

## 200 BOARD OF DIRECTORS

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### 200 Board Membership

200.1 Ankeny Christian Academy will operate under the direction of the ACA Board of Directors (“the Board”).

#### 200.2 Board Qualifications

- A. Qualifications for Board membership are listed in Article VIII.A.1 of the ACA Bylaws.
- B. In addition to those fundamental qualifications, the Board may seek members who have outside board experience and display proficiency in areas of leadership, conflict resolution, and strategic planning.

#### 200.3 Board Nominations

- A. The Board of Directors and Head of School are jointly responsible for recruiting qualified candidates to serve on the Board.
- B. During the application process, Board candidates will have the opportunity to meet with the Head of School and current Board members to discuss qualifications and needs of the Board.
- C. Board candidate names will be held confidential by the Head of School and the Board until they are approved for election.
- D. The Board will appoint a confidential nominating committee to review applications, interview the Board candidates and evaluate their qualifications. A member of the Board who is not up for reelection shall be an *ex officio* member of the committee.
- E. The nominating committee will communicate their evaluations of each of the Board candidates to the Board.

- F. Board candidates must be approved by a majority vote of the Board to have their names placed on the ballot at the Annual Association Meeting. Any current Board member having a conflict of interest in the presence or absence of a Board candidate being on the ballot according to Section I below, will be recused from the interview, discussion, and vote on that particular Board candidate.
- G. Board candidates will be announced to the association no less than three weeks before the Association Annual Meeting. During this time of public review, association members and employees may share with the Head of School or the Board any concerns or biblical reasons they have to question the qualifications of a specific candidate to serve as a Board member.
- H. If a valid concern is raised during the period of public review, a name may be removed from the ballot before the Annual Meeting by a majority vote of the Board of Directors.
- I. A current Board member will be deemed to have a conflict of interest in the presence or absence of a Board candidate being on the ballot if the presence or absence of the candidate affects their own candidacy for reelection. A Board member may recuse themselves. Any questions as to whether a conflict exists or not will be decided by a majority vote of the current Board not currently up for reelection.

#### 200.4 Board Responsibilities

The Board of Directors either directly or through a designee will:

- A. Ensure the spiritual culture of the school.
- B. Hire, oversee, and work in coordination with the Head of School.
- C. Establish school strategic plan and objectives.
- D. Establish and oversee all school policies, including financial.
  - i. The Board is responsible to review every section of the Board Policy at least every five years.
- E. Provide guidance on hiring/dismissal of school personnel.
- F. Serve as representatives/liasons within the community at-large.
- G. Appoint legal counsel to represent ACA, as necessary for the proper conduct of legal affairs of ACA.

#### 200.5 Officers of the Board

- A. The officers of the Board of Directors shall be the Chairman, Vice Chairman, Secretary, and Treasurer. The Board will elect new officers annually.

- i. Executive roles are defined in Article VIII.E of the ACA By-Laws.
- B. The Board will have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever, for any reason, it is impractical for an officer to act personally.

#### 200.6 Board Member Church Affiliation

- A. In accordance with the ACA Bylaws stating that no more than three members from any one church may serve on the Board at the same time, should a Board member change church affiliation, whether in membership or regular attendance, during a term on the Board of Directors, or after election to the Board, but before the term begins, the member must give written notice to the Board and the Head of School, informing them of the change. The written notice should include the name of the former church and new church of attendance or members of and the date of the change.
- B. If the church affiliation change of the Board member results in more than three members being affiliated with the same church, the Board member must resign the position on the Board, effective Immediately.

#### 200.7 Code of Ethics

- A. This document will be signed annually by all ACA Board members prior to attending their first Board meeting or within the first month of serving on the Board.
- B. As an elected Board member for Ankeny Christian Academy, I will, to the best of my ability:
  - i. Be committed to my responsibilities as a member of the Board, realizing it is a God given ministry and deserves my diligent attention, preparation, and energies (Col. 3:23). Above reproach or blameless and holding firm to the teachings of God (Titus 1:6-9). In everything, I shall seek primarily to bring honor and glory to God and to His son, Jesus Christ (1 Corinthians 10:31).
  - ii. Commit to send all of my school-aged children to ACA.
  - iii. Maintain my fellowship with God by regular prayer, study of the Bible, meditation, repentance and consistent fellowship with believers in a local church.
  - iv. Pray for the ministry, parents, staff and volunteers. I will remember that this is a non-denominational ministry and I will support a Christian approach to athletics and maintain that the Bible is the core subject in the academic program.

- v. Govern my relationships and duties as a member of the Board by the principles of love and respect for one another (1 Corinthians 13, 1 John 3:11).
- vi. Fulfill my responsibilities with honesty and integrity, respecting the confidentiality of privileged information.
- vii. Focus my efforts on the Statement of Faith and the mission of the ministry and not on my personal goals, agenda or denominational issues.
- viii. Represent the entire association honestly and equally and refuse to surrender my responsibilities to special interest or partisan groups.
- ix. Avoid any conflict of interest or the appearance of impropriety, which could result from my position, and shall not use my Board membership for personal gain or to give any type of discounts to others.
- x. Recognize that a Board member has no authority as an individual and that decisions can be made only by a majority vote at a Board meeting. Take no private action nor make personal promises that might compromise the Board or administration.
- xi. Support the majority decisions of the Board, maintaining a positive spirit while retaining the right to seek changes in such decisions through ethical and constructive channels. I will not make promises, anticipate, or circumvent the one voice of the Board.
- xii. Carry out my responsibilities by not attempting to interfere or direct the daily operation of the school, but along with my fellow Board members be sure the school is operated on the basis of sound administrative policies. I recognize that tasks related to the day-to-day operation of the school, e.g.-making judgments about faculty-are not part of my responsibility. Accordingly, seek not to influence or direct individual staff members.
- xiii. Try to commend, encourage and support the staff. I will support and protect ministry personnel in proper performances of their duties.
- xiv. Direct/refer concerned parents to the appropriate staff person (Matthew 18 Principle).
- xv. Be a positive sales person for the school and communicate my commitment to the ministry to others inside and outside the association.
- xvi. Contribute financially to the ACA ministry during the year and I will help open the doors to friends and family who may be interested in contributing.
- xvii. Be prompt and current with all fees and tuition requirements.

- C. By signing and putting into effect, all parties agree to a procedure of conflict resolution within the organization, as described in Matthew 18:15-17 and I Corinthians 6:1-8, before going to any outside organization or individual.

#### 200.8 Term of Service

- A. A Board member must commit to a minimum of three years of service in their initial term. At the conclusion of a three-year term, a Board member may apply to serve an additional three-year term.
- B. Board members may be elected for two (2) consecutive terms of three (3) years. Members who have served two (2) full terms are ineligible for election for the period of one (1) year.
- C. A class list based on terms and years of membership shall be maintained by the Board Secretary.
- D. Board terms begin on July 1 of the year elected and end three years later on June 30. During the months of May and June newly elected Board members (not second term) will attend all Board meetings as Board members-elect for orientation purposes only. Board members-elect shall have no voting powers during this time.

#### 200.9 Dismissal of Board Members

- A. A Board member can be dismissed from the Board at any time he or she is deemed to be disqualified. The decision to dismiss a Board member must be by unanimous consent of all remaining Board members.

### 201 Monthly Meetings & Procedures

- 201.1 Regular meetings of the Board of Directors are scheduled as determined by and are conducted by the Board.
  - A. The Board will work off a predetermined agenda and record meeting minutes.
  - B. Persons who wish to meet with the Board may do so by contacting the Board Chairman and Secretary in writing to be included on a meeting agenda.
  - C. Association members or non-association members may be invited to Board meetings by a member of the Board or the Head of School.
  - D. The Board of Directors will meet in closed sessions.
  - E. Minutes are taken during closed sessions, and will be held permanently as the official record of school legislation.. These minutes are kept confidential.
  - F. Executive Committee members may also meet in closed session.

## 202 Conflict of Interest

- 202.1 All Board members, officers, agents, and employees of Ankeny Christian Academy shall disclose all real or perceived conflicts of interest that they discover or that have been brought to their attention in connection with this organization's activities.
- A. A "conflict of interest" occurs where a person is responsible for promoting the interest of the school at the same time he or she is involved in a competing personal interest (financial, business, personal, or relational).
  - B. "Disclosure" shall mean providing properly, to the appropriate person, a written description of the facts comprising the real or apparent conflict of interest.
  - C. An annual disclosure statement shall be circulated to Board members, officers, and certain identified agents and employees to assist them in considering such disclosures, but disclosure is appropriate and required at any time conflicts of interest may occur.
  - D. The written notices of disclosures shall be filed with the Board of Directors or such other person designated by the Board to receive such notifications. At regular meetings of the Board, all disclosures of real or perceived conflicts of interest shall be noted for the record in the minutes.
  - E. An individual Board member, officer, agent, or employee who believes that he or she or an immediate member of his or her immediate family might have a real or perceived conflict of interest, in addition to filing a notice of disclosure, must abstain from
    - i. Participating in discussions or deliberations with respect to the subject of the conflict (other than to present factual information or to answer questions),
    - ii. Using his or her personal influence to affect deliberations,
    - iii. Making motions,
    - iv. Voting,
    - v. Executing agreements, or
    - vi. Taking similar actions on behalf of the association where the conflict of interest might pertain by law, agreement, or otherwise.
  - F. At the discretion of the Board, a person with a real or perceived conflict of interest may be excused from all or any portion of discussion or deliberations with respect to the subject of the conflict.

- G. A member of the Board, who, having disclosed a conflict of interest, nevertheless shall be counted in determining the existence of a quorum at any meeting in which the subject of the conflict is discussed.
  - i. The minutes of the meeting shall reflect the individual's disclosure, the vote thereon, and the individual's abstention from participation and voting.
- H. The Board shall ensure that all Board members, officers, agents, employees, and independent contractors of the association are made aware of the association's policy with respect to conflicts of interest.