



Governing Board Policy

*For Charter Schools Authorized by
the Indiana Charter School Board*

*Adopted July 2020
Revised July 2023*

For more information, please visit the
Indiana Charter School Board website:

<http://www.in.gov/icsb>

The Indiana Charter School Board (“ICSB”) is responsible for ensuring that its charter schools are in compliance with ICSB’s Accountability System and with State law. Among other things, Indiana Code (“IC”) 20-24-4-1 and Section 3.6 of ICSB’s Accountability System require ICSB to hold charter schools accountable for “governing board performance and stewardship, including compliance with applicable laws, rules and regulations, and charter terms.”

To meet this standard, charter school governing boards must materially comply with applicable laws, rules and regulations, and all relevant provisions of the Charter relating to governance of the school by the governing board, including, but not limited to: Indiana’s Nonprofit Law and the Internal Revenue Service’s laws governing 501(c)(3) tax-exempt organizations; the organizers Articles of Incorporation, Bylaws, Code of Ethics, and Conflict of Interest policy; and Indiana’s Open Door and Access to Public Records laws. In addition, the organizer must remain in good legal standing with the Internal Revenue Service and the State of Indiana. and be structurally independent from, properly oversee, and hold accountable the school’s Education Service Provider (if applicable).

With respect to governing board meetings, all charter school boards are required to:

- 1) Ensure that all ODL notice and access requirements are met, including: i) posting notice of the meeting at least forty-eight (48) hours in advance at the “principal office” of the school and on the charter school’s website, ii) providing ICSB with forty-eight (48) hours’ notice for all governing board meetings, including executive sessions; iii) posting an agenda at the entrance of the meeting, if an agenda is used, iv) ensuring that the meeting is open to members of the public, including the provision of an electronic means of participation (at a minimum a phone with speaker capabilities, and v) ensuring that that all laws governing the use of “executive sessions” are met;
- 2) Ensure that all state and federal law meeting requirements are met, including: i) quorum, ii) electronic participation, iii) conflict-of-interest, and iii) voting;
- 3) Ensure that minutes of each board meeting are kept, including, at a minimum: i) the date, time, and place of the meeting, ii) the members of the governing body recorded as either present or absent, including whether the member is participating electronically, iii) the general substance of all matters proposed, discussed, or decided, and iv) a record of all votes taken, by individual members if there is a roll call.

ICSB’s Accountability System emphasizes effective governance, including implementing appropriate financial policies and practices; creating and reviewing responsible budgets; meeting ICSB and Indiana Department of Education (“IDOE”) reporting requirements; and complying with governance documents and all applicable laws, rules, regulations, and the terms of the charter. The Accountability System requires boards to meet a minimum of four (4) times per calendar year and to submit meeting minutes from each board meeting as evidence that the board is actively and effectively overseeing the school. Governing boards must provide at least forty-eight (48) hours’ notice to ICSB all Board meetings, including executive sessions, in the form of a link to the school’s

website where the notice is posted and, at the request of ICSB staff, provide an electronic means of communication (at a bare minimum a phone number for a speaker phone) for ICSB staff to listen to the meeting. Board meeting schedules, meeting notices, and copies of board minutes must be easily accessible and available to the public on the charter school's website.

Section 3.7 of ICSB's Accountability System also requires schools to meet ICSB's [Annual Reporting Requirements](#), including, but not limited to:

- An annual calendar of board meetings (updated as necessary).
- Board meeting minutes (the contents of which meet ICSB guidelines) for all meetings occurring during the year (four times a year).
- An annual Economic and Conflict of Interest Report.
- Any amended governance documents (including, Articles, Bylaws, and Conflict of Interest policies, etc.).
- Notification of changes to the Board, including Resumes and Conflict of Interest Forms for New Board Members.

Open Door Law

All governing board meetings are subject to the ODL. This means that all meetings, unless they meet the limited exceptions available for "executive sessions," must be conducted in the open, so that members of the public may observe and record them. Public notice of a meeting (including an executive session) must be given forty-eight (48) hours in advance, excluding Saturdays, Sundays and legal holidays, and must state the time, date, and location of the meeting. Notice must be posted at the "principal office" of the school, and if no such office exists, at the place where the meeting is to be held, and on the website of the charter school. If the board plans to hold an executive session, the public notice must also include the subject matter by reference to the specific statutory exception and language of the exception under which an executive session may be held.

A governing body of a public agency is not required to use an agenda, but if it chooses to utilize one, the governing body must post a copy of the agenda at the entrance to the location of the meeting prior to the meeting.

Board Meetings

A board may not take action unless a quorum is present. Generally, a quorum may be no fewer than the greater of one-third (1/3) of the total voting power of the board or two (2) directors. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action unless this organizer's articles of incorporation or bylaws require a greater number of affirmative votes. Voting by proxy is not permitted. A charter school may not take action without a meeting. Special quorum and voting requirements apply if one or more members is

participating electronically. All board actions must be recorded in the meeting minutes (memoranda).

The organizer of one (1) or more charter schools that are located within the same county must hold at least fifty percent (50%) of its public meetings within the county in which the charter schools are located. This does not apply to organizers who operate two or more charter schools in different counties, to virtual charter schools, or to innovation network charter schools.

A governing body of a charter school shall adopt reasonable rules to govern the taking of public comment at a meeting, including setting limits on the total amount of time for receiving public comment on a topic. However, the governing body must permit oral public comment on the topic before the governing body takes final action on the topic.

Board Meetings for Organizers or Governing Board with Multiple Schools

After conferring with the Public Access Counselor, the following modified processes must be adopted by all organizers or governing boards who hold governing board meetings that include items involving more than one school.

1. The meeting notice must include a list of all charter schools being discussed during the meeting.
2. The meeting notice must include an agenda listing the order in which the schools are to be discussed, and the topic of discussion. The notice does not need to include a specific time when each school is being discussed or for how long.

Electronic Participation in Board Meetings

All Indiana school board meetings must be held “in person” unless a disaster emergency has been issued. The phrase “in person” means that while members are permitted under certain circumstances to participate in a board meeting electronically, no meeting may be held without the minimum required number of board members physically present. All virtual meetings may only be held in the event of an emergency declaration.

A board member who is not physically present at a meeting, but who communicates electronically, may not participate in any final action or be considered present unless the board adopts an electronic participation policy and complies with the requirements of IC 5-14-1.5-3.6. Specifically, the following requirements must be met before any board member may participate electronically at a charter school board meeting:

- The governing board must adopt an electronic participation policy that meets the requirements of IC 5-14-1.5-3.6(g). The policy must be posted on the charter school’s website.
- The greater of: (1) two (2) members of the board; or (2) one-third (1/3) of all members of the board must be physically present to conduct a board meeting at which a member will be participating electronically. All members are required to physically attend at least one (1) meeting of the board annually.
- Any member participating electronically must use a means of communication that permits all other members and members of the public to simultaneously communicate with each other during the meeting.
- All votes must be taken by roll call vote.

Meeting Minutes

Indiana Nonprofit Law requires nonprofits to keep minutes (although it does not specify what must be included in them). IC 23-17-14-1 and IC 23-17-27-1(a). However, the ODL requires all public agencies to keep a “meeting memoranda” which includes the following information: (1) the date, time, and place of the meeting; (2) the members of the governing body recorded as either present or absent; (3) the general substance of all matters proposed, discussed, or decided; and (4) a record of all votes taken, by individual members if there is a roll call. IC 5-14-1.5-4(b). In addition, IC 20-24-4-1(a)(8)((A)(viii) requires authorizers to assess “governing board performance and stewardship” as part of accountability.

Board minutes are a crucial part of ICSB’s ability to assess whether a governing board is in compliance with ICSB’s Accountability System (see Sections 2.1.a & Section 3.6 of the Accountability System for specific examples), which is why ICSB’s requirements are more robust than what are required by the ODL.

At a minimum, charter school governing board minutes must include:

1. The date, time, and location of the meeting.
2. Whether it is a special or regular meeting.
3. A list, using full names, of those present and absent, identifying those members who are participating electronically.
4. A record of what transpires during the meeting, in order.
5. A brief summary of the main points of discussion, including major problems stated and suggestions proposed, and conflicting points of view for clarification of action.
6. A record of all motions made, including whether the motion failed or carried, by individual members if there is a roll call. Note abstentions and recusals, including a brief description of the reason for the recusal.
7. The time of adjournment.

Minutes should be a record of what was done at the meeting, not what was said by members. They need not be text heavy or overlong (bullet points are fine) and typically should be no more than 2 to 3 pages. We recommend using the minutes of the State Board of Education for the last few years as a general guideline. They can be found here: <https://www.in.gov/sboe/board-meetings-and-materials/board-meetings-and-materials/>.

Resources

- <https://www.irs.gov/charities-non-profits/charitable-organizations>.
- <https://iga.in.gov/laws/2023/ic/titles/23#23-17>
- <https://iga.in.gov/laws/2023/ic/titles/20#20-24>
- <https://www.in.gov/pac/files/pac-handbook.pdf>