

BOARD DUTIES AND RESPONSIBILITIES; DELEGATION OF POWER

ECG is governed by boards, not by individual board members. While understanding their separate roles, the Board of Directors and the Chief Operations Officer work together as a governance team in operating Excelsior Charter Group (“ECG”). The governance team assumes collective responsibility for building unity and creating a positive organizational culture in order to govern effectively. In consideration of these guiding principles, the following policy identifies the role of the Board and the role of the COO.

Role of the Governing Board**Vision, Mission, and Strategic****Plan:**

- The Board drafts, modifies and approves the ECG Mission and Vision and in each subsequent year, reevaluates the ECG Mission;
- The Board reviews, provides input and approves the Strategic Plans submitted by the COO;
- The Board adopts policies to successfully implement the ECG Vision, Mission, and Strategic Plans.
- The Board oversees the COO to ensure that the ECG Vision, Mission and Strategic Plans are reflected in the day to day operations of ECG.

Staffing and Personnel:

- The Board reviews and approves personnel policies and any amendments thereto;
- The Board hires and terminates, upon nomination and recommendation of the COO, all personnel. When the Board does not agree with a personnel recommendation by the COO, the decision of the Board is final after further consideration appropriate to the circumstances.
- The Board hires, evaluates, and terminates the employment of the COO.
- The Board establishes performance goals for the COO and communicates the goals to the COO;
- The Board annually reviews the COO’s performance;
- The Board annually reviews the COO’s employment contract, and reevaluates it yearly;

- The Board approves the salaries and compensation policies for all ECG personnel in compliance with any applicable state laws and collective bargaining procedures (if applicable);

Finance and Budget

- The Board reviews and approves the fiscal management and internal controls policies and any proposed amendments thereto;
- The Board, or a committee thereof, solicits and selects ECG's independent financial auditor, oversees the auditor's work, and receives the auditor's report(s);
- The Board, or a committee thereof, reviews and adopts and amends the annual budget as well as interim and annual financial statements;
- The Board, or a committee thereof, reviews and approves the audit report;
- The Board monitors the responses to the audit report and implementation thereof.

Facilities

- The Board enters into financing and building contracts;
- The Board approves construction and remodeling of facilities;
- The Board, or a committee thereof, researches funding and facilities options;
- The Board, or a committee thereof, makes recommendations on facilities needs and policies.

Board Internal Business

- The Board drafts, reviews and approves board policies and amendments thereto;
- The Board orients new Board members;
- The Board, as needed, provides training to its members;
- The Board develops and yearly implements a Board self-evaluation. From time to time, the Board re-evaluates its self-evaluation process.

Delegation of Power to the CFO

The Board delegates the following powers to the COO, or his/her delegate:

Vision and Strategic Plan:

- The COO provides input to the Board when it drafts, modifies and approves the ECG Mission and in each subsequent year when it reevaluates the ECG Vision and Mission;
- The COO drafts and submits to the Board ECG’s Strategic Plans;
- The COO implements the Board-adopted policies to implement the ECG Vision, Mission and Strategic Plans, by among other things adopting appropriate procedures and training staff on the policies and procedures.

Staffing and Personnel:

- The COO drafts all personnel policies and presents them to the Board for review and approval. The COO also recommends any proposed amendments to the personnel policies and presents them to the Board for review and approval;
- The COO nominates and recommends hiring and terminating all ECG personnel other than the COO and presents those nominations and recommendations to the Board, for final approval or rejection. The COO is responsible for all recruitment activities associated with the hiring of ECG personnel;
- The COO recommends the salaries for all ECG personnel in compliance with any applicable state laws to the Board for final approval;
- The COO ensures that all ECG personnel are evaluated on a yearly basis and creates the process for such evaluation;
- The COO implements all personnel policies, including ECG’s internal complaint procedures. If applicable, the COO presents employee grievances to the Board, which hears and decides them (only applicable if employees are given grievance rights under a contract or collective bargaining agreement).

Finance and Budget

- The COO drafts and subsequently implements the Board adopted fiscal policies, by, among other things, adopting appropriate procedures and training staff on the policies and procedures. The COO drafts amendments to the fiscal policies, and presents them to the Board for approval;
- The COO drafts and submits to the Board, or a committee thereof, the quarterly and yearly budget drafts;

- The COO drafts and submits to the Board the final quarterly and yearly budgets and other required financial statements;
- The COO implements the responses to the audit report as instructed by the Board.

Facilities

- The COO conducts capital campaigns as needed;
- The COO implements any facilities policies.

Adopted: 03/13/2018

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