by the following:

- Board Members,
- Designated Fiscal Officer,
- Administrators, and
- All individuals under contract with an operator who perform supervisory or administrative services.

[Adoption date: June 2, 2016]

Legal References: House Bill 2, 2016

## RELATIONSHIP AMONG DIFFERENT MANAGING ENTITIES

The Board of Directors, the Executive Director/Superintendent, the Fiscal Officer, and the Management Company (if created) all participate in the managing the School in different capacities. In accordance with the following guidelines, each of the different managing entities should cooperate and ensure the orderly and efficient management of the School.

### Board of Directors

The primary responsibility of the Board is to develop, approve, and modify Policies that are designed to ensure the success of the School in consideration of the School's mission. Furthermore, the Board, as the primary governing entity, is responsible for overseeing much of what the other managing entities do, including:

- ensuring that the Management Company is fully performing its obligations under the Management Contract, as indicated by the results of objective evaluations;
- overseeing the administrative policies adopted by the Executive Director/Superintendent; and
- supervising the actions and decisions of the Fiscal Officer.

### Management Company

The Management Company, if one has been contracted with by the Board, reports directly to the Board. In addition to the responsibilities specifically imposed in the Management Contract, the Management Company shall:

- suggest Policies and determine the best way to implement existing Policies;
- act in a manner that sets a good example for School staff and administrators; and
- supervise the members of the staff to assure that they are meeting the educational needs of the students as well as acting in a manner consistent with the stated purpose and values of the School.

### Executive Director/Superintendent

The Executive Director/Superintendent is responsible for providing professional guidance and advice to the Board. The Executive Director/Superintendent shall also suggest appropriate Policies to the Board and implement existing Policies

### Fiscal Officer

The Fiscal Officer is primarily responsible for the School's financial matters, and therefore shall perform or direct the performance of the School's financial and accounting functions.

[Adoption date: June 2, 2016]

### **NEW MEMBER ORIENTATION**

In an effort to ensure that each new Board Member is properly equipped to carry out his/her responsibilities fully and effectively, each new Board Member shall be provided with all necessary documents and materials including a copy of: the School's Policy Manual, the Sponsor Contract, the applicable budget, any necessary financial documents, any existing contract with a Management Company, and Ohio's Open Meetings Laws. It is imperative that each Board Member take the time to review and understand all documents and materials.

To further acquaint the new Board Member, each new Board Member shall have the opportunity to meet with the President of the Board and one (1) other Board Member. New Board Members may be required, pursuant to the Sponsor Contract, to attend an orientation session.

[Adoption date: June 2, 2017]

*Ohio:* R.C. 121.22.

### Governing Authority Members Qualifications

The Governing Authority shall consist of not less than five members, which members shall be chosen in the manner specified in the School's Code of Regulations.

All Governing Authority members shall be annually trained on open records and public meeting laws, along with all school leaders and administrative staff.

The School shall post on the School's website the name of each member of the Governing Authority. The names and addresses of each Governing Authority member shall be provided upon request to the School's sponsor and the Ohio Department of Education.

Qualifications No person shall serve on the governing authority under any of the following circumstances:

- the person is a member of a school district board of education;
- the person is a school district or educational service center (ESC) employee, and the School is sponsored by that school district or ESC;
- the person owes the state money or is in a dispute over whether the person owes the state any money concerning a community school that the State has closed;
- the person would be unable to obtain a teaching license for reasons specified in R.C. 3319.31(B);
- the person has pleaded guilty to or been convicted of theft in office or a substantially similar offense in another state;
- the person has not submitted to a background check under R.C. 3319.39;
- the Auditor of State has submitted a finding of recovery against the person which has not been resolved;
- the person serves on the governing authority of five or more start-up community schools;

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- additional requirements as provided for under Ohio's Ethics Laws;
- additional requirements as provided for in the Sponsor Contract; and
- additional requirements as provided for in the Code of Regulations. If the School is not sponsored by a school district or an ESC, no present or former member, or immediate relative of a present or former member, of the Governing Authority shall be an owner, employee, or consultant of any sponsor or operator until at least one year has elapsed since the member's membership on the Governing Authority terminated.

If the School is sponsored by a school district or an ESC, no present or former member, or immediate relative of a present or former member, of the Governing Authority shall:

- Be an officer of the district board or service center governing board that serves as the School's sponsor, until at least one year has elapsed since the member's membership on the Governing Authority terminated;

- Serve as an employee of, or a consultant for, the department, division, or section of the sponsoring district or service center that is directly responsible for sponsoring community schools, or have supervisory authority over such a department, division, or section, until at least one year has elapsed since the member's membership on the Governing Authority terminated.

Immediate relatives include: spouses, children, parent, grandparents, and siblings, as well as in-laws residing in the same household as the person serving on the governing authority. Annual Disclosure Statement Each governing authority member must annually file a disclosure statement setting forth the names of any immediate relatives or business associates employed by any of the following within the past three years:

- the School's sponsor,
- the School's operator,
- any School district or ESC that has contracted with the School, and
- any Vendor that has engaged in business with the School. Background Check

Prior to becoming a member, Governing Authority Members shall submit to a criminal background check(s) and/or fingerprinting(s) as required by law and/or by the Sponsor Contract.

Discretion to Approve Membership The Governing Authority and the Sponsor, individually or as a unit, retain discretion to disapprove of any member's background check results and terminate membership on the Governing Authority. Additionally, no Governing Authority Member shall serve if the background check reveals offenses that Ohio and/or Federal law

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prohibit the member from serving.

(Adoption Date: February 2, 2017 )

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*Ohio:* R.C. 3314.02, 3314.19(I), 3319.39, 3319.391.