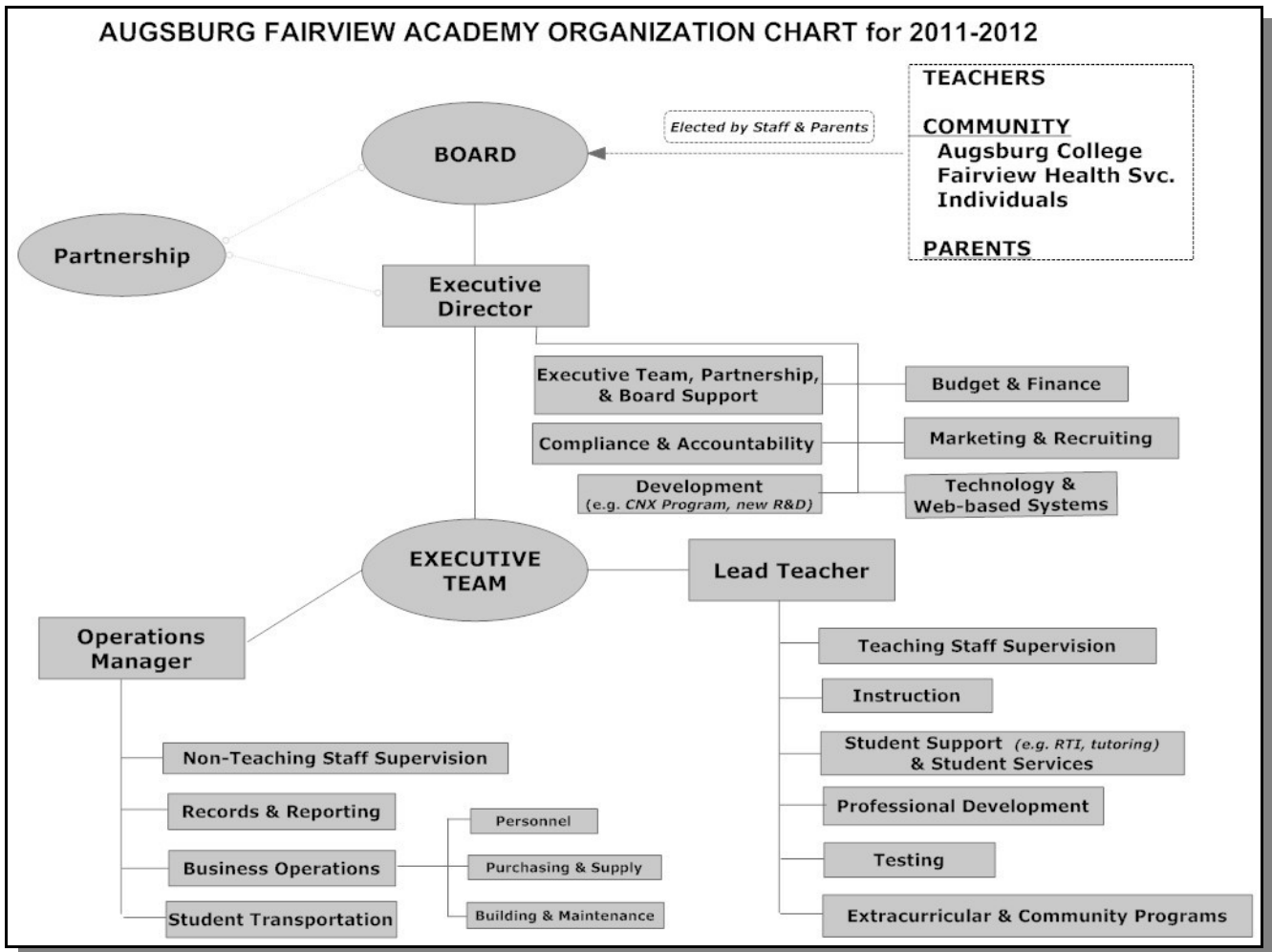


AUGSBURG FAIRVIEW ACADEMY
GOVERNANCE & MANAGEMENT FRAMEWORK
Version Approved 12.16.2011

This framework, when approved by the AFA Board, will be the foundation for governance and management policy along with the AFA By-Laws. In case of conflict between the two documents, the By-Laws will be controlling.

1. Overall Structure

The three main elements in the AFA governance & management structure are: Board of Directors, Partnership, and Executive Team. The relationship among these elements and the key operational areas of the school are shown in the following organization chart:



2. Main Elements

(a) *Board of Directors*

i. Composition

- The board comprises 10 elected board members who are eligible to vote on matters before the board and the three persons on the AFA Executive Team (see below) serving as non-voting, ex officio members.
- Inside Directors (teachers)
 - Five seats on the board are reserved for licensed teachers currently employed by AFA and who meet the eligibility criteria:
 - Must be a licensed teacher with at least part-time classroom duties
 - Must have more than 1 year of cumulative employment at AFA
 - Inside Directors bring knowledge and insight from their other role as AFA partners and staff. While they are expected to participate actively in both of these other roles, Inside Directors do not represent either themselves as individuals or the partnership; they are obligated to represent the best interests of the institution.
- Outside Directors (non-employees of AFA)
 - Five seats on the board are reserved for non-employees of the Academy. One of these seats is reserved for a representative of Augsburg College, another for a representative of Fairview Health Services, and a third is reserved for a parent of a current AFA student. The other two seats are open to any individual from the community, including parents.
 - Outside Directors bring broader knowledge and insight from their various roles as parents, community members, and employees of key institutions. They are expected to ensure a disinterested voice in board decisions, particularly if any action by the Inside Directors and/or any member of the Executive Team suggests the possibility or appearance of a conflict of interest.

ii. Role

- The general role of the board is limited to governance and support. The board is not involved in the day-to-day running of the business, unless extraordinary circumstances warrant it, but monitors the executive activity and contributes to the development of strategy.
- Specifically, the board is expected to:
 - Challenge and contribute constructively to the development of strategy for the organization;
 - Scrutinize the performance of the Executive Team, both jointly and severally, in meeting agreed upon goals and objectives;
 - Satisfy itself that financial information is accurate and that financial controls and systems of risk management are robust and defensible;

- Determine the appropriate level of remuneration of the Executive Team members;
 - Appoint and, where necessary, remove the Executive Director and/or Lead Teacher; and
 - Give advice and consent to the Executive Director and Lead Teacher in their appointment of the Operations Manager.
- iii. Decision-making The Board makes decisions by a concurrent majority procedure, as specified in the AFA By-Laws (Appendix A).

(b) Partnership

i. Composition

- All legally contracted employees of Augsburg Fairview Academy, with the exception of the Executive Director, are considered to be members of the Partnership (“Partners”).
- The right to vote on Partnership matters is limited to those Partners who have completed at least one full year of cumulative service under the terms of an annual, permanent employee contract (“Voting Members”). Cumulative service is defined as the sum of each year of permanent, contracted employment adjusted by the percent of a full-time basis at which Employee was employed (Example: 2.0 years @ 50% = 1.0 year of cumulative service).
- All Partners, whether Voting Members or Non-Voting Members, have the right to participate in all meetings and activities of the Partnership.

ii. Role

- The general role of the Partnership is to serve as a forum at which matters of importance to the sustainability and good operation of the Academy can receive an open and thorough discussion by all employees. The partnership will select one of its voting members to serve as the facilitator of its regular meetings.
- Partners who serve as Inside Directors, either singly or as a group, do not represent the Partnership on the Board nor do they represent the Board to the Partnership. The same principle holds for Partners who are members of the Executive Team
- The Partnership is authorized to provide the Executive Team and the Board of Directors with written opinions on matters of consequence to the Partners. This includes:
 - Opinions originating with the Partnership and delivered to the Executive Director; and
 - Opinions requested by the Executive Team or the Board and delivered to the Executive Director as a response to the requesting entity.
- The Partnership is authorized to determine appropriate courses of action in matters involving faculty staffing, curriculum and instruction, and ancillary services to the Academy's students and their families, as specified in the AFA By-Laws.

iii. Decision-making

- Business is carried out at general meetings which may be closed to non-partners. The Partnership may create committees to study issues and report back to a general meeting.
- Operating policies, including voting, not covered in the AFA By-Laws are left to the

Partnership subject to Board approval.

- Written minutes of general meetings will be maintained and will include a record of votes (for, against, and abstentions) on any matter on which a vote was taken. These minutes will be provided to partners, the Executive Team, and Board members.
- All Partnership actions, including advisory opinions requested by the Board of Directors, will be delivered to the Executive Director, who will act on them or bring them to the Board according to the process described of the AFA By-Laws.

(c) Executive Team

i. Overall Team

- Composition The Executive Team comprises the Executive Director, the Lead Teacher and the Operations Manager.
- Role The role of the Executive Team is to:
 - Coordinate day-to-day management of academic and business operations;
 - Establish a division of responsibility to make and implement decisions in a cost-effective and time-efficient manner;
 - Identify objectives, constraints, and strategies to facilitate planning; and
 - Jointly advise and assist the members of the Executive Team in meeting their individual responsibilities in ways that ensure good management of the organization.
- Decision-making
 - In practice, the authority for day-to-day planning and decision-making will rest, jointly and independently, with the members of the Executive Team:
 - For each operational area shown in the current AFA organization chart, the Board delegates decision-making authority to the Executive Team member who has the primary responsibility for that area.
 - It is expected that all issues will be brought first to the member of the Executive Team who is responsible for the operational area involved.
 - If an individual believes that an issue has not been satisfactorily resolved by the member with primary responsibility, he or she may bring the matter to the Executive Director, who will bring it to the attention of the full Executive Team. If the Executive Director is the individual responsible for the unresolved issue, the matter may be brought to either of the other two members who will bring it to the attention of the full team.
 - As the central, coordinating body for academic and business operations, the Executive Team will make decisions by consensus, whenever possible. When this is not possible, decisions will be made by simple majority but may be appealed to the Board by the team member in the minority.
 - As part of its decision-making process, the Executive Team may seek the advice of the Partnership or the Board, and may send an issue to the Partnership or the Board for action.

ii. Executive Director

- Position The Executive Director is hired by the Board as the school's chief enterprise officer and serves at the pleasure of the Board under a contract in keeping with the terms and conditions of the By-Laws. The Executive Director's performance will be evaluated annually as a joint effort of the Partnership and the Board, with substantial input from the other two Executive Team members.
- Role The general role of the Executive Director is to:
 - Have active, general management of the business of the school, including the management and delegation of authority to committees and staff;
 - Develop and implement strategic plans and business plans for the organization in collaboration with the Executive Team and the Partnership, and with the advice and consent of the Board;
 - Develop and execute the annual business plan, including fund-raising strategies, organizational goals, financial plans, and marketing and advertising effort, to achieve the goals of the organization;
 - Ensure that the organization's policies and practices are in compliance with applicable local, state, and federal statutes and regulations, including policies to ensure appropriate financial structure, compliance with generally accepted accounting principles, proper use of resources, and adherence to revenue and expense budgets;
 - Maintain fiscal accountability, work with the staff to ensure that activities are within allocated budget guidelines, and ensure that adequate funds are available to permit the organization to carry out its work.
 - Sign and deliver in the name of the school deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required in law to be exercised by another person or is expressly delegated by the Articles or By-Laws or by the Board to another officer or agent of the school;
 - Deposit money, drafts and checks in the name of and to the credit of the school in the banks and depositories designated by the Board;
 - Disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board;
 - Foster and strengthen the role of the Partnership as described in the By-Laws;
 - Foster a culture of integrity by setting an example of mature, authentic leadership, and by cultivating leaders throughout the organization;
 - Establish accountability across the organization, empower staff to maintain individual goals, and cultivate a team environment;
 - Effectively lead planning meetings to advance organizational priorities and goals;
 - Participate with other members of the Executive Team, the Partnership, and the Board in strategic planning to define the future direction of the school;

- Work with the Board to enhance board representation of relevant interests and to strengthen the board's capacity to govern strategically and effectively.
 - Work with the Lead Teacher and the Board to create a student-centered and data-driven approach to recruitment, enrollment, and retention and to institute a clear and consistent branding and marketing plan for the school;
 - Work with the the Board to develop and implement a fund development plan to increase both earned and contributed income
 - Work with the Executive Team and the Board to develop staff positions crucial to the accomplishment of the school's objectives;
 - Work with the Executive Team and the Board to mitigate organizational risk;
 - Perform other reasonable duties prescribed by the Board or by the President; and
 - Serve as ex officio, non-voting member of the Board.
- Decision-making The authority of the Executive Director to make decisions is as follows:
 - The Board grants the Executive Director the authority to manage the enterprise in service to the school's mission and the academic needs of its students.
 - The Executive Director is accountable to the President of the Board and reports to the Board on a regular basis.
 - The Executive Director acts in coordination with the Lead Teacher and Operations Manager, as the school's Executive Team, with the joint and individual authorities and responsibilities enumerated in this document
 - The Board may offer suggestions and ideas about how to improve the management of the enterprise but the Executive Director is expected to decide whether or not, and how, to implement these ideas.
 - The specific authority of the Executive Director is further described in the By-Laws.

iii. Lead Teacher

- Position The Lead Teacher is hired by the Board as the school's chief academic officer and serves at the pleasure of the Board under a contract in keeping with the terms and conditions of the By-Laws. The Lead Teacher's performance will be evaluated annually as a joint effort of the Partnership and the Board, with substantial input from the other two Executive Team members.
- Role The general role of the Lead Teacher is to:
 - Have active, general management of the academic affairs of the school, including the management and delegation of authority to committees and staff;
 - Collaborate with the Executive Director to coordinate school-wide systems, planning, financing, and daily operations as they pertain to academic issues;
 - Implement and monitor strategies for maximizing retention and graduation.
 - Guide academic staff in implementing the mission and vision of the school;

- Oversee professional development and teacher observations;
 - Provide an active, positive presence in halls and classrooms;
 - Work with students, parents, teachers, and student support team to address challenges to students' academic progress;
 - Work with the school's recruiter to develop effective marketing messages and strategies, carry out recruiting activities throughout the year, and smooth new students' entry into the Academy;
 - Serve as District Assessment Coordinator;
 - Provide mentoring and professional development support to academic staff and ensure that licensure is current and appropriate;
 - Oversee communication with students regarding graduation readiness;
 - Provide positive behavior interventions for students based on the Academy's principles of authoritative instruction;
 - Perform other reasonable duties prescribed by the Board or by the President or by the Executive Director; and
 - Serve as ex officio member of the Board.
- Decision-making The authority of the Lead Teacher to make decisions is as follows:
 - The Board grants the Lead Teacher the authority to manage the academic program in service to the school's mission and the academic needs of its students.
 - The Lead Teacher is accountable to the President of the Board and reports to the Board on a regular basis.
 - The Lead Teacher acts in coordination with the Executive Director and Operations Manager, as the school's Executive Team, with the joint and individual authorities and responsibilities enumerated in this document
 - The Board may offer suggestions and ideas about how to improve the academic program but the Lead Teacher is expected to decide whether or not, and how, to implement these ideas.
 - The specific authority of the Lead Teacher is further described in the By-Laws.

iv. Operations Manager

- Position The Operations Manager is hired by the Board under a contract in keeping with the terms and conditions of the By-Laws. The Operations Manager's performance will be evaluated annually as a joint effort of the Partnership and the Board, with substantial input from the other two Executive Team members.
- Role The general role of the Operations Manager is, in close coordination with the Executive Director and/or Lead Teacher, to manage the day-to-day business and administrative activities of the school, including:
 - Personnel administration (e.g., background checks, payroll, insurance, FICA/Medicare);

- State and federal reporting (e.g., MARSS, STAR, SERVS, EDRS, etc.);
- Student Information System (i.e. Power School, including Power Teacher)
- Facilities maintenance (e.g., custodial services, repairs, security)
- Purchasing and supply
- Transportation (student) and parking
- Decision-making The authority of the Operations Manager to make decisions is as follows:
 - The Board grants the Operations Manager general day-to-day management and administrative authority for the responsibilities described in this document and the By-Laws except insofar as the Executive Director and/or Lead Teacher retain authority for specific matters to themselves.
 - The Operations Manager is accountable to the President of the Board and reports to the Board on a regular basis.
 - The Operations Manager is an equal member of the school's Executive Team with the Executive Director and Lead Teacher, and shares in the joint authorities and responsibilities enumerated in this document.
 - The specific authority of the Operations Manager is further described in the By-Laws.

Appendix A: AFA By-Laws

Appendix B: Executive Team – Individual Responsibilities; Qualifications & Competencies

Appendix C: Process Descriptions & Checklists