

ORGANIZATION
(Series 200)

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220 BOARD OF TRUSTEES ORGANIZATION

221 Adding New School Members to GRCS

The Board may consider acquiring schools as well as considering requests from schools to join GRCS. If approved by the Trustees, a resolution for school acquisition must be recommended to and approved by a majority of the Members present at a legally constituted meeting.

222 Open Meeting

It is policy that Trustees encourage Members to attend Board meetings but that the Board reserves the right to go into Executive Session when necessary to ensure confidentiality.

223 Conflict of Interest Policy

approved June 1996

223.1 Purpose

This policy statement is adopted to implement the general obligation of GRCS Trustees and administrative staff to subordinate their personal financial interest to the welfare of GRCS and the students and constituents it serves. However, Trustees represent a variety of business and professional interests, and donate to GRCS their time, effort and talents without remuneration. Similarly, GRCS' administrative staff may be able to contribute their judgment and expertise to GRCS' benefit, even on questions in which they have personal interests. It is neither practical nor desirable to avoid all transactions in which a Trustee or the administrative staff may have some dual interest; it is vital to the efficient management of the organization that Trustees avoid transactions in which the organization's interest may suffer at the expense of personal interest. Thus, this policy statement rests on the following principles:

- a. Trustees bear the ultimate responsibility for determining that a proposed transaction is in the best interest of the organization, although it may benefit a Trustee, member of the administrative staff, or member of the professional staff.
- b. Disclosure of personal financial interest to the Trustees is essential to its performance relative to a particular transaction.
- c. A person having a personal financial interest should not participate in the approval of a proposed transaction, unless his/her judgment or expertise is necessary to the disinterested Trustees' consideration of the transaction.
- d. A transaction should not be avoided solely because it will benefit a person associated with GRCS if it is otherwise in GRCS' best interest.

223.2 Definitions

For the purpose of this statement, the following terms have the meanings stated:

- a. Interest. "Interest" means a substantial likelihood that a person will gain a financial benefit from a proposed or completed transaction, either directly or through another party to the transaction in which s/he is a proprietor, partner, shareholder, member, associate, director, officer or employee. An "interested" person means a person having an interest; a "disinterested" person means a person having no interest in a transaction.

A Trustee or administrative staff member will be deemed to have an interest requiring disclosure under this section when such individual or immediate relative (spouse, child) is being considered for employment by GRCS.

- b. Transaction. "Transaction" means an exchange or transfer of goods, property, services, or funds, including an employment agreement; an agreement to purchase, lease or sell real or personal property; and an agreement to invest or borrow funds or other assets.

223.3 General Standard of Conduct

Each Trustee, member of the administrative staff, and member of the professional staff shall perform his or her duties with honesty, care, and diligence.

- a. Payment of honoraria or funds to Trustees for Board service is expressly prohibited.
- b. No preferential consideration for services may be given to Trustees or members of the administrative staff.

223.4 Disclosure by Trustees

- a. Transactions Considered by Board. A Trustee shall disclose any interest he or she may have before the Board votes to approve a transaction.
- b. Other Transactions. A Trustee interested in a transaction not considered by the Board shall disclose his or her interest before or during the first meeting of the board after the Board member learns of his or her interest.
- c. Other Trustees may raise issue if perceived conflict exists for another Trustee.

223.5 Abstention by Interested Trustees

An interested Trustee shall neither vote in favor of a transaction nor attempt to

influence any person to vote or act favorably on the transaction.

223.6 Disclosure by Administrative and Professional Staff

- a. Transactions Considered by the Board. A member of the administrative staff, or member of the professional staff who knows, or has reason to know, of his or her interest in a transaction to be considered by the Board shall disclose his or her interest before the Board votes to approve the transaction.
- b. Other Transactions. A member of the administrative staff, or member of the professional staff, who knows, or has reason to know, of his or her interest in a transaction not considered by the Board shall disclose his or her interest before or during the next meeting of the Board after he or she learns of his or her interest or learns the facts from which he or she should reasonably know of his or her interest.
- c. Exceptions. A member of the administrative staff, or member of the professional staff, shall not be required to disclose an interest which arises solely from his or her receipt of compensation for services performed within the normal scope of his or her employment or association with GRCS.

223.7 Abstention by Administrative and Professional Staff

No member of the administrative staff or member of the professional staff shall approve or order on behalf of GRCS any transaction in which he or she is interested without the express approval of the Board. No member of the administrative staff or member of the professional staff shall attempt to influence any person to vote or act favorably upon a transaction in which he or she is interested without prior disclosure of his or her interest.

223.8 Advice of Interested Persons

Disinterested Trustees may request and obtain the advice or opinion of any interested Trustee, member of the administrative staff or a member of the professional staff who possesses knowledge or expertise not generally shared by the Trustees, on whether a proposed transaction is in the best interest of GRCS.

223.9 Transactions Not Prohibited

Nothing herein shall prohibit any transaction approved by a majority vote of disinterested Trustees, provided that the dual interest has been disclosed as required by this policy.

223.10 No Liability

Nothing herein shall create any remedy at law, or render any person liable for his or her failure to comply with the requirements of this statement. Nothing herein shall be deemed to be admissible evidence of a standard of conduct or case higher than that imposed by law.

223.11 Remedies

The Board shall have the sole responsibility and power to enforce this statement, and may censor or dismiss any person who willfully violates its terms. The Board may pursue on behalf of GRCS any remedy available at law, subject to Paragraph 10, including a suit to recover damages, void a transaction, or both.

223.12 Distribution

A copy of this statement shall be delivered to each Trustee, member of the administrative staff and member of the professional staff upon his or her taking office or commencing his or her employment or association with GRCS. Within 30 days thereafter, each such person shall sign a statement that he or she has read this policy statement and agrees to abide by its terms.

224 Committees

There shall be two committees of the Board: Executive and Nominations, the organization, function, and duties of which are found in GRCS Bylaws, Article VI.

224.1 Standing Committees

In addition to the Executive and Nominations Committees, there shall be at least two Standing Committees of the Board: Finance/Operations and Education.

224.1.1 Functions, Duties, and Responsibilities of the Finance/Operations Committee

Membership consists of a minimum of at least two Trustees with additional members being approved by the Trustees. This committee is responsible for:

- a. Recommending and monitoring annual operations budget including the establishment of tuition rates;
- b. Overseeing all buildings maintenance and transportation matters;
- c. Overseeing the selection of all contractual arrangement with outside

vendors;

- d. Overseeing accounting procedures so that fiscal integrity is maintained and is easily auditable;
- e. Supervising debt liquidation and long-term financing;
- f. Recommending action to adequately plan school programs for population increases, decreases, and changing patterns;
- g. Reviewing and recommending to the Board for approval employee compensation and benefit packages;
- h. Ensuring the adequate use and maintenance of all physical property;
- i. Coordinating and plans a program of needed capital improvements.

The Finance/Operations Committee is supported by the Compensation Committee, the duties and function of which are described in GRCS Policy 342

224.1.2 Functions, Duties, and Responsibilities of the Education Committee

This committee oversees the development of the educational program. Membership consists of a minimum of two Trustees with additional representatives being approved by the Trustees. The committee is responsible for:

- a. providing advice to GRCS staff on educational issues and programming, including new programs and specific curricular areas;
- b. providing the Board with recommendations on important issues of curriculum and educational programming, including new or revised programs, curricular material, and educational policies;
- c. overseeing new teacher hiring;
- d. overseeing the standards for professional staffing and personnel matters;
- e. overseeing the provision of in-service training for teachers and other means for improving the professional status of teachers and administrators;
- f. ensuring appropriate evaluation of teaching staff;

- g. providing accountability for the school improvement process in district schools;
- h. providing oversight and acting on employee grievances.

225 RELATIONSHIP TO OTHER ORGANIZATIONS

GRCS shall be a member of the following organizations: Michigan High School Athletic Association (MHSAA), Christian Schools International (CSI), North Central Accrediting Association (NCA), and other professional organizations relevant to GRCS' mission as recommended by the Superintendent. GRCS shall endeavor to maintain a cooperative working relationship with Calvin College and area churches.