

The ABC School
Board of Trustees
Bylaws and Policy Manual

September 2017

THE ABC SCHOOL BOARD OF TRUSTEES HANDBOOK BYLAWS AND
POLICY MANUAL

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**I. CHARTER/BYLAWS OF
THE ABC SCHOOL**

AMENDED AND RESTATED CHARTER

OF

THE ABC SCHOOL

Pursuant to the provisions of §48-60-106 of the *State* Non Profit Corporation Act, the undersigned non-profit corporation adopts the following amended and restated charter.

PART I:

1. The name of the corporation is THE ABC SCHOOL.
2. The duration of the corporation is perpetual.
3. (a) The complete address of the corporation's initial registered office in *State* is

XXXXX
XXXXX

(b) The name of the initial registered agent, to be located at the address listed in 3(a) above is John Doe.

4. The corporation is not for profit. The corporation is a public benefit corporation.
5. The purpose for which the corporation is organized is for the conduct of a college preparatory school.
6. This corporation is to have no members.
7. No director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under *State Code Annotated* §48-58-304. Any repeal or modification of this section shall be

prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

8. Upon dissolution, assets of the corporation will be distributed to a fund, foundation or organization which is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

PART II:

1. The date the original charter was filed by the Secretary of State was August 27, 1937.
2. The restated charter restates the text of the charter, as previously amended, further amends or changes the charter as specified below, and was duly adopted at a meeting of the trustees on January 30, 1998.
 - a. Deleted superfluous organizational provisions.
 - b. Added provisions regarding indemnification.
 - c. Changed principal office, registered office and registered agent.

This 30th day of January, 1998

THE ABC SCHOOL

BY: _____

Name: _____

Title: _____

**BYLAWS OF
THE ABC SCHOOL**

ARTICLE I
BOARD OF TRUSTEES

Section 1. *Number.* The corporation shall have at least 15, and not more than 24, trustees. In addition, the Head of School shall serve, ex-officio, in an advisory capacity, as a non-voting member of the Board.

Section 2. *Qualifications.* Any natural person, more than 21 years of age, who supports the purposes of the corporation as expressed in the corporate charter, the school motto, and the school mission statement, is qualified to serve as a trustee of the corporation.

Section 3. *Nomination and election.* Candidates for election to the board of trustees shall be nominated by a committee of the board. Trustees shall be elected at the annual meeting of the board.

Section 4. *Term of Office.* A trustee's term of office shall begin on July 1 following the annual meeting at which he/she is elected and shall continue for three years and until his/her successor is elected and takes office. The terms shall be staggered so that the terms of one-third of the trustees will expire each year. A trustee may not serve for more than two consecutive terms. However, a former trustee may serve again after a one-year absence from the board and, in order to ensure continuity of leadership, the board may waive the term limit for a trustee who holds a strategic position or is working on a special assignment.

Section 5. *Annual meetings.* The board of trustees shall hold an annual meeting during May of each year for the election of trustees and officers and for the transaction of any other business properly presented at the meeting. Notice of the annual meeting shall be given in writing to each trustee at least 14 days before the meeting.

Section 6. *Other regular meetings.* The board of trustees shall hold at least two regular meetings (other than the annual meeting) during each fiscal year, and may hold other regular meetings from time to time, as determined by resolutions of the board. Notice of regular meetings shall be given in writing to each trustee at least seven days before the meeting.

Section 7. *Special meetings.* The chairman of the board may call a special meeting of the board of trustees at any time, and shall call a special meeting at the request of the Executive Committee or a majority of the trustees. Notice of special meetings shall be given in writing to each trustee at least seven days before the meeting.

Section 8. *Location of meetings.* All meetings of the board of trustees shall be held at the principal office of the corporation unless a different location is specified in the notice of meeting. The chairman of the board may specify a different location within the metropolitan area of the principal office of the corporation.

Section 9. *Content of notice.* The notice of a meeting must specify the day, date, time, and location of the meeting. The notice of a special meeting must also state the purpose of the meeting. Except as otherwise required by law or the bylaws, the notice of an annual or other regular meeting need not state the purpose of the meeting.

Section 10. *Waiver of notice.* A meeting of the board of trustees may be held at any time or place, without notice, if all trustees waive notice of the meeting. Attendance at a meeting shall be deemed to be a waiver of notice unless attendance is merely for the purpose of objecting to the lack of notice and the objection is made at the beginning of the meeting or, if later, promptly upon the trustee's arrival.

Section 11. *Quorum.* A majority of trustees then serving shall constitute a quorum for transacting business at any meeting of the board; but if less than a majority then serving are present at the meeting, a majority of the trustees who are present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 12. *Required vote.* Except as otherwise provided by law, the charter, or the bylaws, all action by the board of trustees requires the affirmative vote of a majority of the trustees who are present and voting.

Section 13. *Proxies.* A trustee may vote only in person and not by proxy.

Section 14. *Public attendance at meetings.* The public may, in the discretion of the board, attend meetings of the board of trustees. The board may, in its discretion, deny or limit in any manner the attendance of the public at meetings of the board.

Section 15. *Vacancies.* The board of trustees may elect a person to fill a vacancy on the board until the next annual meeting of the board. That person would serve out that term and still be eligible for two more full consecutive terms. The committee on trustees shall nominate a candidate, for election at the next annual meeting of the board, to fill the vacancy for the remainder, if any, of the unexpired term.

Section 16. *Resignation and removal.* A trustee may resign from the board at any time by giving written notice of resignation to the chairman of the board, which resignation is effective at the date specified therein or upon receipt, whichever is later. A trustee may be removed from the board, with cause, by a vote of a majority of the other trustees, and without cause, by a vote of two-thirds of the trustees, at a regular meeting or at a special meeting called for this purpose. In either case, the notice of the meeting must state that this is a purpose of the meeting, and notice must be given at least 14 days before the meeting.

Section 17. *Advisory Trustees.* The chairman of the board, with the approval of the executive committee, may appoint one or more persons to serve in an advisory capacity as non-voting members of the board. Advisory trustees shall be given notice of meetings, but failure to give notice to an advisory director will not affect the sufficiency of the notice to other trustees or the validity of the meeting, and waiver of notice by an advisory trustee will not be necessary for a meeting without notice. Advisory trustees shall not be considered in determining the presence or absence of a quorum.

Section 18. *Presumption of Assent.* A trustee who is present at a meeting of the board or of any committee thereof shall be presumed to have concurred in any action taken at the meeting, unless (a) he/she objects at the beginning of the meeting (or promptly upon his/her arrival) to holding it or transacting business at the meeting, (b) his/her dissent to such action shall be entered in the minutes of the meeting, (c) he/she shall submit his/her written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting, or (d) he/she delivers or sends such dissent by registered or certified mail to the secretary of the corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a trustee who voted in favor of such action. A trustee who is absent from a meeting of the board or of any committee thereof at which such action is taken shall be presumed to have concurred in the action unless he/she shall deliver or send by registered or certified mail his/her dissent to such action to the secretary of the corporation or shall cause such dissent to be filed with the minutes of the proceedings of the board or committee within a reasonable time after learning of such action.

Section 19. *Action by Consent.* Trustees may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the trustees. If all trustees sign the written consent, the affirmative vote of a majority of the trustees is the act of the board. The action thus taken is effective when the last trustee signs the written consent, unless the consent specifies a different effective date.

Section 20. *Telephone Meeting Allowed.* Participation by members of the board or any committee designated by the board in any telephone meeting of the board or committee by means of conference telephone, video conferencing, or any other or similar communications equipment by means of which all persons participating in the meeting can hear and/or see each other shall be permitted. Participation in such a meeting pursuant to this Section 20 shall constitute presence in person at such meeting. The trustees shall promptly be furnished a copy of the minutes of any meeting held under this Section 20.

ARTICLE II OFFICERS

Section 1. *Number.* The corporation shall have a president, vice president, treasurer, secretary, and such other officers as the board of trustees may elect from time to time. By tradition ABC has referred to its president as chairman and its vice-president as vice-chairman

Section 2. *Qualifications.* An officer must be a trustee; and advisory trustees may not be officers. A person may hold two or more offices at the same time, except the president and secretary, who may not hold any other office at the same time.

Section 3. *Nomination and election.* Candidates for election to one or more offices may be nominated by any trustee at the annual meeting of the board of trustees. Officers shall be elected at the annual meeting of the board.

Section 4. *Term of office.* An officer's term of office shall begin on July 1 following the annual meeting at which he/she is elected and shall continue for one year until his/her successor is elected and takes office. An officer may not serve for more than three consecutive terms. However, a former officer may serve again after a one-year absence from the office and, in order to ensure continuity of leadership,

(a) an officer, while in office, and

(b) a former president, for one year after the expiration of his term of office, shall be exempt from the term limit applicable to ~~trustees~~.

Section 5. *President.* The president shall also serve as the chairman of the board of trustees. The president shall conduct all meetings of the board. The president shall be the chief executive officer of the corporation and shall have the general duty and authority to manage the affairs of the corporation in accordance with the directives of the board.

Section 6. *Vice president.* The vice president shall perform the duties and exercise the authority of the president in the absence or disability of the president. The vice president shall also have such other duties and authority as the board of trustees may delegate to him/her from time to time.

Section 7. *Treasurer.* The treasurer shall have the duty and authority to manage the finances of the corporation in accordance with the directives of the board. The treasurer shall prepare periodic financial statements as requested by the board and shall present a complete financial report at each annual meeting of the board. The treasurer shall also have such other duties and authority as the board of trustees may delegate to him/her from time to time.

Section 8. *Secretary.* The secretary shall have the duty and authority to see that minutes are kept of the proceedings of all meetings of the board of trustees. The secretary shall approve and distribute a register of the names, mailing addresses, and telephone numbers of the trustees and shall give notice of all meetings of the board. The secretary shall also have such other duties and authorities as the board of trustees may delegate to him/her from time to time.

Section 9. *Other officers.* Other officers, if any, shall have the duties and authority delegated to them by the board of trustees from time to time.

Section 10. *Vacancies*. The board of trustees shall fill a vacancy in any office for the remainder of the unexpired term of office by nomination and election at the next regular meeting of the board or at a special meeting called for this purpose. That person appointed to fill the vacancy will still be eligible to serve the succeeding full term of that office.

Section 11. *Resignation and removal*. An officer may resign from office at any time by giving written notice of resignation to the chairman of the board, which resignation is effective at the date specified therein or upon receipt, whichever is later. An officer may be removed from office, with or without cause, by a vote of a majority of the other trustees at a regular meeting or at a special meeting called for this purpose. In either case, the notice of the meeting must state that this is a purpose of the meeting, and the notice must be given at least 14 days before the meeting.

ARTICLE III COMMITTEES

Section 1. *Executive Committee*. The board of trustees shall have an executive committee consisting of the president (chairman), vice president (vice-chairman), secretary, treasurer, and at least one other trustee appointed by the chairman of the board with the approval of the board. The executive committee will not exceed in number a majority of the current membership of the board. The executive committee shall have all of the authority of the board of trustees between meetings of the board, except that the executive committee may not

- (a) adopt, amend, or repeal any provision of the corporate charter or bylaws,
- (b) elect or remove any trustee, committee member, officer of the corporation, or the head of school,
- (c) amend or repeal any resolution of the board or any action of the board taken by written consent without a meeting.

Section 2. *Other committees*. The board of trustees may establish other committees (standing or ad hoc) to study matters and make recommendations to the board, from time to time by the vote of a majority of the trustees at a regular meeting or at a special meeting called for this purpose. With the approval of the board, the president (chairman) may appoint to these committees individuals who are not currently serving as elected members of the board.

ARTICLE IV
INDEMNIFICATION

The corporation shall extend indemnification and advance expenses to trustees, officers, employees, and agents of the corporation in the manner, to the extent and subject to the applicable restrictions and limitations set forth in *section ?? through section ??* of the *State Non-Profit Corporation Act*, as the same may from time to time be amended.

ARTICLE V
FINANCIAL MATTERS

Section 1. *Fiscal Year.* The fiscal year of the corporation, for tax and financial accounting purposes shall be the 12-month period ending on the last day of each June.

Section 2. *Compensation and expenses of trustees and officers.* All trustees, including trustees who are serving as officers, shall serve without compensation.

Section 3. *Budgets.* All budgets must be approved by the affirmative vote of a majority of the trustees entitled to vote at a regular meeting or at a special meeting called for this purpose.

Section 4. *Deposit accounts.* All funds, other than petty cash, of the corporation shall be deposited in accounts established at one or more banks designated by the board of trustees, and shall be disbursed only by checks or orders signed by one or more persons designated by the board.

Section 5. *Loans.* The corporation shall not borrow money without the approval of the board of trustees, and all promissory notes and other loan documents must be signed by the president and treasurer of the corporation.

Section 6. Other. Financial policies for the Corporation shall be determined from time-to-time by a committee of the board, subject to the board's directives.

ARTICLE VI
NOTICES

All written notices required or permitted to be given to a trustee shall be deemed to have been given only when sent by first class mail, postage prepaid, to the trustees at his or her mailing address as shown on the register kept by the secretary of the corporation, when sent by facsimile or electronic mail to the trustee at his/her facsimile number or electronic mail address as shown on the register kept by the secretary of the corporation, or when personally delivered to the trustee.

ARTICLE VII
CORPORATE SEAL

The corporation shall have a seal consisting of the words "The ABC School - Founded
Date - Seal".

ARTICLE VIII
AMENDMENT OF BYLAWS

The bylaws may be amended only by the affirmative vote of two-thirds of the trustees present at a regular meeting or at a special meeting called for this purpose. In either case, the notice of the meeting must state that this is a purpose of the meeting, and the notice must be given at least 14 days before the meeting.

END OF BYLAWS

II. POLICY MANUAL

A. Board of Trustees

The ABC School Board of Trustees

II. Policy Manual

A. BOARD OF TRUSTEES: Purpose and Organization

1. HISTORY

A brief history of the school....

2. TRUSTEE RESPONSIBILITIES

The ABC School operates in the public interest. The Board has an obligation to hold the school to the highest standards of service to the public from which the school derives its independence. In executing its governance only the Board as a whole gives direction to the school. Until the full Board in a properly constituted meeting decides an issue, even the Chair cannot speak for the Board.

Trustees are not elected to represent specific constituencies. While trustees bring different skills, knowledge, and experiences to the Board, it is hoped that all trustees will consider the good of the school as expressed in the charter and mission statement. The Parents Council, the Alumni Council, and the Board of Advisors can serve as sources of opinion and information from specific constituencies that make up ABC's larger community.

The Board of Trustees of the ABC School has four principal responsibilities as follows:

A. The Board organizes and manages itself so as to fulfill its duties to the school. Specifically, Trustees are expected

- to assess their individual performance,
- to support the school financially,
- to attend meetings regularly,
- to be responsible to the school as a whole,
- to monitor the Board's and the Chair's performance and to set its goals for the coming year.

B. The Board selects the Head of School and works cooperatively with that person.

- The search committee of the Board, with or without the help of a consultant, defines the qualities needed in the new Head and, after gaining the Board's approval of this definition, examines and recommends candidates to the Board.
- The Board delegates administration of the school to the Head.
- The Board assesses the Head's performance through a yearly written evaluation, which is the responsibility of the Chairman of the Board.
- The Board has an obligation to support the Head's leadership. A Trustee who receives a complaint refers the matter promptly to the Head so as not to undercut the authority delegated to the Head. The Board does not sit as a court of appeal for parents, students, or faculty members concerning the Head's actions.
- Each Trustee helps to keep the school's constituencies informed and is an advocate for the school.

C. The Board plans, develops and establishes policy, and assesses the performance of the school.

- The Board, with the guidance of the Head, establishes the school's mission, develops the strategic plan, and formulates general policies. It monitors the administration's progress in carrying out the plan.
- The Board identifies and monitors key indicators of strategic performance.

- The Board reviews the school's policies and programs to make sure that they are consonant with the school's ethos, effective, and well managed.

D. The Board is responsible for the school's financial condition and its physical plant.

- The Board approves the annual operating budget and receives an annual audit or review of the school's financial operations and assets.
- The Board monitors the school's financial management. It approves capital expenditures above authorized limits.
- The Board identifies and monitors key indicators of financial performance.
- The Board makes sure that the physical plant is adequate for the school's programs.
- To ensure that the school has the financial and physical resources it needs, the Board bears primary responsibility for the financial stability of the school and for fund-raising.

3. STANDING COMMITTEES

The number of standing committees of the Board, their names, and their duties are reviewed annually by the Chairman of the Board and approved by the full Board at its first regular meeting. Currently, seven standing committees meet regularly to carry out the work of the Board. The committees are the Executive Committee, Financial Resources Committee, Investment Committee, School Life Committee, Institutional Advancement Committee, Committee on Trustees, and the Campus and Facilities Committee. Ad hoc committees are appointed by the chairman to meet special needs.

EXECUTIVE COMMITTEE: The Executive Committee of the Board of Trustees transacts the business especially committed to it or takes general charge of the interests of the corporation in the intervals between the meetings of the Board of Trustees, acting for and on behalf of said Board, and makes a full report of all of its actions to the Board.

The Executive Committee consists of the officers of the corporation, and other members of the Board of Trustees who are appointed by the Chairman, with the approval of the Board. The Executive Committee meets, subject to the call of the Chairman or the Head of the School. It has power to expend all funds necessary to discharge all obligations imposed upon it by action of the Board. A majority of the Executive Committee constitutes a quorum.

FINANCIAL RESOURCES COMMITTEE: The Financial Resources Committee is responsible for overseeing financial matters in connection with the operation of the school and assisting the treasurer in carrying out his/her responsibilities. The Financial Resources Committee reviews and makes recommendations to the Board with respect to all financial matters and prepares and presents an annual budget to the Board of Trustees for their approval and adoption. In preparing the annual budget, the Financial Resources Committee confers with the Head of School and such committee chairmen, as it may consider desirable. The budget includes salary parameters for faculty and staff, the level of fees and tuition, authorization for operating and other expenses, projections of income and the like. The Financial Resources Committee is responsible for developing policies and objectives for the investment of short-term operating assets and the assets held in the school's defined benefit and defined contribution plans.

INVESTMENT COMMITTEE: The Investment Committee is responsible for investment of all endowment funds and other long-term investment assets of the school. The Investment Committee develops and recommends to the Board appropriate investment goals and procedures for carrying out these goals. Such procedures may include standing authority for the Investment Committee to authorize specific investments, the retention of outside investment consultants, the use of institutional custodians or investment advisers or other means or a combination of these means.

COMMITTEE ON INSTITUTIONAL ADVANCEMENT: The Committee on Institutional Advancement will focus on outreach, specifically in admissions, development, and external communications. The Committee's core role and added value to both the Board and the staff will be as a strategic resource and catalyst for strategic planning in these areas.

In its role, the Committee will serve as a "sounding board" for staff members who are accountable for admissions, communications, and development; a forum where staff can present strategic options or choices (e.g., resource allocation, organization changes, new initiatives, or policy changes) for discussion, feedback, and full Board approval or action as needed.

Also, the Committee will participate in formal strategic planning for these areas, and then through its chairman provide input to the Strategic Planning Committee. The Committee will focus on broad issues with multi-year consequence, and not on tactical aspects of planning except where requested.

The Committee will have oversight responsibility to review routinely performance measures against benchmarks and goals, and to bring to the full Board's attention any issues arising from its review. The Committee will ensure that measures and benchmarks are relevant and effective in evaluating performance.

COMMITTEE ON TRUSTEES: The Committee on Trustees is responsible for investigating and proposing prospective trustees and nominating a slate of officers. The Committee analyzes the kinds of talents needed on the Board and its committees. The Committee must note and follow the Board's policy on rotation. The Committee is also responsible for orientation of new trustees, ongoing training and education programs for all Board members, and the bi-annual self-evaluation of the Board.

SCHOOL LIFE COMMITTEE: The School Life Committee is responsible for reviewing and advising the Board with respect to the school's philosophical goals, academic policies, student services, athletics, and extracurricular enrichment. More specifically, the School Life Committee assists the Board in determining basic educational philosophy and policy, and in determining whether the school's educational programs are consistent with educational philosophy and policy to which the school subscribes. In addition, the School Life Committee shall make recommendations to the Board regarding the Professional Growth Program for the on-going support and development of all teaching personnel.

CAMPUS AND FACILITIES COMMITTEE: The Campus and Facilities Committee is responsible for policies and recommendations concerning the construction, maintenance, care and improvement of the buildings and grounds, campus expansion, and the furnishings and equipment thereof. Except as provided by budget, or with prior approval of the Board, the committee may not expend the money of the school.

4. ORIENTATION

New members of the Board of Trustees shall be given an orientation to their duties and to Board procedures by the Committee on Trustees. The Committee on Trustees is responsible for seeing that this orientation occurs in a timely manner at the beginning of a new board member's term of service.

5. TRUSTEES AS POLICY MAKERS

In accordance with the bylaws and the Charter of the ABC School, continual oversight of the operation of all aspects of the School, its programs, and its employees is vested in the Board of Trustees. The Board of Trustees shall have the responsibility and the obligation for the discussion and review of all ongoing issues of long term importance to the School. The Trustees shall have the responsibility for the establishment and adoption of policy in matters of continuing interest affecting the School.

POLICY MAKING PROCESS

Matters upon which Board Policy needs to be made may be initiated by the Head, a Board member, committee, alumni and/or friends of the School. The Head of the School shall be considered a prime source to bring to the attention of the Board matters of ongoing importance affecting the School.

The Board of Trustees of the ABC School shall receive, review, and discuss all appropriate policy matters. When, in the opinion of the Chairman, matters are of such importance that a policy position needs to be established, the Chairman shall refer the matter to a committee of the Board for discussion, decision, and recommendation for further action by the Board.

Recommendations shall be in written draft and shall be presented by the committee chairman to the Board for appropriate action. Such statements approved by a majority of the members present shall be duly recorded in the minutes. These positions so adopted and recorded shall be regarded as official Board policy and shall be entered into the appropriate section of the Policy Manual.

Policies may be subsequently amended through a similar procedure by a simple majority of the Board.

6. RECOGNIZED ORGANIZATIONS

Under the charter of the school, all governing authority is vested in the Board of Trustees. In keeping with this responsibility the Board of Trustees authorizes the creation of organizations to serve as liaisons with wider publics and to serve in advisory capacities. These organizations include the Alumni Council and Parents Council. These organizations have no governing authority over the school and exist at the will of the Board of Trustees. The purpose or mission statement and the bylaws of each organization must be approved by the Board of Trustees.

At the discretion of the Chairman of the Board of Trustees the current president and/or president-elect of a recognized organization may be invited to attend the regular meetings of the Board to facilitate communication between the Board of Trustees and its wider constituencies.

ALUMNI COUNCIL

The ABC School Alumni Council is a group of individuals whose purpose is to promote a sense of unity and commitment among Alumni. The Council works to increase alumni interest and support of the school through a variety of activities carried out through committee work as well as Admissions and Fund-raising projects.

PARENT COUNCIL

The two main purposes of the Parent Council are to provide a channel of communication between representative parents and school administrators and to improve overall parent participation in the annual Sustaining Fund, which is vital to retaining ABC's high level of instruction and character building. The Council sponsors several projects during the year, designed to involve and inform other parents, and to show their thanks to the faculty and staff with the spring Faculty/Staff Appreciation Week.

7. CONFLICT OF INTEREST POLICY

STATEMENT OF POLICY

It is the policy of the ABC School to require trustees, officers and employees to conduct themselves in such manner as to avoid any likelihood of a conflict or the appearance of a conflict between their personal, business, or financial interests and other relationships and the interests of ABC. Being associated with, or working for, a non-profit school devoted to education places all trustees, officers and employees in positions demanding the highest degree of integrity and objectivity with respect to transactions between ABC and other entities and/or interests. It is expected that no individual will discharge ABC duties and responsibilities under circumstances where to do so will reflect discredit upon or unreasonably cause criticism of ABC or impair public confidence in the integrity of ABC. The committee on trustees annually requires every Board member to complete a questionnaire regarding adherence to the Board's Conflict of Interest Policy.

II. POLICY MANUAL

B. School Mission and Core Beliefs

The ABC School Board of Trustees

II. Policy Manual

B. SCHOOL MISSION AND CORE BELIEFS

1. MISSION

The School's mission statement

2. CORE BELIEFS

The School's Core Beliefs and any other relevant documents expanding on the mission statement.

3. THE HONOR SYSTEM

Honor is central at ABC. The ABC ideal is that each student live as a responsible person whose word is his/her bond, whose work is always his/her own, and around whom the property of others is safe. Lying, cheating, and stealing have no place at ABC. In recognizing that honor can be learned, ABC uses an honor system to impart its honor code.

The Head of School is charged with serving as the final arbitrator for the Honor System and with developing procedures which will ensure its vitality.

Student Terminations:

ABC believes in extending to its students the opportunity to learn from mistakes. In many situations involving discipline and honor, the school will provide a "second chance" to a student who demonstrates the ability to grow from the experience.

Whenever a student action is cause for the Discipline Committee or the Senate to recommend expulsion or a major suspension, the situation is thoroughly reviewed by the Head of School or designate. This review will ensure that the student has had a fair and equitable hearing. An expelled student or his/her parents has the additional right to appeal an expulsion to the Head of School whose decision will be final. The Head of School has the final authority to determine whether or not a student's presence is in the best interest of the school, the student, and the family. No appeal to the Board of Trustees will be heard.

4. ACCREDITATION

The administration is to maintain ABC's accreditation through the process of Southern Association of Independent Schools or other appropriate organizations. Administrators and faculty will meet the professional criteria of the accrediting organization.

5. ADMISSIONS POLICY

ABC School seeks to enroll students who would benefit from ABC's achievement-oriented academic community. To identify such candidates, ABC relies upon sources such as alumni, current and past parents, heads and counselors of feeder schools, independent counselors, and summer programs.

Because ABC utilizes a selective admissions process, the school searches for students who can contribute to the school through their talents. Successful candidates are above average to gifted in intelligence, diligent, enthusiastic about learning, energetic and competitive in their school work and extracurricular activities, and respectful. The admissions committee, which considers each applicant, evaluates a student's academic record, previous testing, teacher and personal recommendations, admissions test performance, special recognitions, behavior, personality, and personal interview. Students who are invited to become members of the ABC student body have been selected without regard to race, national origin, or religion.

Applicants who are the children of current faculty are given priority consideration. Applicants who are children of alumni, siblings of graduates, or siblings of current students, may be given preference for admission over other applicants who have demonstrated equal ability to perform successfully at ABC.

II. POLICY MANUAL

A. Head of School

The ABC School Board of Trustees

II. Policy Manual

C. HEAD OF SCHOOL

1. HEAD OF SCHOOL

The immediate governance of the school shall be vested in a Head of School who shall be the chief executive of the school, subject only to the control of the Board of Trustees.

The Head shall have the responsibility for accomplishing the general objectives of the school, implementation of Board policies, and general oversight of all school operations including the employment, assignment, and reappointment of all personnel, the curriculum, course of studies and programs, and the discipline to be observed in the school.

2. RESPONSIBILITIES OF THE HEAD OF SCHOOL

The Head is charged by the Board of Trustees with the general responsibility for accomplishing the objectives of the school. He/She may be assisted in the administration of the school by an administrative staff of assistants, directors, and teachers. In general, their function will be defined by the Head in light of the responsibilities and needs of the school.

The duties and responsibilities of the Head include the following:

1. To provide leadership in establishing and implementing a curricular program appropriate to the stated objectives of the school.
2. To encourage and support extracurricular activities designed to supplement and enrich the students' personal growth and development in line with the purpose of developing students to be well-rounded, mentally, physically, socially, and spiritually.
3. To employ and retain teachers who want to learn and improve in their chosen profession, who are, to the highest degree possible, persons of wholesome personality, good citizenship, sound judgment, integrity and scholarly attainment, who are skilled in the art of teaching and temperamentally compatible with the youth and the community comprising the ABC School.

4. To appraise the performance of employed personnel; to engage continuously in improving their performance, preparation and experience; and to recognize exceptional merit of professional employees.
5. To define as needed the duties of personnel.
6. To assign teachers and other employees to ensure the best interests of the school.
7. To be responsible for the discipline and conduct of students.
8. To provide supervision, either personally or through a delegation of authority, for all phases and activities of the school's operation.
9. To develop and maintain a status of accreditation by the Southern Association of Independent Schools and membership in professional organizations of independent schools.
10. To keep abreast of sound educational practices and to make use of these practices where appropriate in the operation of the school.
11. To be involved in the activities of professional organizations where these activities can benefit the school's total educational program.
12. To review all complaints; to render decisions consistent with sound educational policy and the best interests of the school; and to interpret the school and its operating policies to parents, students, and friends of the school.
13. To render judgment of revision in the program of studies (curriculum) or major changes in textbooks.
14. To identify and recruit highly qualified persons to fill vacancies on the professional and administrative staffs.
15. To develop with the staff and the Board of Trustees the annual budget of the school.
16. To prepare status reports about enrollment, accreditation matters, teacher salaries, or other matters as desired.
17. To serve as a focal point of communication with parents, teachers, and students by a careful utilization of well-planned announcements, newsletters, bulletins, faculty and parent meetings, assemblies, and daily and weekly schedules of events.

18. To supply the Board of Trustees with information about developments and events in the school.
19. To be sensitive to human relations with respect to students, school personnel and parents so that the best interest of the school and the school's educational program will be served.
20. To become involved with special courses or programs of the school as schedule permits.
21. To oversee all financial operations of the school.
22. To be responsible for the maintenance and development of the overall campus, physical plant, and properties of the school.

3. BOARD - HEAD RELATIONSHIP

1. The Head of School is primarily responsible to the Board of Trustees and not to a committee or individual. The Head and Board work together in a spirit of respect and partnership for the benefit of the school.
2. Head and Board of Trustees must work within the bylaws of the school. The philosophy of the school as developed over the years should serve as a guide for the future growth of the school.
3. With the understanding of the Chairman of the Board the Head will work directly with individual members of the board and with subcommittees on specific problems. The Head should report unusual problems to the Chairman of the Board or to the Executive Committee.
4. The Head will make a report to the Board of Trustees at each regular meeting, in order to keep the board well informed about what is happening at the school.
5. The Chairman of the Board may ask the Head for a preview of his/her report prior to the meeting. The Chairman of the Board and the Head will communicate with each other prior to every meeting of the Board of Trustees to inform each other of new business to be brought up at the meeting and any areas of discussion which may be of particular interest or concern.
6. Between regular meetings, the Head should report any unusual problems to the Chairman or proper Committee Chairman.

7. The Head will inform the faculty about any relevant, non-confidential discussion and Board decisions made at a regular meeting.
8. The Chairman of the Board after consultation with the Executive Committee will inform the Head of possible disagreement with his/her performance and request a thorough discussion to determine what steps must be taken.
9. The Head will inform the Chairman of the Board of any major problems interfering with the performance of his/her duty.
10. If either the Board of Trustees or the Head wish to terminate their relationship, the decision should be made in writing as early as possible in the school year.

4. EVALUATION

Regular evaluation of programs and personnel is essential to the well-being of the institution, and provides opportunities for identifying ways in which the school can more effectively achieve its goals.

The major elements of the ABC School Evaluation Plan include the following:

1. Board Evaluation (every two years by the Committee on Trustees)
2. Evaluation of Head (annually by the Chairman of the Board)
3. Evaluation of Faculty and Staff (Head as prescribed by professional development program)
4. Evaluation of Instructional Program (periodically by the Head)

5. EMPLOYMENT OF THE SCHOOL HEAD

The Trustees of The ABC School are responsible for the employment of a competent and qualified person for the position of School Head. The Head of School will be employed in the following manner:

1. When a vacancy exists or is imminent, the Chairman of the Board shall appoint a committee comprised of Board members and such other persons in The ABC School community as may be appropriate for the purpose of finding the best person to be employed as Head of School. This committee shall be known as

2. “The ABC School Head Search Committee.” The Committee will receive from the Board instructions concerning qualification requirements and time factors involved in the selection process. The Search Committee may employ consultants on such terms as are approved by the Board of Trustees.
3. The ABC School Head Search Committee will conduct a thorough search by generating applications, interviewing candidates, and presenting a list of the most qualified candidates.
4. The Search Committee will consider the list of qualified candidates, conduct such interviews as may be necessary and recommend to the Board a candidate from the list of qualified applicants.
5. The Board will approve a formal contract specifying the salary and other benefits, date of employment, and other duties and responsibilities of the Head.

6. REAPPOINTMENT OF SCHOOL HEAD

The Executive Committee will make any recommendations concerning the renewal or nonrenewal of the Head’s contract. These recommendations may also include length of contract, salary, and type of benefits.

7. RESIGNATION OF THE SCHOOL HEADMASTER

Under normal circumstances when the Head of School wishes to resign, this resignation will be submitted in writing to the Chairman of the Board of Trustees at the earliest possible time.

II. POLICY MANUAL

D. Business and Finance

The ABC School Board of Trustees

II. Policy Manual

D. BUSINESS AND FINANCE

1. Tuition

Amounts of fees, deposits, and tuition shall be set by the Board of Trustees at its first meeting of each calendar year.

2. Records and Audit of Financial Affairs

The School shall maintain in its offices adequate records of its financial and operational affairs. The fiscal year for the School shall begin July 1 and end June 30. The financial records of the School shall be audited annually by outside auditors of the Board's selection. The school audit shall conform to standards of similar educational institutions and shall provide adequate data to control and conduct the affairs of the school properly. The Head of School shall provide interim financial statements to the Finance Committee of the Board on a quarterly basis.

3. Payment Procedures and Bonding

Funds received by the General Operating Account and Special Purpose Account may be properly distributed by a combination of two signatures for the amounts of \$10,000 and above or one signature for amounts less than \$10,000 by the Head or members of the administrative office staff so designated. These people shall be bonded to the extent deemed adequate by the Board of Trustees. Funds from the other accounts of the School may be distributed at the direction of the Board. The Board shall select persons from the Board and the office of the school and authorize them to make such distributions.

4. Approval of Use of Capital Gift Funds

Capital improvements shall be made with the approval of the Board of Trustees after it has been given adequate information and has had time to evaluate properly such data.

5. Gifts to the School

Designated gifts, as well as gifts of kind, may be accepted by the School upon concurrence by the Head, and such gifts shall be reported to the Board at its next meeting. If any such gifts may significantly affect the physical plant or the operation of the School, the acceptance of such gift shall require the approval of the Board. After acceptance, all gifts shall be placed in the appropriate funds or place of utilization. Unrestricted gifts may be accepted by the Head on behalf of the School and shall be deposited in the proper account. In the case of all gifts, the School shall not be responsible for the value claimed by the donors, but the School shall maintain its tax-exempt status so that proper gifts may be deductible by the donor for federal income tax purposes. It is the Board's intent that all gifts of marketable securities will be sold on a timely basis.

2005 Donor Privacy Policy

ABC School is committed to the highest standards of integrity in all fundraising efforts and to the ethical collection, retention and use of information on donors and prospects in the pursuit of institutional goals. To accomplish this, we commit to the following:

1. ABC School will collect and use personal information such as names, address, phone number, and e-mail address. In addition, ABC School keeps a record of each donor's giving history. This information is kept on file for IRS purposes and is also used by the Development Office to analyze overall giving patterns in order to make more accurate budget projections.
2. ABC School will NOT sell or trade its donor information with any other organization or institution.
3. To recognize and thank ABC donors' generosity, we publish an annual Donor Report. In this case, other organizations and third parties may have access to our donor names, but not specific contribution amounts. Individuals wishing to remain anonymous for this publication purpose should contact the Development Office.

6. Control of Accounts

Accounts for the School shall be established by the Board of Trustees in such forms as shall provide the proper control of assets and allow proper and efficient use by the School. In all cases, these accounts shall provide for such growth and/or earnings as the Board shall deem appropriate. Surpluses in the accounts shall be kept to a minimum and the Board shall determine the extent of such surpluses and, if appropriate and proper, shall transfer them to other accounts of the School. The Board may classify assets as unrestricted or temporarily restricted. Gifts restricted by donors shall be classified as permanently restricted net assets or temporarily restricted net assets, in accordance with the donor restriction.

7. Retirement Plans

The School offers a Defined Benefit, a Profit-Sharing Plan, and a 401(k) Retirement Plan to all full-time employees. In addition, the School will also handle payments of employee contributions through pre-tax payroll deductions to companies providing tax deferred annuities. There is a three-year vesting requirement, which means that an employee must work at the school for three years before becoming eligible for benefits.

8. Financial Aid

The ABC School offers financial aid to enroll competitive students who could not otherwise afford to attend and to increase the diversity of its student body. In the administration of its financial aid program, ABC does not discriminate on the basis of race, religion, national or ethnic origin. ABC's financial aid funds are reserved for families who have no alternative to requesting assistance. All aid is awarded on the basis of financial need.

ABC's staff responsible for the administration of its financial aid program meets annually to review the academic performance and citizenship of each currently enrolled student receiving aid. Any student not meeting ABC's basic standards for academic and extracurricular performance will be placed on financial aid probation by the Financial Aid

Review Committee. Once on probation, the student and his parents will be notified. A decision regarding continued support will be made by the committee.

When financial aid awards are accepted by a family, an enrollment contract is signed by the parents and the student. (A copy of the current enrollment contract can be found in the appendix.)

9. Fund-raising

In order to coordinate general fundraising activities within the school community, any school-connected fundraising project involving a general solicitation of the patronage, must have prior approval of the Board.

Student led fundraising projects must have the prior approval of the Head or his/her designee.

10. Grant Proposals

All grant applications, whether initiated by faculty or administrative staff, must be approved by the Head of School under blanket approval by the Board of Trustees. Any grant in excess of \$5,000 that requires the School to obligate funds over and above what the grant proposal provides must be approved by the Board of Trustees or its Executive Committee. It is the intent of the Board that The ABC School neither solicits nor accepts government funds.

11. Property Acquisition and Campus Expansion

The Board will maintain a campus master plan and empower the Executive Committee to act on acquisition of property.

12. Planned Giving Policy

The purpose of the Planned Giving Program of the ABC School shall be to encourage, solicit and recognize bequests, gifts of life insurance, and gifts created by life income agreements for all purposes consistent with the objectives of the school. In all instances ABC seeks unrestricted gifts to its quasi-endowment, recognizing that donors may request reasonable conditions regarding the use of either principal or income, as well as the investment of endowed funds. Such conditions are subject to the approval of the Board of Trustees or its designated committee.

This program shall be designed to supplement and enhance all other fund development programs of the school by:

1. Offering donors the opportunity for life income gifts which will enable them to retain the income from their capital.
2. Offering donors the opportunity to make a larger gift during their lifetime than could be made without income retention.
3. Offering donors the opportunity to provide income for life for a survivor.
4. Encouraging estate planning and the preparation of wills which can provide for outright bequests, annuity for life income provisions for other beneficiaries, and additions to agreements and trusts which qualify for deduction or exemption under existing tax laws.
5. Offering donors the opportunity to establish a permanent memorial in one's own name or for another.

Enabling Statement

It shall be the policy of the school to offer through the Planned Giving Program an opportunity for donors to make gifts in the following forms:

1. Gifts by will.
2. Gifts of a remainder interest — including the charitable gift annuity; deferred payment charitable gift annuity; charitable remainder unitrust; charitable remainder annuity trust; pooled income fund; and the gift of one's personal residence or farm with retained life estate.
3. Other gifts — including life insurance policies; charitable lead (income) trusts, revocable trusts, and gifts of an undivided interest in property.
It shall also be the policy of ABC to actively seek such gifts and to provide adequate staff and resources for a full and effective program. The Executive Committee shall establish specific guidelines and conditions for various types of gifts through the basic formats that it approves.

Authority to Negotiate, Approve

Professional staff members of the development office shall be authorized to negotiate with any potential donor gift annuities and life income agreements and trusts that follow the basic format of the agreements approved by the Development Committee without further approval. All other agreements which are binding on the institution and which do not follow these forms shall receive the approval of the Executive Committee before final negotiations with the donor.

Authority to Invest

Investment policies shall be established by the Endowment Committee and reviewed annually. It is essential that the investment policy in each case be clearly stated and rigorously followed. The Endowment Committee shall have the authority to designate a trustee to manage the investments.

Separate Trustees

In arrangements requiring a trustee, donors should be urged to use their bank or trust company as trustee. ABC should act as trustee only when required by law, or when the donor requests that the school do so and cannot be persuaded otherwise. In the case that ABC is asked to serve as trustee, the proposed gift arrangement must be presented to the full board or to the Executive Committee of the Board of Trustees for discussion and consideration before acceptance.

Donor's Rights and Interests

In all matters involving donors or prospective donors, the interests of the donor shall come before those of the school. No program, agreement, trust, contract, or commitment shall be urged upon any donor or prospective donor that would benefit ABC at the expense of the donor's interest. No agreement shall be made between ABC and any agency, person, company, or organization on any matter — whether investment, management, sale, or other interest — which would knowingly jeopardize or compromise the donor's interests.

It shall be the policy of the school, its trustees and staff to exercise extreme caution against the use of any high pressure sales techniques when dealing with prospective donors. The task of all shall be to inform, serve, guide or otherwise assist in fulfilling the donor's philanthropic wishes, but never under any circumstances to pressure or unduly persuade.

In keeping with this policy, all staff employed by ABC to administer or promote planned gifts shall be paid on a fixed salary or other basis and not receive a commission related to gifts received in such a way as to create a personal financial interest in any agreement. Commercial programs designated for only one company or one agent shall be avoided.

Review of Agreements

The ABC School shall seek the advice of legal counsel in all matters pertaining to its Planned Giving Program, and shall execute no agreement, contract, trust or other legal document with any donor without the advice of legal counsel. Likewise, the prospective donor shall be advised to seek the counsel of his or her attorney in any and all aspects of the proposed gift, whether by bequest,

trust agreement, contract or other. The donor shall particularly be advised to consult his or her tax adviser on matters related to the tax liability of a gift and matters related to planning of the donor's personal estate.

Each gift arrangement also shall be reviewed from the perspective of its potential benefit to the work of the school. While the interests of the donor are paramount, no gift shall be accepted if its benefit to ABC is so remote as to be negligible. The school retains the right to refuse gifts in any for which are deemed in-appropriate to its purposes.

Confidentiality

All information obtained from or about donors or prospects shall be held in strictest confidence by the school. Neither the name, the amount, nor the conditions of any gift shall be published or otherwise recognized publicly without the approval of the donor and/or the beneficiary.

II. POLICY MANUAL

E. Personnel

II. Policy Manual

E. PERSONNEL

1. Employment of Personnel

ABC maintains a policy of nondiscrimination with all employees and applicants for employment. All aspects of employment at ABC will be governed on the basis of competence and qualifications and will not be influenced in any manner by race, color, religion, sex, age, national origin, handicap or veteran status, or any other status protected by law.

All decisions made with respect to recruiting, hiring and promotions will be based solely on individual qualifications related to the requirements of the job. Likewise, all other personnel matters such as compensation, benefits, transfers, staff reductions, training, education, and social/recreation programs will be administered free from any illegal discriminatory practices.

2. Dismissal of Non-Teaching Employees

Notice of Termination. If ABC finds it necessary to remove an employee appointed to a full-time or part-time position from the workforce, the employee will normally receive a minimum of two (2) week notice (ten working days).

Termination of ABC employment will fall into one of several categories, with indicated policies applicable to each. These categories are described below.

Whatever the circumstances of termination, employees will be paid all salary due up through their last day of work plus all accrued paid vacation time. “Time-off” benefits such as sick and personal leaves carry no monetary value and therefore cannot be “cashed out” at termination.

- **Voluntary Resignation.** Employees may decide on a voluntary separation and, therefore, resign from ABC employment with notification of at least two (2) weeks (ten working days) before departure.

- **Mutual Agreement.** In some circumstances, both the employee and ABC may agree that it is mutually beneficial to end the employment relationship. Under such circumstances, the employee and ABC will work out a mutually satisfactory termination/departure date.
- **Staff Reduction.** Occasionally, ABC may find it necessary to eliminate a job(s) because of changes in programs or circumstances. When this occurs, affected employees will be given as much advance notice as possible. The action will be explained and every effort made to place the person(s) in other available jobs.

3. **Dismissal and Reappointment of Faculty (Administrators and Teachers)**

Faculty may be dismissed during the term of their contract at will upon thirty (30) days notice.

Faculty members are required to sign a contract, the wording of which has been approved by the Board. Contracts are issued for a period of one school year with salary increases beginning in September.

4. **Resignations**

Faculty. The ABC School expects teachers who have to resign during the school year to meet, at the earliest possible time, with the Head or his/her designee outlining the reason(s) for resignation and to conclude appropriate arrangements for the teacher to leave the School. Teachers who plan to resign at the end of the school year should submit their resignations at the earliest possible date. Benefits provided by the School will be terminated with the final pay period of the non-returning employee.

Non-Teaching Employees. Non-teaching employees who resign are expected to give in writing at least two (2) week notice, but preferably one month's advance notice. Benefits provided by the School will terminate with the final pay period of the non-returning employee.

5. **Retirement**

While there is no mandatory requirement, normal retirement date under the Defined Benefit Plan is July 1 in the year the employee reaches the age of 65. An employee may request an earlier retirement date upon reaching age 55 and having at least 15 years of service.

If employment at ABC is terminated prior to one's retirement date, the employee will be paid his vested interest in the plan upon reaching retirement age. An employee becomes 100% vested after he has been employed at ABC for three years. In the event of his death prior to retirement, his surviving spouse is paid the accrued benefit in his account at the employee's earliest retirement date.

6. Sexual Harassment and Misconduct

All employees and students have the right to work in an environment that is free of harassment, which is defined as any employee conduct, whether intentional or unintentional, that results in the discomfort of another employee because of or on the basis of his/her race, color, religion, national origin, sex, age, height, weight, marital status, socio-economic status, handicap, or veteran status. Any such harassment is prohibited. Any employee who feels he/she has been subjected to harassment is urged to immediately advise his/her supervisor, or any other supervisory person with whom he/she feels comfortable in discussing the problem. Further, any such acts of harassment by an employee will be investigated immediately, and that person will be subject to disciplinary action up to and including discharge.

Sexual Harassment

It is The ABC School's policy that all employees are responsible for ensuring that the work place is free from sexual harassment. Because of The ABC School's strong disapproval of offensive or inappropriate sexual behavior at work, all employees must avoid any action or conduct which is perceived as sexual harassment, including but not limited to: (1) unwelcome sexual advances, (2) requests for sexual acts or favors, (3) verbal or physical conduct of a harassing nature, or (4) displaying sexually explicit material.

If an employee has a complaint of sexual harassment at work by anyone, including supervisors, co-workers, or visitors, he/she must bring the problem to the attention of the manager or other supervisor with whom he/she feels comfortable.

All complaints will be promptly handled. All employees should be aware that every attempt will be made to assure that the identity of the charging party and the person accused of sexual harassment will be kept strictly confidential.

The ABC School will retain confidential documentation of all allegations and investigations and will take appropriate corrective action, including disciplinary measures, up to and including discharge, to remedy all violations of this policy.

Sexual Misconduct

The ABC School will not tolerate sexual misconduct. Any employee who engages in sexual misconduct shall be subject to disciplinary action up to and including termination.

Definition. Sexual misconduct includes, but is not limited to, engaging in any sexual activity with a student; or any inappropriate or deviant sexual activity (e.g. verbal, written, physical, etc.) with or toward any employee; possessing, using, or distributing in any fashion any pornographic material (written, audio, video, etc.). Whether there has been sexual misconduct will be determined by The ABC School.

Hiring. All applicants for employment will be screened to determine whether he/she has engaged in any sexual misconduct. If it is determined that the applicant has engaged in sexual misconduct, he/she will not be hired. Applicants have an obligation to cooperate fully with The ABC School's background investigation of them.

Employee Responsibility. All current employees are subject to this policy. Furthermore, employees have an obligation to immediately report to their supervisor, the Head, or the Chairman of the Board of Trustees any suspected sexual misconduct by any adult involving a minor. Furthermore, all employees have an obligation to cooperate fully with any investigation relative to any suspected sexual misconduct. Finally, if an employee has reason to believe anyone has been involved in illegal sexual activity, he/she shall immediately report the information to his/her supervisor, the Head, or the Chairman of the Board of Trustees and provide a written explanation of the facts relative to the arrest and/or conviction and answer any and all questions about the matter.

Failure to comply with the above shall result in the employee's termination.

The ABC School's Response to Suspected Sexual Misconduct

The ABC School will promptly investigate any alleged sexual misconduct or any alleged violations of this policy. Any suspected

sexual activity by an adult involving a minor will be reported to the appropriate law enforcement authorities. The ABC School and all of its employees shall fully cooperate with any such investigation by the law enforcement authorities.

Although The ABC School will try to maintain the confidentiality of the investigation and the witness interviews, The ABC School cannot guarantee such confidentiality as disclosure of some or all of the facts may be necessary to complete the investigation, remedy the situation and enforce this policy.

1. Retaliation by anyone for bringing an accusation against a student or employee will be subject to disciplinary action up to and including discharge.
2. Anyone suspected of sexual misconduct may be suspended or placed on leave with or without pay pending the outcome of the investigation.
3. The employee accused of engaging in sexual misconduct has an obligation to cooperate fully with the investigation. Failure to do so shall result in his/her termination.
4. Upon conclusion of the investigation by The ABC School and law enforcement authorities, both the alleged victim, if any, and the accused will be advised of the results of the investigation and what action, if any, The ABC School will or has taken to remedy the situation and enforce this policy.
5. If it is determined that no sexual misconduct occurred, both the alleged victim and the accused shall be so notified. All relevant parties shall be notified that although no finding of sexual misconduct was made, The ABC School's policy is to protect all employees and students from sexual misconduct and retaliation.

7. Vacations - Non-Certified Personnel.

Regular full-time 12-month employees are eligible for paid vacations, which should be scheduled in advance with their supervisor, and taken on a calendar year basis. The amount of vacation he/she can take in a calendar year is based on the length of service (in whole years) that will be completed in that calendar year. Employees on the active payroll as of each January 1 are granted paid vacation time according to the number of full years of employment to be completed as shown below:

<u>Years of Service to be completed During Year</u>	<u>Vacation Hours to be Taken During That Year</u>
1 to 9	80
10 or more	120

Vacation time is calculated on a calendar year basis (that is, it is credited on January 1 of each year according to the above schedule).

Implementation of this policy is the responsibility of the Head of School.

Regular part-time 12-month employees are eligible to accumulate paid vacation hours on a prorated basis. Current part-time employees are eligible to accrue paid vacation hours on a pro-rated basis after working 1,000 hours. All other employee categories are not eligible for paid vacation time.

Newly hired or rehired employees are eligible for paid vacation time after six months of continuous service as shown below:

<u>Month Employed</u>	<u>Vacation Allowance For Current Calendar Year</u>	<u>Vacation Allowance For Next Calendar Year</u>
January - June	40 hours	80 hours
July - December	0 hours	80 hours

If workload or other business reasons prevent employees from taking all of their paid vacation hours during the intended calendar year, they may carry over the unused paid vacation hours until April 1 of the subsequent calendar year with their supervisor's approval. If they do not use the

carryover hours by that time, they are forfeited. An employee's supervisor is encouraged to arrange vacation time which is most beneficial to the employee.

When a person's employment at ABC is terminated, he/she (or designated beneficiary) will be paid for earned but unused vacation based on the number of vacation hours earned in the current calendar year and not taken as of the termination date. Vacation hours for the current year are earned in the current year and accrue as follows:

<u>Years of Service</u>	<u>Paid Vacation Hours Earned</u>
1 to 9	8 hours for each full month of completed service in the current calendar year, up to a maximum of 80 hours.
10 or more	12 hours for each full month of completed service in the current calendar year, up to a maximum of 120 hours.

Please note that the above schedule is used in determining the amount of vacation to be paid to a terminating employee, and not what the person was eligible to take as an active employee during the calendar year. If a terminating employee has taken more vacation in a calendar year than he/she was entitled to at his/her termination date, the dollar value of the difference is owed ABC by the employee. In the event of an employee's death, disability or retirement, it is assumed that they have earned their full vacation amount for the calendar year as of their termination date.

Situations may arise where an employee's vacation status needs to be changed while they are on vacation. For example:

- If the employee becomes ill while on vacation and under a doctor's care, he/she may use paid sick time hours for the period of the illness;
- If a member of the employee's immediate family dies while they are on vacation, they may use their bereavement pay instead of vacation if they notify their supervisor before the date of the funeral;
- If a fixed holiday occurs when they are on vacation, they do not have to consider it as vacation time.

8. Faculty Compensation

ABC must be able to compete for and to retain men and women with such a breadth of knowledge and skills and with such high energy and dedication that other, better paying industries will be trying to entice them away. The Board of Trustees will use National Association of Independent Schools data for benchmarking. The Board as adopted a goal of paying median faculty salaries that are 1) in the top 5% NAIS median salaries, adjusted for cost of living and 2) in the top 20% NAIS, unadjusted. Only the financially strong schools can compete effectively for that rare individual, the great teacher.

9. Health and Hospitalization Insurance and Dental Insurance

All regular full-time employees are eligible to participate in the group medical/dental/life/long-term disability coverages offered by ABC. Specific eligibility requirements, benefit payments, terms/conditions, and associated costs for these coverages are contained in descriptive booklets prepared by the insurance carriers and the “ABC Benefit Plans” booklet provided upon employment, or when a person becomes eligible to participate.

ABC School reserves the right to change or drop these benefits. In the event of any questions or conflict, the terms of the actual benefit plan document will control. ABC School’s sole obligation is to pay its share of the premium. The ABC School is not liable for the payment of any benefits or claims the administrator of the plan and/or insurance company denies coverage for or fails to pay.

10. Unemployment Insurance

In case an employee or ex-employee of The ABC School becomes eligible for unemployment compensation, the School will comply with the provisions of the laws on unemployment compensation as regulated by the State.

11. Social Security

Eligible employees of The ABC School are fully covered under Social Security and the laws concerning FICA. Employee Social Security deductions and monthly Social Security contributions by the School, as required by the laws concerning FICA and Social Security, are made during each employee’s current pay period.

12. Meals

Lunch – Because faculty and staff are needed to supervise students during lunch, ABC expects its employees to eat on campus and provides them, at no charge, lunch in the school dining hall.

13. Tuition Remission Policy

Eligible dependents of regular full-time employees hired prior to January 1, 1996 will be granted 90% tuition remission.

Eligible dependents of full-time faculty and staff hired after January 1, 1996 will receive a 25% tuition remission. Any amount over 25% must be substantiated by the need-based financial aid process.

Once a member of the faculty or staff has completed ten years as a full-time ABC employee, his or her eligible will receive a 75% tuition remission. The need-based financial aid process must substantiate any amount over 75%.

An employee's eligible dependents (natural or legally adopted children) qualify for these tuition remissions as long as the employee is working full-time at ABC and the student is in good standing.

All faculty and staff will have precedence within the financial aid budget. An employee may apply for financial assistance by contacting the Financial Aid Office for the necessary instructions and forms.

To be eligible for enrollment, the student must meet all admission and academic requirements.

14. Professional Development

Teachers today need to have not only a firm grasp of course content and good teaching skills, but also mastery of technical resources, understanding of learning strategies, and increased knowledge in order to prepare students for a more complex and interconnected world. The goal is to support a professional development program that will enable every teacher to reach his or her highest level of professional competence in the classroom and to maintain that high level throughout his or her career at ABC.

APPENDIX A

CONFLICT OF INTEREST POLICY GUIDELINES

The foregoing policy statement sets out in broad terms the general principles intended to govern the conduct of all trustees, officers and employees. It is impractical to set forth rules which cover all situations in which a conflict may arise. The basic factor in all conflict situations is, however, the division of loyalty between ABC's best interests and the personal or business interests of the individual and/or his outside employer. Guidelines are set forth below with respect to several of the more sensitive areas in which potential conflicts of interests may occur. It is to be emphasized, however, that the following is not an exhaustive list of problem areas, but rather a guide in applying ABC's basic conflict of interest policy. The important criterion is adherence to the spirit of this statement.

STANDARDS OF CONDUCT

1. Acceptance of Gifts:

Individuals subject to this policy may not accept, either directly or indirectly, gifts, favors, entertainment, or anything of more than nominal value from persons or firms with which ABC has or is likely to have a business relationship.

2. Confidential Information:

A trustee, officer, or employee may not use confidential information obtained through ABC sources for personal, business, or outside employers' benefit. Information so obtained shall be kept confidential unless and until it is or becomes publicly available through other channels.

3. Goods and Services:

Occasions may arise when ABC wishes to purchase goods or personal, professional and/or business services from enterprises with which a trustee, officer or employee is affiliated. Examples include professional, contracting, investment, insurance, public relations, property management services, etc. The familiarity of such persons with ABC's operation may make them the best qualified to render the services required. In situations where a trustee, officer or employee has or could be expected to influence a business transaction by ABC, there shall be a disclosure of the potential conflict, and the proposed employment or purchase shall be approved in advance. A trustee should abstain from voting on such issues and any officer or employee should take no part in such decisions or recommendations.

4. Projects:

Because of their knowledge and interest in ABC and its operations, trustees, officers and employees may publish written materials, produce audio-visual materials, give lectures, provide services or undertake similar projects. To avoid the appearance of a conflict of interest and to protect all parties involved, it is imperative that a clear understanding be established through advanced approval regarding the financing of any such project, including the responsibility for payment of expenses and the receipt of profits or honoraria, if any. The use of ABC facilities, equipment, supplies, staff or name in connection with such projects shall also be subject to prior approval.

5. Investments:

Periodically, it can be reasonably expected that both general and restricted endowment funds of ABC may be invested in securities issued by companies with which trustees, officers or employees are affiliated. To the extent that individuals serving on the finance, endowment and/or development committees are directly involved in investment decisions, the appropriate procedure will be for such person to remove himself from any investment decisions with respect to companies or interests with which he is affiliated.

6. Outside Activities:

The following activities by employees of ABC may provide the potential for a conflict of interest and shall be undertaken only with prior approval:

- (a) Rendering of services which compete with those rendered by ABC.
- (b) Rendering of services to an entity which does business with ABC.
- (c) Participating in any activity (whether for personal profit or incident to industry, civic or charitable organizations' affairs), likely to require the employee's time during normal working hours, unless approved by the employee's supervisor.
- (d) Participating in outside activities which regularly interfere with ABC duties.

DISCLOSURE, APPROVAL AND RESOLUTION OF CONFLICT OF INTEREST

General Provisions:

Each trustee, officer, and employee is asked to sign annually a statement reflecting his continued awareness and understanding of this policy. At the same time, the individual will report the absence of potential conflicts or possible areas of concern and will list personal and business relationships which may appear to present a conflict of interest.

In all conflict of interest procedures, trustees and officers shall direct all disclosure statements in writing to, and deal as necessary with, the Chairman of the Finance Committee; employees shall direct all disclosure statements in writing to, and deal as necessary with, the Head of School. In cases where an individual may be both an officer and employee, he shall proceed as employee. The Head of School shall make his/her disclosure statement in writing to, and deal as necessary with, the Chairman of the Finance Committee.

All disclosures made in accordance with this policy shall be kept confidential unless the best interests of ABC dictate otherwise. Disclosure forms shall be kept confidential and access to these forms shall be limited to the person or persons responsible for the implementation of this policy.

The Chairman of the Finance Committee and the Head of School shall review statements appropriately received. The person reviewing shall then:

- (a) Determine whether there is a conflict of interest or the appearance of a potential conflict of interest; or
- (b) In the case of advanced disclosure, approve or disapprove the activity; or
- (c) Refer it to the Finance Committee or to the Board of Trustees, or to such subcommittee designated by the Board of Trustees to handle such conflicts, for review and disposition.

When it is concluded that a conflict actually or potentially exists, the Chairman of the Finance Committee, the Head of School, or the designated subcommittee may request that:

- (a) The individual shall refrain from voting and/or participating in the decision-making regarding the entity with which he/she has a potential conflict; or
- (b) The activities and/or relationships be suspended or modified in an appropriate manner; or

- (c) The individual resign from his position with ABC; or
- (d) Take such other action as is appropriate.

In addition to signing the Conflict of Interest Statement adopted by the Board, each trustee, officer, and employee is expected promptly to report as it arises the existence of any relationship or interest which may involve, or appear to involve, a conflict of interest.

**CONFLICT OF INTEREST DISCLOSURE FORM FOR TRUSTEES,
OFFICERS AND EMPLOYEES**

THE ABC SCHOOL

I have read the Statement of Policy on Conflict of Interest adopted by the Board of Trustees of The ABC School on _____, 20____ and I have reviewed my personal and business affairs in light of that statement. I understand the seriousness and importance of this policy and find:

- No area of conflict of interest or the appearance of conflict of interest
- No conflict of interest or appearance of conflict of interest except:

Signed: _____

Position: _____

Date: _____

