

Section	Question / Concern	Response / Status
Formation & Purpose	Who approved the formation of the Foundation?	The Foundation has not yet been created; it requires formal approval by the CCSD Board of Trustees to operate in the fashion that it is being proposed, which staff recommends over the independent creation of a “Friends of CCSD” style organization by which the Board would have zero control or oversight.
	Why is the Board being asked to approve Bylaws if it didn’t approve the structure and formation?	Approval of the bylaws is necessary to establish an official 501(c)(3) affiliated with CCSD and to ensure oversight and alignment with district priorities. In fact, the Board is approving the structure and formation vs. the independent creation of an affiliated but non-Board controlled entity, such as what has operated in the past.
	Why was a structure that ultimately creates an independent foundation selected as opposed to an embedded or hybrid one?	An independent foundation allows a legal pathway for community engagement and fundraising that is otherwise unavailable to the school district. For example, multinational companies have policies that require 501(c)3 status for tax purposes in order to contribute or partner with the school district. The independent structure ensures the Foundation can engage community partners broadly, minimize political influence, and maximize fundraising opportunities. Ex-officio Board members (Superintendent, CFO, Trustees, Principal, Teacher) preserve strong ties to the District (Art. V, Sec. 5.02).
	What are important considerations in setting up the foundation and relationship with the district	Important considerations are (1) that trustee appointees are free of any conflict of interest (2) the appointees foster a commitment to the success of the

	given the structure proposed?	foundation (3) the ex-officio members remain engaged in oversight with their ultimate control over the foundation's status.
	Could developing key elements of a Memorandum of Understanding help the board and public better understand how the foundation/district relationship will work?	A memorandum of understanding certainly can provide clarity and strengthen trust. It can also put unintended restraints and restrict the partnership, so careful consideration must be taken in establishing an MOA after general goals and policies are established. Such is not being recommended at this time.
	What is the mission, vision, rationale, expected focus and outcomes for the Foundation? For example, will it provide scholarships (for students pursuing teaching or teachers pursuing advanced degrees), professional development, etc.? What is the purpose of the foundation?	The mission is for all students, parents, teachers, and schools to succeed through the support of philanthropy, industry, and partnerships. The expected outcomes of the foundation will be dictated by the needs assessment process, the resource inventory assessment report, and strategic goals established by the board of directors.
	What will it be doing and how will that be clear in the bylaws?	It will be ensuring the mission of the foundation for students, parents, teachers, and schools to succeed as stated in the bylaws.
	How will the risk of redirecting district leadership's time to support the Foundation be mitigated?	The foundation is designed through its bylaws to operate independently of the district to maximize its impact as a supplemental resource to CCSD's mission. Beyond the coordination currently being provided by leadership now, such activities will cease upon creation, other than to ensure the maximization of the partnership, as would exist in any fashion where we were

		<p>working with an entity that provided funding or beneficial support to our staff and students.</p>
	<p>Where is the Foundation Executive Director position in the 2025–2026 approved budget? Why was this not shared during budget adoption? Are there other items allocated in the budget that the Board and public are not aware of?</p>	<p>The Executive Director role is currently funded by miscellaneous donations on-hand by the district, which are unrestricted in nature. The Board is presented the General Operating Fund budget for approval. Other special revenue funds follow their respective policy or statutory guidance. Policy KCD enables the Superintendent to administer donations following receipt and no donations have been received and not reported to the Board per policy. There are no General Operating Fund items not provided to the Board for review through the budget adoption process. This position will be funded for the first year with miscellaneous donations, but will later transition to full support from the Foundation itself.</p>
	<p>What is the projected operating budget for the first three years, and what is the expected return on investment (ROI)? How does this compare with the 4.9% cost associated with the Coastal Community Foundation?</p>	<p>The Foundation anticipates modest startup costs and expects a high ROI as philanthropic contributions grow. All funds are independently audited annually and must directly support the Foundation’s charitable purposes (Art. IV, Sec. 4.06). A formal budget and goals will be appropriately established following an independent needs assessment and resource inventory process is complete. No funds will be appropriated or borne from the district besides what is referenced in the question above. Startup costs will be funded via the existing balance from the Academic Project Fund via the Coastal Community Foundation (CCF). Of course, having an Executive Director is an additional cost over and above the current arrangement with the CCF, but we would not be able to elevate</p>

		the efforts of a foundation without this position in place.
Legal Structure	Have Articles of Incorporation, request for EIN, and/or 501(c)(3) application been filed? If so, provide the documents; if not, what are the proposed Articles of Incorporation?	No, none of these filings have been made yet. Draft Articles of Incorporation will be presented to the board before any documents are submitted. Incrementalism at work here, we are taking this one step at a time. We are going to reserve the name of the foundation with the SC Secretary of State.
	After Phase I, the Board of Trustees would have no influence or oversight on who is on the Foundation’s Board of Directors—no sign-off or defined profile for invited members other than independence. Concern that ex-officio members also have no vote.	The standard goal of education foundations is to have district representation, as outlined in the bylaws requirement of representatives for all 9 districts, foster broader support and partnership with the local community. It is general best practice for members appointed by the office they hold to exist in this capacity. The term literally means “by virtue of one’s office.”
	Oversight: What oversight is required of the Board of Trustees financially and operationally? What is the Board’s fiduciary responsibility relative to district operations? Are there district policies that would require Board oversight (e.g., large contracts, sale of property, audited financial statements)?	No Board policy amendments or additions are necessary. Staff researched other education foundations in SC, specifically so that the application of the State code of laws was consistent, and found no district that had policies tied to their education foundation, since they are legally separate entities.
	With 14 to 35 members on the Foundation board, even if all Trustees were on it they could be outnumbered. Adding a teacher to the	The Foundation board follows a model similar to economic development organizations, which is common for education foundations nationwide. A larger membership is intentional as it broadens community representation and

	ex-officio team raises the number to 15–35.	encourages greater investment in both the foundation’s finances and its mission success. Remember, the Board’s authority exists regardless in the ability to dissolve the foundation by setting it up the way we are proposing.
	Should quorum requirements be based on a majority of voting Directors? How will that number vary? Should bylaws state staggered terms beginning in Phase 2?	
	Who determines the qualifications and application process for selecting board members?	The Board of Trustees determine the best applicants, without conflict of interest, to establish the standards and value expected of the board members responsible for the success of the Foundation.
	Should Board of Trustees continue oversight of appointments in Phase 2 and thereafter?	Per the proposed draft bylaws, the Board of Trustees appoints the initial Foundation Directors in Phase 1 and fills vacancies or removes members during that time. In Phase 2, appointments, vacancies, and removals are handled by the Foundation Board. Trustees still have oversight through ex-officio seats, approval of bylaw amendments, and authority over dissolution.
	Does a quorum include ex-officio members? How many vote—directors only or ex-officio too?	A quorum is defined as a majority of Directors in office immediately before the meeting (Art. V, Sec. 5.05). Ex-officio members are not counted toward quorum.
	Why can’t ex-officio members be voting members?	Ex-officio members as non-voting members ensures transparency, prevents conflicts of interest, and reduces the risk of political influence deterring community engagement. This is common practice at all levels of non-profit organizations,

		referencing prior response including “by virtue of one’s office.”
	What is the role of nonvoting ex-officio members of the board?	Ex-officio members provide institutional insight and oversight for board members from the community. They also provide input, perspective, and accountability so that the work is aligned with CCSD priorities.
Transparency & Accountability	Should donors be identified publicly for transparency?	Donors and partners are identified as required by law of all 501(c)3 organizations.
	What prevents an anonymous donor from serving on the board?	The laws governing 501(c)3 organizations prevent anonymous donors from serving on the board of directors.
	If the Foundation builds or donates a facility or technology, who maintains and repairs it?	Any initiative of the foundation or donation of a facility is subject to the agreement and stipulations set forth by its board of directors. Policy KCD would apply in the sense that CCSD Board of Trustees would still have to approve certain material levels of donations and the foundation would still be required to complete district forms, per the policy.
	Why can’t bylaws state meetings will be livestreamed and held quarterly for transparency?	Phase 1 meetings are already subject to the SC FOIA (notice, livestream, etc.) Phase 2 allows for the Foundation to set its own meeting schedule. If there was a requirement in the bylaws, it becomes a legal mandate that can only be changed with an amendment with approval by both the Foundation and the Board of Trustees. These types of operational details are not considered best practice to include in bylaws.
	Are public-private partnership schools eligible for Foundation funds?	The bylaws stipulate that foundation funds are to benefit public schools, not public-private partnerships or charters. This is intentional. They should facilitate their own non-profit support.

	<p>What prevents the Foundation from funding curriculum or programs that do not align with state standards, district goals, or the strategic plan?</p>	<p>The bylaws stipulate that the foundation may only fund the mission of the school district. The foundation has no authority to fund or bring about programming to the district without district consent, just with any other private organization.</p>
	<p>Who will design the needs assessment, how often will it be administered, and what stakeholders will participate? How will it align with the district's mission and goals?</p>	<p>Needs assessments will be conducted collaboratively, with input from District leadership, teachers, parents, community stakeholders and representatives from the education foundation community. This ensures alignment with CCSD's strategic plan. We will facilitate regional stakeholder meetings and engagement with the Board of Trustees to ensure maximum buy in. This is an operational responsibility of the foundation not germane to the bylaws.</p>
	<p>Why is the Foundation forming so quickly without broader board and public engagement?</p>	<p>The foundation formation is a core component of ensuring success of the district's mission and any delay in its basic formation risk substantial opportunity loss in the 2025 tax year. In essence, doing this now enables us to begin engaging stakeholders while we also facilitate public engagement. It would be impossible to do one without the other.</p>
	<p>Should bylaws explicitly state the Foundation's purpose includes equitable distribution of resources so that it does not further advantage already advantaged schools and families?</p>	<p>The bylaws provide the basic governing framework while foundation policy established by its board of directors are more appropriately suited for equitable distribution decisions. Periodic needs assessment reports and resource assessments guide those practices. The framework for this will be best established following the needs assessment, as we do not want to cause unnecessary restrictions if there are regional opportunities that would benefit multiple schools. Again, Board of Trustees</p>

		approval will be necessary to accept donations from the foundation, ensuring proper review and an additional layer of oversight for equitable distribution.
Financial & Operational Concerns	Corporate indebtedness: Why allow loans in the ordinary course of the Foundation's business? Why authorize any loans without Board of Trustees approval? If the Foundation has debt at dissolution, who owns the debt?	Only ordinary-course financial obligations may be authorized, and only with Board of Directors' approval (Art. IV, Sec. 4.08). This ensures fiscal prudence and prohibits excessive or risky borrowing. The foundation owns the debt, if any, net of assets. To be clear, we don't see any need for debt, but also do not want to restrict the foundation unnecessarily. This is relatively standard language.
	Who has school district authority regarding funding and how it will work?	The School District Board of Trustees has authority regarding funding to the Foundation if such was ever desired or necessary. The Foundation board has authority regarding making donations to support the district with acceptance at certain levels per Policy KCD.
	What donation reporting will the School Board receive?	The Board of Trustees will have access to all the accounting, including donations, since this entity is classified as a component unit of the district, per Generally Accepted Accounting Principles and the Government Accounting Standards Board.
	How can the organizations jointly address CCSD's restriction (Policy KCD) that donations cannot be received from a vendor seeking to do business with the district?	As with the CCSD Board of Trustees, the Foundation is governed by its bylaws conflict of interest provisions.
	How will the required reporting described in CCSD Policy KCD Public	Just as stated in the policy. Any donation to the district from the foundation will follow the policy. Any donation to the foundation will be available as information

	<p>Gifts/Donations to Schools be handled?</p>	<p>to the district, but the foundation cannot bind the district in any fashion without its consent.</p>
	<p>Is there other reporting on Foundation donations that would be requested by the School Board?</p>	<p>The Foundation reports its contributions as required by law of a 501(c)3 but based on the component unit designation, the Board of Trustees may receive information through the Foundation's monthly financial reports, audit, etc.</p>
	<p>Are proposed interactions consistent with CCSD Policies currently in place?</p>	<p>Yes, the Foundation will be bound by the policies of CCSD with respect to its interactions with the district just as any other private entity, but as a component unit and given stipulations in the bylaws, the Board of Trustees will have more oversight and control.</p>
	<p>Will the School Board be provided copies of reports provided to the Foundation?</p>	<p>Yes. Component unit designation.</p>
	<p>At dissolution, should the Board of Trustees be required to approve? Currently dissolution requires Board of Trustees approval and two-thirds of Foundation directors; some recommend deleting the directors' two-thirds vote so the Board can dissolve it if expectations are not met. How many directors would be involved—9 or up to 35?</p>	<p>Dissolution cannot occur without Board of Trustees approval. A quorum of the foundation board is classified as 50% plus one of the members in-office at any time. This does not include ex-officio.</p>
	<p>How much CCSD funding is expected to be granted to the Foundation? How will funds be raised and how will co-mingling of district and private dollars be avoided?</p>	<p>Zero, other than the miscellaneous donations used to fund initial salary costs. There will be no flow of district funds to the foundation, only foundation funds to the district. Foundation funds to the district will be recorded in a separate special revenue fund that is functionally</p>

	How will private influence be mitigated?	and procedurally already in place, with proper restrictions based on intent. For example, when the Friends of SIES send funds to the district to support an FTE each year that has been in place for years, they are recorded in a manner in the donations fund that specifies they are to be expended on personnel for SIES.
	Does the plan allow for the Foundation to become a private foundation in the future? If so, why? Why not dissolve instead?	The plan does not allow for the Foundation to be disentangled from the school district. Per the bylaws, the Foundation shall remain a creation of and under the ultimate control of the district. Bylaw changes would require Board of Trustees approval.
	How will the district Foundation impact individual schools' ability to fundraise or build their own endowments and recruit donors? Concern that schools have lost private support when asked to become district partners.	It is the mission of the Foundation to support schools, including their own endowments and fundraising efforts. The Foundation is intended to capture funds and opportunities not availed to schools on the individual, smaller scales.
Proposed Bylaw Edits	Add parent training and assistance programs to Section 3.012.	The stated mission of the Foundation included supporting parents through philanthropy, industry, and partnerships. This is implied without being so specific.
	Could the foundation bylaws include indicating the school district will report on results of the programs funded, or would this be something handled in a Memorandum of Understanding or similar documentation?	The bylaws provide the basic governing framework while foundation policy established by its board of directors are more appropriately suited for establishing regular metrics and reporting.
	Add "and solicit funds" after "grant" in Section 3.02(b).	Concur.

	Add “in accordance with the goals, strategies, and initiatives of the Superintendent and Board of Trustees” after “district” in Section 3.02(a).	Concur.
	Require CCSD Board of Trustees approval for any changes under Section 3.05.	Requiring BOT approval under Section 3.05 is not recommended as it covers routine operational updates NOT governance. Trustees already have oversight through ex-officio seats and approval of major bylaw or governance changes.
	Address FOIA requirements: current language applies only to Phase 1; concern about discouraging donors or encouraging “dark money.”	There is no FOIA requirement in Phase 2. All donations will be made public as this entity is a component unit of CCSD.
	The initial voting members are appointed by the CCSD Board of Trustees for a 2-year term. Then subsequent appointments will be made by the Foundation Board Members. Has there been any consideration of term limits for board members?	No term limits are recommended.
	The by-laws call for an annual audit (Section 4.06). Will the contents of the audit be available to the Board of Trustees and to the public? I understand that the general information available is the 990, which is usually about 1.5 years behind.	Yes, the annual audit will be available to the Board of Trustees and public. Because the entity is a component unit of CCSD, the audit will be required to be completed and posted within five months of the close of the fiscal year, following SCDE policy. The 990 will follow general requirements of such filing but the audit will be made available much sooner due to the foregoing.

	<p>Definition of a Quorum (Section 5.05). Can you provide clarity as to what represents a quorum, as the by-laws state "Attendance by a majority of the number of Directors in office...."?</p> <p>The by-laws show the number of directors to be 14 (originally) with 9 voting and 5 non-voting. Is a quorum 5 of the 9 voting or 8 of the 14?</p>	<p>A quorum is defined as a majority of Directors in office immediately before the meeting (Art. V, Sec. 5.05). Ex-officio members are not counted toward quorum.</p>
	<p>Mr. Prentice referenced an Executive Committee for the foundation around the 3:07 time mark of the meeting.</p> <p>Will a provision for an executive committee be included in the by-laws?</p> <p>Robert's Rules (49:13) has specific comments regarding an executive committee, i.e. "board within a board" and "A board cannot appoint an executive committee unless the by-laws so authorize".</p> <p>While section 5.10 - Committees might give this permission, the formation of an executive committee is foundational to the structure of the organization and should be described in this draft for initial approval.</p>	<p>It was originally intended to be established via amendment as the foundation grows, but we are adding this language now to be clear.</p>
	<p>Are there proposed qualifications for members of the Board of Directors other than the attendance district representation?</p>	<p>The qualifications may vary greatly and the board of the foundation could promulgate a policy to structure this further, however we do not want to be too specific as seats could be held by community stakeholders, investors, and</p>

		individuals with varying levels of experience and background.
	Mr. Prentice referenced a teacher as an ex-officio member in the presentation. Will that be added to the by-laws?	Yes, that is included in the proposed bylaws. It was left off of an initial draft due to tracking changes omitting it.
Articles of Incorporation	In conjunction with approving language of the bylaws, can the CCSD Board be assured the Articles of Incorporation will mirror content that it approves in the bylaws including Purpose in Sections 3.01 and 3.02 and Section 3.05 notification requirement?	Yes, the CCSD Board of Trustees can be assured the articles of incorporation mirrors what is approved in the bylaws. As the Board of Trustees has indicated substantial interest, staff will be bringing the articles of incorporation to the Board before filing.
	Since the Articles of Incorporation outrank the bylaws, should the board stipulate that key sections mirror the bylaws language? Or perhaps the board would approve the Articles of Incorporation?	The Articles of Incorporation must match that of the approved bylaws and decisions of the Board of Trustees by law.
	Explain in greater detail the steps that will create the entity and make it fully operational. As an example, the current draft of the By-Laws mentions the Articles of Incorporation over 20 times. Is there a draft of the Articles of Incorporation? The By-Laws convey that the Articles of Incorporation supersede the by-laws (Section 8.03), and should those be drafted and	The Articles of Incorporation must match that of the approved bylaws and decision of the Board of Trustees by law. The bylaws must be approved before Articles of Incorporation can be appropriately drafted or submitted. Refer to prior answer re: bringing this to the Board.

	<p>approved prior to the approval of the By-Laws? Additionally, the by-laws allow approval of amendments to the Articles of Incorporation (Section 8.01) by the Board of Trustees, but I see no provision for the Board of Trustees to approve the original Articles of Incorporation.</p>	
Next Steps	<p>What are the steps, process, decision points and anticipated timeline for proceeding toward launching the foundation?</p>	<p>The Foundation may progress with the strategic planning process when foundational documents of governance have been established. After 501(c)3 application is filed along with articles of incorporation, we will transition funds from CCF and begin operationalizing this. Also need to have board members appointed. Ideally all completed by end of 2025.</p>
	<p>Are there any other elements of this plan the board should approve or would want to approve such as a Memorandum of Understanding or a reporting plan?</p>	<p>There are no other elements of this plan the board should approve until the foundational governing documents have been codified.</p>
	<p>If the details on the bylaws are not worked out at the September 22 meeting, is there another way to move forward?</p>	<p>The Board of Trustees has the ability to move forward with advancement programs or not at their discretion. Staff would prefer for this entity to be created with Board support, but could create a "Friends of CCSD" entity similar to what has been done in the past.</p>
	<p>At what milestone(s) will the board be updated on the progress toward launching the foundation?</p>	<p>The board of trustees may receive updates from the administration at any given regular meeting on the progress of the foundation's launch. Updates will be monthly through the end of the year and</p>

		pertinent information in the meantime will be transmitted in Board Briefs.
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