**DSST Board Member Orientation Packet**

**Contents:**

1. Orientation Agenda
2. Board Web Site
3. Board Contract/Expectations
4. Board Meeting Schedule
5. Board Contact Information
6. Board Plans
7. Board Committees
8. Board Charters
9. Board Survey Results

**DSST Board Member Orientation**

**October 10, 2016**

**TIME** **AGENDA ITEM** **PRESENTER**

8:00 – 8:30 Observe Morning Meeting School TBD

8:30 – 8:50 Intro and Board Overview Justin Jaschke/

* Welcome and Intros Heather Lamm
* Board Contract/Expectations
* Board Plans
* Board Committees
* Board Web Site
* Board Evaluations
* Board Meeting Schedule

8:50 – 9:30 Culture of DSST Bill Kurtz

* Vision
* Mission
* Values
* Organization Structure

9:30 – 10:00 DPS and Political Landscape Christine Nelson

10:00 – 10:20 Schools Overview Bill Durbin

* Current Status (Campuses, Grades, etc.)
* How we manage, CMO/Schools relationship
* High level performance metrics
* Key challenges

10:20 – 10:30 Break

10:30 – 10:50 Finance and Operations Scott Walker

* 2016 Budget
* School Economics
* Technology and Systems
* Key Challenges

10:50 – 11:15 The Road Ahead Bill Kurtz

* Strategic Plan
* Key Opportunities and Challenges

11:15 – 11:30 Q & A and Wrap-up All

**DSST Board Website**

Link:[**www.dsstpublicschools.org/board-alumni**](http://www.dsstpublicschools.org/board-alumni)

Username: **board\_member**

Password: **DsstpsBoard**

*\*\*Case sensitive\*\**

**On this website you will find materials related to the current year and previous years’ Board activities including digital versions of all of the materials in the packet. Specifically:**

* **Board meeting schedules**
* **Board membership and bios**
* **Committee Charters**
* **Board books (created in advance of each board meeting)**
* **Meeting minutes**
* **Board surveys**
* **Board orientation materials (this packet)**

**Additionally, on this page you will find more general materials, including:**

* **The DSST Board of Directors Contract**
* **DSST Board of Directors Bylaws and Governing Policies**
* **DSST Promotional Brochures**
* **Additional Financial Materials and Investment Policies**

**We are committed to keeping this page up to date throughout the year and making it a useful resource for Directors. Please don’t hesitate to let us know if there is something you would like to see included on the page.**

**Letter of Intent**

I, [ ], understand that as a member of the Board of Directors of DSST Public Schools, I have a fiduciary obligation to act in the best interests of DSST and to advance its mission to transform urban public education by eliminating educational inequity and preparing all students for success in college and the 21st century.

1. I accept primary responsibility for collective action to perpetuate DSST, see that its future is well planned and ensure those plans are effectively executed in support of its mission.
2. I will be prepared in advance for all meetings; actively participate by voting my own convictions and cooperatively working with fellow Directors; and, once a vote has been taken, supporting the majority decision, thereby assuring that the board speaks with one voice.
3. I will give DSST high priority, even when faced with time constraints, and realistically acknowledge that I must make a significant time commitment to DSST in order to fulfill my obligations.
4. I recognize that the CEO is the primary spokesperson for DSST, the Chair is the primary spokesperson for the board, and authority resides only with the board as a whole and not in its individual members.

I have read and understand the specific roles expected of Directors**:**

1. Attend the annual board retreat and at least 75% of board meetings and committee meetings to which I am assigned; serve on at least one committee each year of my term.
2. Actively participate in at least one official school visit at least every other year and get to know one of the DSST schools reasonably well through individually arranged visits, attending a school’s accountability meetings, etc.
3. Actively assist with and attend fundraising events of DSST including making DSST a priority in my charitable giving and making a personally meaningful annual financial contribution to DSST.
4. Invite and accompany at least one associate to visit a DSST school or planned event at which the person can become familiar with DSST.
5. In conjunction with the Chair and Vice-chair develop and complete an annual Individual Board plans

In exchange, DSST commits to help me fulfill my responsibilities by:

1. Sending me, without request, financial reports and updates of organizational activities as well as information about national issues impacting education that allow me to meet the “prudent person” fiduciary standards imposed by law.
2. Providing opportunities to discuss with the CEO and Board Chair the DSST’s programs, goals, activities and status; additionally, I can request such opportunities.
3. Responding in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal and moral responsibilities to DSST. Board members and staff will work in good faith with me to achieve DSST’s goals.
4. It is both my responsibility and that of the Board Chair to periodically discuss whether these mutual commitments are being met.

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Board Member Date

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Board Chair

|  |  |
| --- | --- |
| ***DSST Public Schools Board Calendar 2016-2017*** | |
| 9/12/2016 | 8:00–11:30 AM - New Board Member Orientation I (Byers) |
| 9/22/2016 | 2:30-5:30pm – Board Meeting (Henry MS) |
| 9/22/2016 | 5:45–8:00 - Board Dinner (Steve and Susan’s House) |
| 10/10/2016 | 8:00–11:30 AM New Board Member Orientation II (TBD) |
| 10/25/2016 | 2:30-5:30pm – Board Meeting (Byers Campus) |
| 11/17/2016 | 8:00am-4:00pm – Board Retreat (DMNS) |
| 1/19/2017 | 2:30-5:30pm – Board Meeting (CV or Byers) |
| 3/23/2017 | 2:30-5:30pm – Board Meeting (CG MS) |
| 4/28/2017 | 5:30-10:00pm – Slice of Pi (Byers) |
| 5/19/2017 | 5:00 -6:30pm – GVR HS Graduation (GVR HS) |
| 5/20/2017 | 9:30 – 11:00am – Stapleton HS Graduation (TBD) |
| 5/25/2017 | 2:30-5:30pm – Board Meeting (GVR HS) |
| 6/15/2017 | 2:30-5:30pm – Board Meeting (STP MS) |



**Sample Board Plans**

|  |  |
| --- | --- |
| **Fritzinger, Peter** | * Two years ago CO state audit requirements were changed requiring significant additional time and expense. An effort was made to prevent the change and my idea is to retrace that process in an attempt to obtain a more favorable requirement. * Serve as Audit Committee Chair * (Joint with Justin Jaschke) Work with COO and finance team to provide insight and guidance to DSST’s long-term strategic financial planning process.   + Evaluate the current model and identify key implications (DPS only, 11 campuses, 22 schools.)     - Current assumptions and model construct     - Key implications for funding, breakeven, key cost levers, scale economies etc.     - Identify any shortcomings in current model   + Help test integrity of mapping current model to recently selected new financial modeling tool. * Help guide financial analysis of key strategic options.   + Alternative expansion and/or operating models   + Key implications and recommendations   + Engage board/senior management on key implications. |
| **Halstedt, Steve** | * Continue to help Jeremy Wickenheiser develop an innovation/entrepreneurship pilot at DSST GVR, and then expand it to all 11 campuses. We have planned a Startup Weekend, our second, for October. Jeremy is enrolling seniors for his two trimester, for credit, entrepreneurship class. * Explore affordable and sustainable ways to put a STEM lab in GVR Middle School and a Maker Lab in the High School so that the entrepreneurship students will have the skills to actually build prototypes. Think of it as “21st Century Shop”. |
| **Sullivan, Jackie** | * Host three all-cohort STEM visits to the CU-Boulder campus such that students engage in two science/engineering/math/technology discipline areas during their full-day campus visit. Each all-day visit requires organizing about 40 volunteer CU students and eight STEM faculty volunteers. :   + DSST Stapleton 9th grade STEM visit to CU-Boulder took place October 2015   + Host the all-GVR 10th grade STEM visit to the CU-Boulder campus (February)   + Host the all-Cole 9th grade STEM visit to the CU-Boulder campus (spring 2016). * Host a small, more intimate hands-on visit in spring for juniors from STP and GVR interested in applying to engineering. * Participate in two Home Office Site visits to DSST campuses * Optimize the design of the new CU Teach Engineering program to create a pipeline of high quality STEM teachers for the DSST workforce. * Serve on the combined Education and Technology committee, bringing expertise in the area of college persistence and data analysis, especially through the lens of equity. |
| **Zamora, Gloria** | * Work with Christine Nelson on Human Capital issues, such as culture, organization design and talent. * Introduce Christine to two and possibly a third recruiting resource for the Human Capital Director search. * Collaborate on organization design issues at Home office, as well as how to scale culture. The focus is to think strategically about Human Capital issues. * Invite Christine to join me at a Rocky Mountain Human Resources People and Strategy program in Feb. on “HR: From Now to Next”. |

**DSST Board Committees**

**Education & IT**

* *Alex Hernandez, Chair*
* Deborah McGriff
* Dwight Jones
* Bill Durbin, Staff

**Nomination and Governance**

* *Justin Jaschke, Chair*
* Dan Wilkerson
* Steve Halstedt
* Regina M. Rodriguez
* Gloria Zamora
* Heather Lamm, Staff

**Advancement**

* *Sean VanBerschot, Chair*
* Matthew Schnittman
* Nate Easley PhD.
* George Sparks
* Patrick O’ Keefe
* Denise Queen, Staff

**Finance**

* *Teresa Berryman, Chair*
* Glenn Russo
* Peter Fritzinger
* Scott Walker, Staff

**Audit**

* *Peter Fritzinger, Chair*
* Nate Easley PhD.
* Teresa Berryman
* Scott Walker, Staff

**Executive committee**

* *Steve Halstedt, Chair*
* Teresa Berryman, Vice Chair
* Gloria Zamora, Chair Elect
* Alex Hernandez
* Justin Jaschke
* Sean VanBerschot
* Peter Fritzinger
* Bill Kurtz, CEO

**Advancement Committee Charter (2015 – 2016)**

The Advancement Committee is a committee in connection with the DSST Public Schools Board of Directors which provides guidance and support to the Board of DSST in ensuring the financial health of the organization through private/public fundraising to ensure the continued operation and opening of 11 campuses (22 schools) by 2025.

The Committee supports the creation and implementation of the development plan and infrastructure so that the board can implement fundraising strategies and the operating plan. Our committee goals will always strive to support the following organizational efforts and core competencies of establishing a value-based school and organizational culture. In addition, the committee’s work will align with the annual Strategic Initiatives. The 2015-16 strategic initiatives are:

* Interventions
* Team Support
* Coaching
* Equity

**Long Term Goals:**

1. Create a strong and vibrant culture of philanthropy throughout the entire DSST network
2. Engage DSST Board members by creating and utilizing relationship inventory maps for each individual
3. Support Slice of Pi as our key, annual fundraising event while developing more strategic and targeted options for diversified giving
4. Establish an individual and corporate giving strategy, that leverages annual giving and partnership for DSST Public Schools efficacy
5. Ensure strong fundraising plans and cultivation activities exist in partnership with efficient and gracious stewardship systems for all giving levels
6. Support the fiscal health of the CMO and the individual sites (both current and new)
7. Ensure that the long term school based fundraising initiative is implemented on each campus

**2015-16 Academic Year Committee Member Goals**

1. Create relationship maps to fully engage and identify your own personal network with DSST – identify at least two individuals or corporations who should be identified as a prospect for any level of giving this year
2. Invite at least three individuals to Slice of Pi and other Cultivation Events during the year who have not attended before.
3. Encourage DSST Board of Directors to be a 100% giving board; systematize best practices on how to ensure this as we grow

**Fiscal Years 2015-16 Development Department Objectives:**

Goal 1: Building and grow a cultivation and stewardship process that expands the diversity of our current donor base for sustainable and long-term support (esp. individual donors in the $0-100,000 range)

Strategies:

* Create Donor Lifecycle Toolkit taking a potential donor through each step of the gift acquisition process--identify, introduce, cultivate, solicit, recognize, steward. Making donors feel connected and part of our culture and team through planned and systematized outreach.
* Engage guide for board, advisory and advancement committees in step-by-step process outlining their role/responsibilities in the donor acquisition process.

Metrics:

* Retain 75% of previous donors in $0-100,000 range who make repeat gifts with at least 50% of those repeat gifts increasing by 10%.
* Increase number of new individual donors by 10% in the $0-100,000.
* At least half of the members board, advisory and advancement committees actively engaged in the donor lifecycle process.
* Benchmark points to track and check progress: Colorado Gives Day, Slice of Pi, End of Year.

Goal 2: Improving development systems and data to more efficiently and accurately track and monitor grants/donations and better serve our internal partners (grant owners, finance) to ultimately grow our stewardship and cultivation practices.

Strategies:

* Systematize and refine best practices and procedures for development department.
* Decide if necessary to implement new CRM (constituent relationship management) system or refine current systems.
* Building a robust CRM to manage and track each step of the Donor Lifecycle Map in support of Goal 1 with accurate, reliable, and easily accessible data.
* Converge donor cultivation and donor lifecycle maps through the use of a robust CRM.

Metrics:

* This goal is more qualitative in Year 1 and supports Goal 1 as we are laying the foundation for best practices and increased capacity.
* At least 80% of our internal clients (grant owners, finance dept, board) agree that the development team provides accurate and reliable grant/donation tracking and reporting services.
* At least 80% increase in development team’s knowledge of donor giving behavior.
* At least 50% increase in donor communications and touchpoints during the year.

**Fundraising Goals for 2015-16:**

|  |  |  |
| --- | --- | --- |
| **Slice of Pi**  **(annual event)** | $1,200,000 |  |
| **Other Individual giving**  **(Colo. Gives, etc.)** | $50,000 |  |
| **Special Project Funding (Grants)** | $3,400,000 |  |
| **Annual TOTAL 2015-16** | $4,650,000 |  |
|  |  |  |
| **Growth- Vision 2025** | TBD |  |
|  |  |  |

**Deliverables:**

|  |  |
| --- | --- |
| **Each board meeting** | Report on the progress toward above objectives |
| **January 2016** | Final Committee Charter approved |
| **March 2016** | Implement Board Member relationship inventory into strategic priorities for this year and approve final development plan |
| **February 2016** | Explore a Get / Give initiative for the Board of Directors or Slice of Pi Leadership Committee |
| **April 2016** | Successfully complete Slice of Pi planning and meet sponsorship goals |
| **June 2016** | Report on the fiscal health of the organization as it has progressed this year and evaluate if Development Department goals were met. Appoint incoming Advancement Committee Chair for next year. |

**Cultivation Events Calendar 2015-16**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | **Cultivation Events** | **Date** | **Location** | **Invitee Category** | **Notes** |
| 1 | * Colorado Gives Day | 12/8/15 |  |  |  |
| 2 | * Slice of Pi Kick-off/Leadership lunch | 1/27/16 |  |  | Tech Center |
| 3 | * Foundation/Corporation Breakfast/Lunch #1 | 1/28/16 |  |  |  |
|  | * Cocktail Party (possible Slice of Pi Kick Off hosted by Mike Fries) | Mid-March |  |  | Depends on Mike Fries’ calendar |
| 4 | * Slice of Pi | 4/29/15 |  |  |  |
| 5 | * Slice of Pi VIP Party | 4/29/15 |  |  |  |
| 6 | * Jeffersonian Dinner #1 | June 2016 |  |  |  |
| 7 | * Foundation/Corporation Breakfast/Lunch #2 | Fall 2016 |  |  |  |
| 8 | * Jeffersonian Dinner #2 | Oct 2016 |  |  |  |
| 9 | * School Visit | TBD |  |  |  |
| 10 | * In person meeting with Bill K/Board member | TBD |  |  |  |
|  |  |  |  |  |  |

**Committee Meeting Schedule:**

**Advancement Committee Chair and Development Director meet on the First Monday of the month via phone or in person from 11:00-1m- 12:00 pm**

**Advancement Committee (tentative dates) at the DSST: Home Office or via Phone**

|  |
| --- |
| February 8, 2016 |
| April 11, 2016 |
| June 13, 2016 |

**Committee Members:**

*Chair:*Matthew Schnittman

* Sean VanBerschot (DSST board)
* Keith Evans (DSST board)
* Tom Kaesemeyer (DSST board)
* Heather Lamm (DSST board)
* Tom Stokes (community member)
* Mary Cronin (community member)
* Nancy Phillips (community member)

**Audit Committee Charter (2015 – 2016)**

**Role**

The audit committee will assist the DSST Public Schools board of directors in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the DSST Public Schools' process for monitoring compliance with laws and regulations and the code of conduct. The audit committee’s role includes a particular focus on the qualitative aspects of financial reporting, organization processes for the management of risk, and compliance with significant, applicable legal, ethical, and regulatory requirements.

**Authority**

The audit committee is empowered to:

1. Appoint, approve compensation, and oversee the work of any registered public accounting firm employed by the DSST Public Schools.
2. Resolve any disagreements between management and the auditor regarding financial reporting.
3. Seek any information it requires from employees-all of whom are directed to cooperate with the audit committee's requests-or external parties.
4. Meet with DSST Public Schools officers, external auditors, or outside counsel, as necessary.
5. Investigate any matters brought to the audit committees’ attention that is within the scope of its responsibilities. Subject to the approval of the board of directors, the audit committee may retain external professionals for this purpose if, in its judgment, that is appropriate.

**Membership**

The audit committee will consist of at least three members of the board of directors. The board will appoint audit committee members and the audit committee chair. Each audit committee member will be both independent and financially literate. Financial expertise necessary to understand and evaluate the financial transactions and the internal control procedures of DSST Public Schools will be sufficient amongst the audit committee members to fulfill the audit committee responsibilities.

**Operational Principles**

The audit committee will operate under the following principles:

1. The audit committee will meet at least once a year, with authority to convene additional meetings as circumstances require.
2. All audit committee members are expected to attend each meeting in person or via telephone- or videoconference.
3. The audit committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary.
4. Audit committee meeting agendas will be prepared by the chair with input from audit committee members.
5. The audit committee will hold executive sessions as it deems necessary.
6. Members of the audit committee will be provided appropriate briefing materials in a timely manner, and the chair will ensure that minutes are prepared.
7. The audit committee chair will report at regularly scheduled board of directors meetings about audit committee activities, issues and any related recommendations.
8. A brief annual report will be prepared and submitted to the board of directors which includes the audit committee's evaluation of its performance and confirmation that all responsibilities outlined in this charter have been carried out.
9. The audit committee will annually review and assess the adequacy of the charter and request board approval for proposed changes.

**Responsibilities**

**Financial Reporting**

1. Approve annual audited financial statements prior to submission to external entities or regulators. Review them with management and, as applicable, with external auditors to consider whether they are complete, consistent with information known to audit committee members and reflect appropriate accounting principles.
2. Provide audited financial statements to the board.
3. Review the Internal Revenue Service Form 990 for accuracy and completeness.
4. Inform management and the external auditors that they are expected to provide a timely analysis of significant current financial reporting issues and practices.
5. Review and understand the impact of significant accounting and reporting issues including: complex or unusual transactions; judgmental and high risk areas; and recent professional and regulatory pronouncements. Evaluate management plans to address such matters, auditor’s views, and the basis for conclusions.
6. Approve significant changes in important accounting principles and the application thereof in both interim and annual financial reports.

**Audit**

1. Review with management and the external auditors the results of the audit, including any difficulties encountered and or changes in the scope of the audit.
2. Review with management and the external auditors all matters required to be communicated to the audit committee*.*
3. Understand the scope of external auditors' review of internal controls over financial reporting.
4. Obtain reports of auditor’s findings, recommendations, and comments regarding pertinent issues and monitor management’s responses.
5. Review the external auditors' proposed audit scope and approach to ensure completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
6. Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.
7. Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationships between the auditors and the DSST Public Schools, including non-audit services and by discussing the relationships with the auditors. The external auditors should confirm to the audit committee that no limitations have been placed on the scope or nature of their audit procedures.
8. On a regular basis, meet separately with the external auditors to discuss any matters that the audit committee or auditors believe should be discussed privately.
9. Provide an open avenue of communication between the external auditors and the board of directors.
10. Review the findings of any examinations by regulatory agencies and any auditor observations.
11. Review the annual audit of the 401(K) program for accuracy and completeness.

**Compliance and Control**

1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up of any instances of noncompliance.
2. Consider the effectiveness of the DSST Public Schools' internal control system, including information technology security and control as it relates to financial systems.
3. Review the process for communicating the code of conduct to DSST Public Schools personnel and for monitoring compliance therewith.
4. Obtain updates from management and DSST Public Schools legal counsel regarding any critical compliance matters.
5. Review any other reports that DSST Public Schools issues that relate to audit committee responsibilities.
6. Perform other activities related to this charter as requested by the board of directors.

**Members 2015-2016**

Peter Fritzinger, Chair

Teresa Berryman, Member

Don Kirkpatrick, Member

Scott Walker, DSST Liaison

**Audit Committee Goals 2015-2016**

In conjunction with DSST leadership accomplish the following:

1. Update charter
2. Investigate potential for reducing number of school audits
3. Determine if any compliance and control initiatives are needed
4. Determine if any new policies or policy changes are needed in areas covered by this audit committee charter.

**Schedule 2015-2016**

|  |  |  |
| --- | --- | --- |
| Date | Agenda Items | Format |
| Sept. 10, 2015 | Audit exit conference and approval of audited financial statements | Meeting |
| Nov. 10, 2015 | Review the IRS Form 990 and discuss goals | Phone Call |
| Feb. XX, 2015 | Discuss engaging auditors | Phone Call |
| Apr. XX, 2015 | Audit entrance conference | Meeting |

**Education Committee Charter (2015-2016)**

The Education Committee is responsible for monitoring the educational quality of DSST Public Schools. The Committee will review significant network-wide academic policies and strategic direction.

The Committee will work with the Home Office to provide the Board of Directors with updates that enable the Board to compare the performance of DSST students with local, national and global metrics; track the outcomes of DSST graduates; and act as a thought leader on trends in education. The Committee will also focus on understanding and keeping the Board informed on DSST’s use of educational technology and data analytics.

At the school level, the Committee will coordinate with the School Accountability Committees to monitor the performance of student learning at individual campuses.

The Chief of Schools and the Director of Education Technology will serve as the staff liaisons and will participate in meetings of the Committee.

The Committee will at all times be mindful that its role is oversight, not micro-management.

**General Long Term Goals**

Working with the Home Office, the Education Committee seeks to understand:

1. How DSST students perform compared to their peers in US and global education.
2. The efficacy of the DSST model in addressing various “achievement gaps,” including socioeconomic, gender, and racial/ethnic performance gaps among DSST students.
3. How DSST students transition to college and perform and persist once there.
4. How technology enables continuous academic growth and productivity improvement.
5. How data and analytics might accelerate learning at DSST schools.
6. The economic impact and value proposition of a DSST education, including educating the public on DSST educational accomplishments and societal return on investment.
7. The implications of a grade 6-12 academic model, particularly in light of:
   1. the increasing costs of higher education;
   2. the improvement in student proficiency at earlier grade levels;
   3. pressures on parts of the academic model (e.g. internships and college scholarships) due to replication.
8. Educational trends that might impact the DSST model.
9. How to make effective use of DSST School Accountability Committees.

**Education Committee Fiscal Year 2016 Objectives**

1. Work with Home Office, using its tracking system for DSST graduate outcomes and college persistence, to develop and establish an annual outcomes and persistence review with the Board.
2. Work with the Home Office to gain a better understanding of achievement growth (quarterly IAs, ACTs, etc.) and gaps (socio-economic status, entry point, ethnicity, gender, etc.) within the DSST student population and to develop and establish an annual achievement growth and gap review with the Board.
3. Work with Home Office to plan and stage a community “Deep Dive” on analytics and the use of data and technology in the DSST instructional model.
4. Monitor the effectiveness of DSST School Accountability Committees in cooperation with the Nominating and Governance Committee and the Home Office.

**Meeting Schedule and Topics**

|  |  |
| --- | --- |
| October 6, 2015 | Committee charter discussion and approval; Education and Information Technology Committee priorities and update |
| November 3, 2015 | Update on progress with monitoring graduate outcomes and college persistence; review Accountability Committee program |
| January 5, 2016 | Review of scheduled Board presentation of outcomes and persistence; initial planning session regarding Education Technology “deep dive” |
| March 1, 2016 | Review suggested process for regular monitoring of achievement growth and gaps; review of “deep dive” material |
| April 5, 2016 | Education Technology ”deep dive” |
| May 3, 2016 | Review initial set of achievement growth and gap reports and schedule report to the DSST Board |
| June 7, 2016 | Assessment of education committee 2015-16 performance; setting committee 2016-17 priorities |

Meetings with be from 9:00AM to 10:30AM at the DSST Home Office Conference Room;

call-in number 303-524-6302 PIN 9999#.

**Members: Staff Liaisons:**

**Don Kirkpatrick (chair) Bill Durbin**

**Jackie Sullivan Christine Nelson**

**Sean VanBerschot Jake Firman**

**Deborah McGriff Jessica Pallfy**

**Matthew Schnittman**

**Dwight Jones**

**Alex Hernandez**

**Tom Kaesemeyer**

**Rolf Reitzig**

**Chris Lozing**

**Scott Wiggins**

**Executive Committee Charter (2015-2016)**

**Charter:**

The Executive Committee is responsible for strategic oversight of Board matters. It is comprised of the Board Chair, the Board Vice Chair, and the Chairs of each of the Board Committees as well as the immediate past Board chair. The CEO of DSST is the staff liaison and attends meetings of the Committee.

The Committee will oversee the annual evaluation by the Board of the CEO. It will approve the Management Succession Plan prepared from time to time by Management. The Executive Committee will assign Committee Chairmanships. It will hold Committee Chairs accountable for aligning Committee Charters, Goals and Objectives with DSST's strategic and operating plans, and for achieving annual goals. The Committee will provide input into the Board agendas and will plan the annual Board retreat. With the Nomination and Governance Committee, the Executive Committee will interview, evaluate and, if appropriate, re-nominate Directors whose terms are expiring. At the discretion of the full Board, the Committee may act between meetings in the Board's stead as regards certain matters specifically delegated to it by the Board.

The Executive Committee will be a resource to the other standing Committees of the Board and will support the Chairs of those Committees in fulfilling their Charters, Goals and Objectives. It will work with those Committees and with the staff of DSST in fulfilling its own Charter, Goals and Objectives. It will work with Management to support DSST's annual Operating Plan.

**General Long Term Goals:**

1. Insure that the Board accurately and fairly assesses the performance of the CEO, and holds the CEO accountable for performance.
2. Assure that DSST has an approved Management Succession Plan, which includes interim management and recruiting plans, to deal with the unexpected loss of key executives and managers at both the CMO and school levels.
3. Involve the Board regularly in providing strategic input to Management around critical issues affecting DSST. However, the Board's role is to govern, not manage the organization. Thus strategic and operating plans will be prepared by Management and approved by the Board.
4. Work with the Nominations and Governance Committee to create an excellent, engaged, and diverse non-profit Board in Denver.
5. Create a Board culture of engagement and accountability that supports DSST's core values of respect, responsibility, integrity, courage, curiosity and doing your best.

**Executive Committee Fiscal Year 2016 Objectives:**

1. Oversee the evaluation of the CEO's performance for Fiscal 2015. Completed by October 2015.
2. Work with Committee Chairs on Membership, Charters, Goals and Objectives aligned with DSST's values, strategy and Operating Plan. Completed by October 2015.
3. Plan, conduct and publish results from the annual Board Retreat, designed to provide strategic input to Committees and Management. Completed by November 2015.
4. Work with management on updating, and approve a Management Succession Plan. Completed by March 2016.
5. With Nominations and Governance interview and evaluate Board members whose terms are expiring. Completed June 2016.
6. Periodically evaluate the performance of each Committee of the Board. Work with Committee Chair and CEO to insure they have resources to succeed. Hold Chair accountable for results. Completed July 2016.
7. Assign or re-confirm Chairs for each Committee for FY2015. Completed by July 2016.
8. Prepare a self-assessment of Executive Committee performance for FY 2016. Completed by July 2016.
9. Conduct regular Executive Committee meetings; set Board agendas at such meetings. Completed by June 2016.
10. Assign Advisory Council members to each Committee Chair for annual contact as personal liaison. Completed by March 2016.

**Deliverables:**

|  |  |
| --- | --- |
| October 2015 | CEO Performance Review and Updated Committee Charters |
| November 2015 | Results from BOD Retreat |
| March 2016 | Management Succession Plan Update and Advisory Council Liaisons |
| June 2016 | Evaluate BOD Members whose terms expire |
| July 2016 | Evaluate Committee Performance and Assign Committee Chairs |
| July 2016 | Self-Assessment of Executive Committee Performance |

**Meeting Schedule / Key Topics**

|  |  |
| --- | --- |
|  | Generally two weeks before Board meetings, by telephone. |
| September 10, 2015 | 2:00 PM |
| November 5, 2015 | 2:00 PM |
| January 7, 2016 | 2:00 PM |
| March 10, 2016 | 2:00 PM |
| May 12, 2015 | 2:00 PM |
| June 2, 2016 | 2:00 PM |

**Members:**

**S**teve Halstedt (Chair)

Teresa Berryman (Vice Chair, Finance and Operations)

Matthew Schnittman (Advancement)

Don Kirkpatrick (Education and Information Technology)

Stephen McConahey (Nom/Gov)

Peter Fritzinger (Audit)

**Key Staff:**

Bill Kurtz

**Finance and Operations Committee Charter (2016-2017)**

**Role**

The finance and operations committee (committee) will assist the DSST Public Schools board of directors in providing financial and operational oversight for the organization. Areas of oversight include annual budgeting, long-term financial planning, investment policy, facilities acquisition and planning, back office information technology applications, information technology infrastructure, and financial reporting. The committee will annually review and assess the adequacy of its charter, develop goals and request board approval.

**Authority and Responsibilities**

Budget and Reporting

* Review and discuss the budget within the committee and recommend approval of the budget to the board of directors
* Review reports from the Chief Operations Officer that clearly communicate financial and cash position, adherence to the budget, allocation of resources toward the accomplishment of mission, and support of any donor-imposed restrictions on contributions
* Highlight any significant known or expected budget variances for the board

Long-term Financial Planning

* Maintain a current understanding of the long-term financial plan and the sensitivity to changes in assumptions
* Ensure the long-term financial plan is consistent with the Vision and Strategic Plan
* Assess the likelihood of uncertain future events that would affect DSST’s financial position
* Keep the board informed about the long-term financial health of DSST

Operations

* Serve as a consultative resource on operations for both the board and the Chief Operations Officer
* Track facility requirements and long term planning processes
* Review facility acquisitions
* Review planning for back office applications and periodically evaluate management’s assessment of the ability of these resources to meet organization requirements
* Advise on information technology infrastructure deployment and planning, and periodically evaluate management’s approach to meeting organizational requirements

Investments

* Maintain and monitor compliance with the Investment Policy Statement
* Offer guidance on the investment and reinvestment of assets committed to the investment program in a manner consistent with the Investment Policy Statement and the long-term financial plan
* Once a year, report to the entire board on the status of investments and confirm compliance with the Investment Policy Statement

Human Capital

* Perform an annual review of employee benefits and compensation

Internal Controls and Accountability

* Although the entire board carries fiduciary responsibility for DSST, the finance and operations and the audit committee will serve a leadership role in this area
* Ascertain leaderships success in establishing a culture and commitment to integrity and compliance
* Set board expectations for appropriate internal control procedures for financial transactions
* Review policies and procedures, insurance and other risk mitigation practices to ensure DSST sufficiently manages and protects against exposure to risk

**Membership**

The committee will consist of the board treasurer and at least two additional members of the board of directors. Outside financial and operational experts may also be included. The board will appoint committee members and the board treasurer will serve as the committee chair.

**Role of the Chair**

The board treasurer, whose specific duties are described in the bylaws, will be the committee chair. In practice these duties require an overview role and the Finance Department under the Chief Operations Officer largely handles daily transactions. Specific duties of the chair include:

* Serving as the principal liaison between the committee and the full board
* Working with the committee members and the Chief Operations Officer to set an agenda for each committee meeting
* Ensuring members are provided handouts and reports in a timely manner
* Reviewing minutes prepared by the Finance Department and ensuring members have opportunity to provide input to the minutes before they are finalized

**Members**

Teresa Berryman, Chair

Peter Fritzinger, Member

Glenn Russo, Member

**Goals**

* Review and modify Committee charter
* Revamp financial reporting to the Committee and the Board
* Evaluate investment manager, the Investment Policy and cash balances for investment planning
* Examine long-term financial plan and alignment with Strategic Plan
* Review the enterprise risk management initiative including insurance coverage

**Schedule**

* Committee meetings will usually be held starting 2 hours prior to the board of directors meeting
* The Chief Operations Officer will schedule the special annual budget setting working meeting in April

Anticipated Meeting Agendas

September

* End of Year Financial Review
* Proposed Reporting Package for Board and Committee
* Teacher Leadership Institute Finance Presentation
* Facilities Update

October

* DSST Financial Statements and School Enrollment
* School Fundraising Policy Proposal
* Risk Management
* Investment Policy and Management

November (Board Retreat)

* Teacher Leadership Institute Finance Presentation Version 2
* Strategic Plan Draft

January

* DSST Financial Statements and School variances
* Mil and/or ProComp Implementation Plans
* Strategic Plan Impacts
* Information Technology Update
* DSST Budget Reset for Denver Public Schools (Tentative)

March

* DSST Financial Statements and School variances
* FY18 Budget and Compensation Drafts
* Budget Policy Revamp
* New long-term Financial Plan overview

April

* FY18 Budget and Compensation Version 2
* Long-term Financial Plan Version 2

May

* DSST Financial Statements and School Variances
* FY18 Budget Final Version for Board for approval

Investment Performance

**Nominating and Governance Committee Charter (2015-2016)**

**Charter:**

The Nominating and Governance Committee is responsible for board recruitment, engagement, and self-assessment. This Committee will work with other committee chairs and the Board as a whole to identify current and projected vacancies on the board and in specific committees, assess the composition of the current board, and solicit and vet nominations from current members, always working toward filling gaps in competencies and demographics and keeping the financial health of the organization as a top priority.

The Committee will also work with DSST staff to develop and maintain a description of board expectations and membership to inform prospective candidates and current Board members. The Committee will work to ensure Board engagement in DSST public schools through an in-depth new board member orientation, regular school visitations and effective information management and dissemination. Finally, this Committee will conduct regular assessments of the board’s performance as a whole and create a process for each individual member’s level of engagement and support.

**Long Term Goals:**

1. Create the best, and most highly coveted Board of Directors in Denver as measured by the number and quality of community, business and thought leaders interested in membership on the Board of DSST.
2. Create a Board culture that fosters engagement and accountability as measured by the number of actual visits and meetings attended by board members.
3. Create sustainable Board governance infrastructure (nominating, evaluation and orientation processes, board information repository and archive process).

**Fiscal Years 2015-2016 Objectives:**

**I.  Board Development**

* New Board members:  Cultivate a pipeline of exceptional new Board prospects that are available for appointment as time and need determine.  Prospects for our Board will be evaluated against the stated Vision 2020 and our longer term “What Next?” vision and the needed skill sets to achieve them.
  + Develop detailed criteria and gap analysis for Board candidates. In 2015/2016 specific focus will be on recruiting new board members who add diversity and specific skill sets to the Board in order to help us better reflect the population of students we serve and help position DSST to achieve its longer term vision
  + Onboard new Board members: Hold a New Board Member Orientation each year.
* Create a Board culture that fosters engagement through regularly scheduled Board and school events including school tours, external evaluation of schools and school leader dinners.
* Resolve specific questions and needs of the Board relating to terms and succession and make specific recommendations to the Board regarding these matters.

**II.  Board Evaluation**

* Board level:  Develop and deploy annual survey for the overall Board to evaluate our work in supporting the overall organization. This should include a 360-degree evaluation to give staff a chance to evaluate Board effectiveness.
* Committee level:  Develop a survey for each Committee to evaluate their committee work in support of the overall organization. Also use charters and progress toward each charter goal as basis for evaluation.
* Individual level:  Develop and utilize criteria for individual participation on the Board, including financial contribution and engagement; assist in the development of individual Board action plans as necessary.

**Deliverables:**

|  |  |
| --- | --- |
| **Each board meeting** | Report on the progress toward above objectives |
| **September 2015** | New Board Orientation as needed |
| **October 2015** | Board and committee surveys completed and analyzed; committee membership and leadership completed; committee charters finalized |
| **November 2015** | Listing of prescreened Board prospects; Calendar for school engagement and accountability events |
| **March 2016** | Recommendations for new Board candidates |
| **June/July 2016** | All new Board members confirmed |

**Committee Meeting Schedule:**

|  |  |
| --- | --- |
| September 24 | 1:00pm- Conservatory Green Middle School |
| November 19 | 1:00pm- Cole High School |
| January 21 | 1:00pm- Conservatory Green Middle School |
| March 24 | 1:00pm- Green Valley Ranch High School |
| May 26 | 1:00pm- Stapleton Middle School |
| June 16 | 1:00pm- Home Office |

**Committee Members:**

* **Chair: Steve McConahey**
* **Gloria Zamora**
* **Dan Wilkerson**
* **Steve Halstedt**
* **Justin Jaschke**

**Staff Liaison:**

* **Christine Nelson**