

The Bryan Allen Stevenson School of Excellence
Section 6 - Governance and Management

1.6 Governance and Management

14 *Del. C.* §§ 512(1)-(2), (6) and (9)

Charter Management Company

(Note! If the applicant plans to contract with a Charter Management Company, the applicant must complete the Charter Management Company and Highly Successful Charter School Operator Supplement in addition to the application narrative. The Supplement includes the Highly Successful School Operator Capacity section as well as the Portfolio Review and Performance Record section.)

Legal Status and Governing Documents [14 Del. C. § 512(2)]

1. Identify the name of the organizing corporation, date of incorporation, and names of the corporation's officers and the office held by each.

Organization Name: Proximate Network, INC.

Date: February 27, 2018

Officers: Please see attached (please note the Board of Directors of Proximate Network, INC currently the same as the Board of Directors for BASSE).

Organization Name: The Bryan Allen Stevenson School of Excellence, INC

Date: May 22, 2018

Officers: Please see attached

2. Attach a copy of the Articles of Incorporation, a copy of the Board bylaws, and Board policies of the corporation as **Attachment 12**.

Pursuant to 14 *Del. C.* § 512(1) and (2), the bylaws must be consistent with the provisions of the Freedom of Information Act, 29 *Del. C.* Ch. 100 (related to public bodies, public records, and open meetings) and provide for representation of the school's educators and parents of students on the Board.

The by-laws must demonstrate that the Applicant's business is restricted to the opening and operation of charter schools, before school programs, after school programs, and educationally-related programs offered outside of the traditional school year.

3. Provide, as **Attachment 13**, the completed and signed Compliance Certification Statement.
4. Provide, as **Attachment 14**, the completed and signed Application Certification Statement.

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Governing Board [14 Del. C. §§ 512(1)-(2), (6) and (9)]

1. **Governance Philosophy.** Explain the general philosophy of governance that will guide the proposed school, including the nature and extent of involvement by key stakeholder groups. Please make sure to distinguish management versus governance responsibilities.

The cornerstone of the Bryan Allen Stevenson School of Excellence (BASSE) is community. This includes adherence to the laws and regulations within the state of Delaware. Excellence and equity are the pillars on which BASSE is built. The governance committee strives to ensure these pillars support the school and our fellow Delawareans and the state as a whole. School management is meant to enforce and activate the guidelines and structure of the governance team. In order to fully embody excellence and equity, the board of directors has committed to these values. BASSE will follow our stated policies and guidelines to ensure a safe and stable educational home for students.

2. **Structure and Composition.** Describe the size, current and desired composition, powers, and duties of the Board. Identify key skills, areas of expertise, and constituencies that will be represented on the Board. Explain how this governance structure and composition will help ensure that:
 - a. The school will be an educational and operational success; and
 - b. There will be active and effective representation of key stakeholders. (Note: Pursuant to 14 Del. C. § 512(1), the Board must ensure representation by an educator from at least one of the charter schools operated by the Board and at least one parent of a student enrolled in a charter school operated by the Board.)

Currently, the Board of Directors is 15 individuals. The purpose of keeping our board small is to ensure accountability for tasks and responsibility for decisions made. All board members have ties to the state of Delaware. The board includes career educators, members with legal and financial expertise, and community members. Leadership envisions board seats for community leaders, parents, and a student leadership seat. The entire board has a personal commitment and connection specifically to education in Delaware. With extensive classroom experience and educational administration experience, The Bryan Allen Stevenson School of Excellence board has a proven track record of success that is a part of the school's DNA. Our board currently includes a Sussex County parent and a Sussex County teacher. Once the school opens, two of these seats will be made available to a BASSE student parent and a BASSE teacher. We will also have three student board members.

3. **Roles.** Describe the primary roles of the Board and how it will interact with the Principal/School Leader and any advisory bodies. List all currently-identified Board members and their intended roles, and summarize their interests in and qualifications for serving on the school's Board.

The board of directors' primary goal is to be the foundational support for the leadership and staff of BASSE. Additionally, the board of directors will directly connect the school, community, and stakeholders. Ultimately, the board of directors' role is to set the strategic vision for BASSE,

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in partnership with BASSE executive staff and ensure the BASSE is living its mission and vision as outlined in this application to the highest standard of excellence.

All BASSE Board Members and their individual roles are outlined in Section 1.2:

- **Executive Committee:** This committee is composed of BASSE's Executive Officers and will execute primary oversight over the Executive Director, who will manage all other BASSE staff.
 - **Finance Committee:** The finance committee's primary role will be to manage and provide oversight of BASSE's budget. The finance committee will work with BASSE's Executive Director to fiscal plan and manage BASSE's financial health.
 - **Governance Committee:** The governance committee will serve the primary role of reviewing all contracts, addressing serious personnel issues, and serve as the moral and ethical guide for BASSE, supporting the Executive Director with legal matters and advice, as needed.
 - **Development Committee:** The development committee's primary role will be to serve as the fundraising support to the Executive Director.
 - **Community Engagement Committee:** The community engagement committee will provide support to the Executive Director and BASSE's leadership team, as needed, related to event planning, community outreach, and student enrollment.
 - **Land and Construction:** The land and construction committee's primary role is to provide support and oversight over the development of the maintenance and building of BASSE's temporary and permanent campuses.
 - **Education Committee:** The education committee's primary role will be a thought-partner with the Dean of Academic Excellence regarding curriculum and instruction. Additionally, this committee will help support the evaluation of the school's educational program and serve on the hiring committee of academic staff, as requested.
4. As **Attachment 15**, provide a completed and signed Charter School Board Member Information Form for each proposed Board member.
 5. As **Attachment 16**, provide a completed and signed Charter School Board Member Disclosures Form for each proposed Board member.
 6. **Procedures.** Explain the procedure by which Board members have been and will be selected. How will the Board fulfill its responsibilities? What will be the planned frequency and focus of meetings? Identify any standing subcommittees the Board expects to have. Describe how the school and Board will comply with Freedom of Information Act, 29 *Del. C.Ch.* 100 (related to public bodies, public records, and open meetings).

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The BASSE Board is selected based on their connection to and high esteem for education in Delaware. The board chair has individual interviews with the board candidates to gauge their interest in the school and vision for academics in Delaware. Following interviews, the potential board member must provide their resume to the board, and they are invited to a board meeting session with the other tapped candidates. At the conclusion of the meeting, current board members vote on the new candidates.

Meetings are held monthly with quarterly retreats to review where we have been and assess where we would like to go. The board has multiple sub-committees based on our board members' expertise and the needs of the school, including governance, curriculum, community outreach, finance, and development. The sub-committees will vary annually depending on what support the school leaders need. Our secretary tracks meeting minutes, and our vice board chair manages all documentation related to board meetings in order to comply with the Freedom of Information Act, 29 *Del. C.Ch.* 100.

7. School Oversight

- a. Describe how the Board will approach its oversight role. Describe the metrics or progress indicators that the Board will consider in its analysis of the school, as well as how the Board will receive this information (i.e., dashboard) and from whom (i.e., Principal/School Leader, Business Manager, committees). Be sure to include both the academic, financial and operational metrics, and the frequency with which the Board will review these metrics.

The BASSE board understands that it has ultimate oversight and that, ultimately, we are accountable for the school's progress. The board is involved directly with the school's progress monitoring with different subcommittees assigned to different aspects of the process. The board will receive its information from the informational dashboards available to us and the school leadership team: the Executive Director, the Dean of Academic Excellence, and the Dean of Community Partnerships. To review the frequency in which the Board will engage in this process, please see section 1.4, question 5.

- b. Describe the financial policies and procedures that the Board and administration will implement and follow in order to ensure that the school remains fiscally solvent and that appropriate internal controls are implemented.

Overall, the primary financial principal for the Bryan Allen Stevenson School of Excellence is acting in students' best interest. This overarching approach considers current and future students to ensure that long term success is never leveraged merely to be put at an immediately advantageous position. All financial decisions are reviewed by OmniVest financial team (BASSE's contracted accounting firm), the finance committee, and approved through a majority vote of the Board of Directors. The OmniVest financial team, the finance chair, and the governance chair ensure that BASSE adheres to all statutory educational/charter requirements.

The OmniVest financial team, the finance committee, and the board of director follow the procedure of (1) maintaining a balanced regular reserve fund and keeping an emergency

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reserve fund, (2) maintenance and replacement of assets and facilities, (3) long-term forecasting and funding for the future, and (4) active advocacy of a balanced budget.

Specializing in school management, OmniVest assists schools in operating in an efficiently run, high-quality manner. As an independent, education-based company, OmniVest Properties Management specializes in the planning, design, development, construction, financing, and management of schools. They have hands-on experience in the development and operations of over 150 private and public schools in 18 states, coast to coast. Additionally, OmniVest and BASSE are receiving support on the Delaware school fiscal management system from Michelle Lambert, an expert in school finance management across various school settings in Delaware, including charter schools.

During BASSE's initial years of operations, Ms. Lambert will contract with BASSE to assist the Executive Director and other relevant staff in managing First State Financials (FSF) and the Payroll Human Resources Statewide Technology (PHRST) while OmniVest receives training in these statewide systems. Please see Ms. Lambert's [scope of work](#) linked in this section.

- c. Describe an, at a minimum, annual process for evaluating whether financial allocations have effectively supported the school in carrying out its mission and meeting its goals.

OmniVest will conduct the primary process for evaluating financial allocation and efficacy. Additionally, BASSE will conduct an annual retreat at the conclusion of every school year where OmniVest along with the finance and governance committees will report on the current state of the budget and compare our financial forecast moving forward to our long-term data-driven financial schedule while accounting for operational necessities and BASSE community (inclusive of student and staff) recommendations. BASSE community recommendations and operational necessities will be linked to the academic baseline figures and BASSE's rigorous academic goals and standards.

- d. Identify the enrollment threshold that would compel the Board to delay opening the school and explain why.

The Board would be compelled to delay opening the school if BASSE did not reach a minimum of 250 enrolled students. The state maintains a minimum enrollment requirement of 200 students. Internally, the board has set a figure of 250 students to account for attrition and late enrollment.

- e. Describe how the Board and School Leadership Team will utilize the school's mission in everyday practice and decision-making?

When the Board hires the School Leadership Team, it will be expected that those staff members will embody the school's mission in their daily work. The Board's various committees will ensure that the mission lives in the plans for the school and the execution of those plans. The School Leadership Team's annual evaluations will provide the Board with the opportunity to measure how embedded the mission is in the practices of the school. Additionally, the board

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will expand to 18 to provide seats for three students who will offer practical insight as to how the Board's mission is being realized on a day to day basis.

- f. Describe the School Leader contract. Identify whether there will be performance targets in that contract and, if so, what they are.

During year one, the Executive Director and the Dean of Academic Excellence will be under one-year at-will contracts, which will include co-designed and approved performance targets based on state performance standards to be renewed only following an assessment of their annual achievements. Achievements include academic metrics, as well as the adherence to and promotion of the Board's vision and the core tenants upon which the school was founded. Furthermore, students' educational and cultural trajectory, cultural cohesion, and in-roads made with the Sussex County community at large will also impact what is recognized as school leadership success.

8. **Board Improvement.** Explain the plan for increasing the capacity of the Board. What kinds of orientation or training will new Board members receive? Describe how the Board will evaluate itself and what steps it will take to continually improve its capacity to govern. Describe how current and future Board members will comply with any statutory or regulatory requirement related to the training of Board members.

BASSE's board of directors will assemble a handbook for distribution to all new Board members, who will be expected to maintain the high standard for our school's values throughout their board term. Current board members will fill out a self-evaluation of performance annually and meet with the Executive Director of the Bryan Allen Stevenson School of Excellence to review. If the Board member is not meeting expectations, that Board member will be given a probation period to improve, and if significant improvement is not made, the Board member will be asked to resign. A review of the conflict of interest policy will occur annually and revised as the law mandates. Additionally, the board will participate in the school board training provided by the Delaware Department of Education. The BASSE board has requested to participate in this training in advance of submitting this application, which clearly represents our commitment to excellence in governance.

BASSE's annual board of directors calendar includes four retreats. These retreats provide space for ongoing professional learning and training. The board of directors will also be required to participate in at least one training with staff during the pre-opening three-week learning cycle offerings, and all board members are encouraged to participate in all training during that learning cycle.

9. **Board Continuity.** Describe how, and on what timeline, new Board members will be recruited and added. Explain how the Board will screen successor members of the Board to ensure continuing compliance with the requirements that the Board be qualified to operate a charter school and to implement the school's proposed educational program.

The board member terms and structure are outlined in the attached bylaws. BASSE's bylaws are structured so that each year there is new membership and the termination of prior membership

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in some capacity. There will be student, staff, community, and parent representation on the Board, in addition to founding members.

10. **Ethics and Conflicts of Interest.** Describe the Board's ethical standards and procedures for identifying and addressing conflicts of interest and compliance with the State Code of Conduct.

All board members are dedicated and have some connection to the academic community in Delaware. Board members understand and take responsibility for how their actions reflect on the organization and the Delaware community as a whole. The governance committee is dedicated to ensuring that the Board's actions on behalf of the BASSE abide by the local, state, and federal rules and regulations. Our board recognizes that by being a member of this board, they are always representative of our school. Furthermore, all board members joined the board in order to educate students and understand that often students learn by observing the actions of the adults around them. The board has signed and adopted a Conflict of Interest Policy, and all board members were required to disclose all potential conflicts. Several board members have participated in the state's ethics training, and the board members who have not participated in this training will be required to before school opening. Please see the [attached certificates](#) of the board members who have completed the training.

Advisory Bodies [14 Del. C. §§ 512(1)-(2) and (6)]

1. Describe any advisory bodies or councils to be formed, including the roles and duties of these bodies. Describe the following: the planned composition of the advisory body; the strategy for achieving that composition; the role of parents, students, and educators (if applicable); and the reporting structure as it relates to the school's governing body and leadership.

A Parent-Teacher Organization will be formed utilizing a co-chair model to share responsibilities governing the group and moderating this council and council meetings. This group will be a listening ear to amplify the will of those whom they represent. One co-chair will each also hold a seat on the board of directors or advisory board to advocate for the ideas, opinions, and grievances of the individuals they represent in board meetings. These co-chairs will be elected positions to be held for one year. Mirroring this format, students will elect student body representatives and executives, with the student body president also holding the position for one year and having a board seat. Student representatives and executives will also hold regular meetings among their constituents and have the same duties to their representative group as the PTO co-chairs.

Grievance Process [14 Del. C. § 512(9)]

1. Explain the process that the school will follow should a parent, student or staff member have an objection to a governing board policy or decision, administrative procedure, or practice at the school.

Parents, students, and staff members will each have a representative on the board to ensure that each group understands the decision-making process and the underlying reasoning on which those decisions are based. It is the duty of these representatives to advocate for their

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constituents during board meetings, share information with the members of their respective groups, and hold open meetings where ideas, objections, and grievances can be shared. Representatives will bring any ideas, objections, and grievances to board meetings to address these issues. Should further detail, investigation, or debate be required, a panel assembly featuring the interested parties will be held to reach thoughtful and well-rounded solutions.

2. Identify the goals of the Board of Directors in terms of monitoring and resolving staff and parent complaints.

BASSE's main goal is to create and maintain a harmonious learning environment for students. All staff and parent complaints will be examined through school leadership with input from the governance committee. The interest of students is always the top priority.

The Board of Directors is open and flexible to recommendations and looks to resolve complaints as soon as possible to ensure that the learning environment remains effective. Ultimately, the Directors' actions, including handling difficult situations, are meant to provide a stable educational home.