

# **GRASS VALLEY CHARTER SCHOOL FOUNDATION**

## **POLICY AND PROCEDURES MANUAL**

**Amended on Dec 11, 2009 and Approved on 3/30/10  
Amended on Dec 4, 2009  
Amended on Aug 8, 2008  
Amended on Feb 28, 2008  
February 2008 (Draft #1)**

## **PROCEDURES MANUAL MAINTENANCE AND DISTRIBUTION**

### **A. Maintaining and Updating**

The Board Secretary of the GVCS Foundation is responsible for keeping the policies and procedures in the manual current. Any corrections, updates to existing items, additions or deletions should be sent to the Board Secretary for inclusion.

Amendments and changes to the manual will be subject to the approval and review of the GVCS Foundation Board of Directors. The Secretary shall be advised of any proposed changes and he/she will present these to the Board for approval.

The Secretary will make changes when approved and note the date of the change in the master copy. The Secretary will maintain the master copy of the manual, which includes all updates and changes and will also keep copies of all prior versions for reference.

The date that a page was last updated will be noted on each page of the manual.

*Updated by Board Action, 02.28.08*

### **B. Distribution**

The Secretary will automatically distribute copies of the manual to staff and Board members.

Once a year, at the start of the fiscal year, the Secretary will provide a current revised, dated, complete copy of the manual to all officers and members of the Board. During the year the Secretary will provide updated pages, as necessary to replace outdated pages, to the officers.

The manual will not be considered confidential in any way.

## **I. EXPENDITURES AND FINANCIAL POLICIES**

### **A. Spending Authority**

The Board President is authorized to make and/or approve expenditures subject to such expenditures having been included in the most recently approved budget. Expenditures not included in the budget for items costing in excess of \$500 must have specific Board approval. The cumulative amount of such expenditures shall not exceed \$500 in any one month

period. A report of all such expenditures shall be reported to the Board for approval.

**B. Signature Authority** *Updated by Board Action, 08.08.08 and 12.14.09*

Checks from the GVCS Foundation's regular checking account will require two signatures. The Board President, Vice President, Treasurer, Secretary and School Principal shall have signature authority for such checks. At no time will a paid consultant to The GVCS Foundation be authorized to be one of the two signatures on a check.

The check register will be maintained by the Bookkeeper.

**C. Bill Paying Procedures**

All bills and grants must be approved by either the Board President, Vice-President or Treasurer and the Principal prior to payment.

**D. Reimbursement Policy** *Updated by Committee Review, 12.14.09*

The GVCS Foundation may reimburse Board Members for travel expenses incurred while traveling to approved meetings. If a Board member wishes to donate this reimbursement back to the GVCS Foundation, the Treasurer or designate will provide receipt for the donation.

Board members traveling on GVCS Foundation business may be reimbursed for their travel expenses, subject to prior approval of the Board President and Treasurer.

**E. Fiscal Year Basis**

The GVCS Foundation fiscal year will run from July 1 through June 30.

**K. Financial Statements and Record Keeping** *Updated by Board Action on 12/4/09*

The GVCS Foundation will maintain its books on a cash basis.

The Treasurer will cause to be prepared both an income statement and a balance sheet to be provided to members of the Board at their regular meetings.

The Treasurer will prepare a balance sheet on an on-going basis and include it as part of the Financial Reports made to the Board

**L. Annual Report** *Updated by Board Action on 12/4/09*

The Board President will cause to be prepared an annual report not later than 180 days after the close of the corporation's fiscal year. The Annual report shall be made available to all Board members and to any member of the public who requests it in writing.

**M. Budget and Budget Procedures** *Updated by Board Action on 12/4/09*

The Board President, Treasurer and school Principal are responsible for preparing an annual budget, to cover the next fiscal year, for presentation to and approval at the June meeting of the Board. This budget will be included as part of the meeting minutes and, as such, will be sent to all Board members for Board approval.

The Board Treasurer will present updates of the budget at subsequent meetings of the Executive Committee as necessary.

The GVCS Foundation budget will be posted on the Foundation website and accessible to funders.

**II. USE OF CONSULTANTS**

Consultants may be retained by the Board on behalf of the GVCS Foundation to perform specified tasks or programs as previously approved in the budget.

**III. NORMAL BOARD MEMBER ACTIVITY**

No Board member, including any elected officer, is to be paid for time spent working on what is activity normally expected of a Board member. Board time under this statement will be defined as follows:

Any and all duties exercised under the Bylaws of the organization. Examples include, *but are not limited to*:

1. All time spent in advance preparing for Board and Executive Committee meetings, including Board retreats.
2. Time spent attending such meetings, including travel time.

3. Time spent communicating with Board members on Board policy issues and in advance of Board and other sub-committee meetings regarding items that are to be on the agenda of the meeting.
4. Time spent working as a member of Board or appointed committees.

It is the Policy of the Board to not hire Board members for development, fundraising and support work.

**V. MEMBERS OF THE BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY**

**A. General Policy** *Updated by Committee Review on 12/11/09*

A separate and comprehensive Conflict of Interest Policy will be maintained by The GVCS Foundation and will include the following elements:

Members of the Board of the GVCS Foundation must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as Board members of the GVCS Foundation.

Any potential conflict on the part of any board member shall be disclosed to the Foundation and made a matter of record when the interest becomes a matter of the Board's action.

Prior to taking any action on the potential conflict, a committee of the Foundation board shall undertake a reasonable search to investigate alternatives to the potential conflict and shall report its findings to the Board by oral or written summary.

At the meeting in which the potential conflict is taken up, any board member having a conflict of interest shall not vote or use his or her personal influence on the matter. He or she may be counted in determining the quorum for the meeting. The minutes from the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

Any new Director will be advised of this policy upon entering the duties of the office.

All such policies shall also be applicable to any board member's immediate family, whether residing in the home of the Board member or not, to one's spouse, or any person acting on his or her behalf.

Board members will sign a conflict statement and must notify the Foundation board whenever a conflict exists by making a public disclosure at the next Foundation board meeting unless otherwise directed. Board members will be required to attest annually to their familiarity with the GVCS Foundation policies in this regard.

## **B. Specific Application of General Policy**

### 1. Financial Interests:

“Financial interest” for this policy shall mean any position as owner, officer, board member, partner, employee or other beneficiary. A possible conflict of interest arises when a Board member holds a financial interest in or will receive any personal benefit from an individual consulting contract with or a business firm furnishing services, materials or supplies to the GVCS Foundation. Assuming that the amount of business done by the GVCS Foundation with any publicly held company has virtually no effect on the total results of such a company, “financial interest” shall not include the ownership of shares in a publicly held corporation.

### 2. Corporate Opportunity:

A potential area of conflict arises when a Board member individually learns of a business or funding opportunity in which he or she should reasonably know GVCS Foundation would also be interested. No Board member shall knowingly compete with the GVCS Foundation in these areas. In the matter of business or fundraising, any time a conflict arises between the needs of the GVCS Foundation and a director or officer, those of the GVCS Foundation must prevail.

### 3. Privileged Information:

A Board member must never use the information received while serving the GVCS Foundation if the personal use of such information would be detrimental in any way to the GVCS Foundation. Any actions that might impair the reputation of the GVCS Foundation must also be avoided.

## **VI. ROLE OF BOARD MEMBERS IN RAISING FUNDS FOR THE GVCS FOUNDATION**

All Board members will make an annual personal financial contribution at a giving level personally significant to them. Board members may also fulfill

this task by developing and managing a fundraiser to benefit the GVCS Foundation.

Funds for the operation of the GVCS Foundation are intended to be raised from a variety of sources. The policy of the GVCS Foundation for various fundraising efforts is as follows:

### **A. Individual Donors**

The Board President, or designee, will maintain a list of potential donors and those members who are designated to contact those listed. Board members, prior to an official contact, will check first with the Treasurer or bookkeeper to determine the status of that donor, if a donation has been received, who has contacted the donor, and other pertinent information.

### **B. Foundations**

Board members may help in the contacts and applications for grant requests to foundations. All contacts with potential foundation funders must be cleared through the Board President prior to contact being made. Details of the proposed contacts, applications and follow-up must be submitted to the Board President for review of consistency with the GVCS Foundation programs. All applications for grants must be approved by the Board.

## **VII. NON-FINANCIAL SIGNATURE AUTHORITY**

### **A. Government Documents**

The Board President, Vice-President, Treasurer and Secretary shall be responsible and have the authority to sign all government documents, including IRS reports and submissions.

### **B. Leases and Contracts**

The Board President, Vice-President, Treasurer and Secretary shall be responsible for and have the authority to sign leases and contracts, subject to the financial limitations described above.

Entering into Memoranda of Understanding (MOU) with other organizations must be approved by the Board.

## **VIII. THE GVCS FOUNDATION ENDORSEMENT OF POSITIONS**

The Board President shall have the authority to sign the GVCS Foundation's endorsements of the position of other organizations, subject to the Board President having determined that the position meets the following criteria:

1. Is relevant to the GVCS Foundation's mission.
2. Is requested by an organization or coalition that is a known entity. The request must be signed and a title attached to the request.
3. The request describes how the GVCS Foundation's endorsement will be used (ads, letters, lobbying) in the request.
4. The request will further the goals of the GVCS Foundation.
5. The Board President must review the proposed text to be endorsed or, if the endorsement is to be circulated as a part of a campaign or advocacy effort, the text of the endorsement.

Requests for endorsements which do not meet these criteria but which the Board President still believes have merit must be submitted to the Board for approval.

Under no circumstances will the GVCS Foundation make any endorsements in support of candidates for public office.

## **IX. WHO CAN SPEAK FOR THE GVCS FOUNDATION?** *Updated by Committee Review on 12/11/09*

Speaking officially for the GVCS Foundation either at a public meeting or in any media is generally restricted to the Board President, Vice-President and School Principal. Authority may be given by the Board President to Board members and staff to speak for the GVCS Foundation on specific issues only.

When members of the GVCS Foundation's Board appear in public, they must preface their comments with a statement that they are either speaking on behalf of the GVCS Foundation or that their comments are their own.

X. **BOARD AND EXECUTIVE COMMITTEE MEETINGS** *Updated by  
Committee Review on 12/11/09*

The Board will meet according to the Bylaws. Board packets will be distributed in advance of each meeting as necessary.

The Secretary or designate will notify Board members in advance of each meeting.

**A. The Executive Committee** *Updated by Committee Review on  
12/11/09*

As affirmed in the organization's bylaws, the officers of the Board shall be constituted as an Executive Committee. The Executive Committee's role shall be to ensure the effectiveness of the Board as a whole. The Executive Committee is accountable to the Board. It will not direct staff or otherwise manage the organization unless specifically authorized by the Board to do so.

The Executive Committee shall be chaired by the Board President and composed of all officers of the organization, including the Vice-President, Treasurer, Secretary and Principal and other Board members as designated by the Foundation

The Executive Committee shall be responsible for the coordination of activities between standing committees and shall exercise all the powers of the Board of Directors subject to such limitations as the Board of Directors may impose and that lay strictly within the mission, values and approved plans of the organization. The Executive Committee shall keep minutes of its proceedings and report same to the Board of Directors for ratification.

**B. The Finance Committee.**

The Treasurer of the Board of Directors shall serve as chair of the Finance Committee. Membership shall include the Board President and other Board members, as designated by the Board of Directors. The duties of the committee shall be to act for and advise the Board of Directors in regularly examining all funds, investments and properties of the organization, and to advise the President and bookkeeper on all accounting and fiscal activities and procedures to be followed. The Finance Committee maintains oversight responsibilities for the corporation's financial condition.

The Finance Committee shall also serve as the Audit Committee, arranging for and reviewing an annual review in accordance with the bylaws and reporting the findings and recommendations to the Board of Directors. The Committee shall approve receipt of all proposed gifts of real estate, bargain sales and closely held stock. They shall also be responsible for recommending policies and procedures relative to investments, asset allocations, payout and fee schedules.

**VI. RECORD KEEPING** *Updated by Committee Review on 12/11/09*

**A. General**

The permanent files of record of the GVCS Foundation shall be kept by the Board President or Secretary and shall be stored in the administrative offices of the Grass Valley Charter School.

The Secretary shall be responsible for taking (or causing to be taken) the minutes of the Board. Copies of all such minutes shall be sent to all members of the Board. The Secretary is responsible for ensuring that the GVCS Foundation maintains full and complete files of these minutes, which files shall be kept by the Secretary and stored in the administrative office.

All Board Committees will take minutes of their meetings, when appropriate, and lodge these with the Secretary for filing.

The GVCS Foundation will take meeting minutes in an action format, with any report documents available being attached. Board members have the option of requesting specific statements be included.

The Treasurer is responsible for ensuring that the GVCS Foundation maintains a complete set of financial records. These records will be kept by the Treasurer and Bookkeeper and stored in the school administrative office.

The database of individual members and/or donors to the GVCS Foundation shall be kept by the Board President or designee. These lists will be maintained and updated regularly and stored in the school administrative office.

Letters of thanks will be sent to all donors monthly as appropriate.

A signature form showing all active and past board member's names and signatures shall be maintained by the Secretary and stored at the school administrative office.

The membership database is the property of the GVCS Foundation and Grass Valley Charter School. The GVCS Foundation will not exchange lists or sell membership data unless approved by the Board on a case by case basis.

The Board President and Secretary are responsible for determining which other files need to be kept on a long term or permanent basis.

The Treasurer shall prepare and cause to be filed all required local, state and federal tax and legal filings.

### **B. Financial Records**

Official copies of the records of account and the check registers shall be maintained by the Bookkeeper. Copies will be provided to the office of the Treasurer as needed.

### **C. Inventory of Assets**

The Secretary will maintain, or cause to be maintained, an inventory of all physical assets acquired using GVCS Foundation funds costing in excess of \$500, plus all physical assets donated to the GVCS Foundation valued at more than \$500 at the time of acquisition.

When assets on the inventory are sold or otherwise disposed of, this should be noted with appropriate explanatory detail in the inventory records.

### **D. Calendar**

An organizational calendar of events will be kept with the Secretary.

### **E. Additional Policy Documents**

The Board shall cause to be kept by the Secretary the following Policy documents:

- Procedures and Policy Manual (this document)
- Gift Acceptance Policy (Will follow GVCS Gift Acceptance Policy)
- Conflict of Interest Policy

## **F. Banking and Investments**

The GVCS Foundation shall maintain its own checking account at a bank convenient to the Boards operating location. A policy for handling, managing and investing "surplus" funds will be developed by the Board of Directors.

## **VII. EQUIPMENT**

For financial record keeping, all equipment will be expensed as purchased up to the legal limit. Records will be kept, however, of what equipment the GVCS Foundation has acquired. (see above). The operating manuals for all new equipment will be kept by the Secretary.

GVCS Foundation equipment may be loaned to other organizations on a temporary basis subject to the approval of the Board President. Surplus equipment may be donated to member organizations at the discretion of the Board President

Maintenance contracts will be purchased when it is economical to do so.