

Coral Academy of Science Las Vegas

Code of Conduct Policy

(Governing Board)

The Coral Academy of Science Las Vegas (“CASLV”) Governing Board (the “Board”) desires to operate in the most ethical and conscientious manner possible. To that end, the Board adopts this Code of Conduct. Each member of the Board, and each member of a Board committee or subcommittee (each such person, a “Governor”), agrees that he or she will act in accordance with all of the following:

ARTICLE I: BOARD MEETINGS & ACTIONS

1. Board Unity and Action. The Governor recognizes that the authority of the Board rests only with the Board as a whole and not with individual members, and will act accordingly. The Board will speak on matters in accordance with the Rules of Governance in effect from time to time, which generally require acting by a majority vote. The Governor will not make any personal promises or guarantees on behalf of the Board or CASLV.
2. Presence. The Governor will regularly attend and participate in scheduled Board meetings.
3. Preparation. The Governor will devote sufficient time, thought and study to the performance of the duties and responsibilities of a Governor. The Governor will be informed and prepared to discuss issues to be considered on the Board agenda. The Governor will become reasonably informed about current educational issues through individual study and participation in programs providing education and training.
4. Cooperation. The Governor will work with other Board members in a spirit of harmony, respect, and cooperation, in spite of occasional differences of opinion that may arise during the discussion and resolution of issues at Board meetings. The Governor will communicate in a respectful, professional manner with (and about) fellow Governors and CASLV employees, and refrain from unlawful discrimination, profanity, or rude behavior in CASLV matters.
5. Confidentiality. The Governor will maintain the confidentiality of all discussions and other matters pertaining to the Board and CASLV during executive sessions and meetings of the Board, and other confidential/sensitive information, except where disclosure is required by law (e.g., the Open Meeting Act and Public Records Act, NRS Chapters 241 and 239, respectively). The Governor will not permit the holding of a closed meeting, nor vote on any matters in a closed meeting, except in compliance with such laws.
6. Best Interests. The Governor will make decisions in accordance with the best interests of CASLV as a whole.
7. Compliance. The Governor will express his or her opinions before votes are cast, but after the Board’s vote, the Governor will abide by and support all majority decisions of the Board (while still having the power to constructively engage the Board in modifying or reversing certain decisions).
8. Independence.
 - (a) Independent Judgment. The Governor will render all decisions based on the available facts and his or her independent judgment and refuse to surrender his or her judgment to other individuals or special interest groups.
 - (b) Reasonable Reliance. Section I(8)(a) is not intended to prevent or discourage a Governor from relying on information, opinions, reports, books of account or statements, including financial statements and other financial data, that are prepared or presented by: (i) one or more

Governors or CASLV employees reasonably believed to be reliable and competent in the matters prepared or presented; (ii) CASLV’s legal counsel, public accountants, financial advisers, or other persons who are advising the Board on matters within his or her expertise or competence; and (iii) a CASLV Board committee or subcommittee; provided, in each case, that that Governor does not have knowledge on the relevant matter suggesting reliance is unreasonable or unwarranted.

9. Compliance. The Governor will uphold and enforce (i) all applicable laws, rules, and guidelines of the State of Nevada, State Public Charter Schools Authority (“SPCSA”), and CASLV Board; (ii) CASLV’s Charter Contract; (iii) the Board’s Rules of Governance; and (iv) this Code of Conduct. The Governor will take no private action that will unreasonably compromise the Board or CASLV administration.

ARTICLE II: STRATEGIC PLANNING & POLICIES

1. Priorities. The Governor will reflect through his or her actions that his or her first and foremost concern is for the health, safety, and educational welfare of children attending CASLV.
2. Global Planning. The Governor will participate in planning activities to develop the vision and goals of the Board.
3. Resources. The Governor will work with the other Governors and the Executive Director to ensure the availability and sufficiency of, and the prudent and accountable uses of, CASLV’s resources and funding.
4. Policies. The Governor will work with other Board members to establish reasonable and effective policies for CASLV and the delegation of authority (for administration of the school) to the Executive Director. The Governor will only make decisions on policy matters after full discussion at publicly-held Board meetings. The Governor will periodically review and evaluate the effectiveness of policies on school programs and performance.

ARTICLE III: FINANCIAL GOVERNANCE

1. The Governor will refrain from using his or her Board position for personal or partisan gain or to benefit any person or entity over the best interests of CASLV.
2. The Governor will adhere to the Conflict of Interest policy adopted by the Board.
3. The Governor will refrain from conducting business on behalf of CASLV when not authorized to do so by the Board.

ARTICLE IV: RELATIONS WITH MANAGEMENT

1. Administration Support.
 - (a) The Governor will support the delegation of authority for the day-to-day administration and management of CASLV to the Executive Director, and will act accordingly.
 - (b) The Governor will not directly or indirectly undermine the authority of the Executive Director.
 - (c) The Governor will refrain from entangling him- or herself in matters that properly belong to the Executive Director.
 - (d) The Governor will remain open to having regular and systemic communications with the community. Nevertheless, the Governor will honor the chain of command and will refer all problems or complaints (or other expressions of public sentiment)—from students, parents, teachers, staff, vendors, creditors, authorizers, and other third parties—to the Executive Director. The Governor will refrain from investigating or attempting to resolve problems or

complaints personally, but will instead direct the complainant to the Executive Director and applicable CASLV policies.

- (e) The Governor will use reasonable efforts to keep the Executive Director informed of his or her concerns or specific recommendations on day-to-day administration and management matters, by (i) first channeling his or her message through the Board's designated liaison to the Executive Director, or (ii) directly, if that channel was unsuccessful or the liaison and Governor agreed on direct contact.
 - (f) The Governor recognizes that the Executive Director should be present at all meetings of the Board except when required by applicable law or when the Executive Director consents to being absent.
2. Administrative Oversight. Section IV(1) is not intended to prevent or discourage the Board as a whole (and its applicable Committee(s)) to provide reasonable oversight over, and reasonable supervision of, the Executive Director and his or her Administration. The Board will conduct a review of the Executive Director's performance (i) annually and (ii) from time to time when reasonable and appropriate (e.g., when circumstances suggest the need for an immediate review process). However, the Governor will refrain from informally evaluating the Executive Director's (or any staff member's) performance, or make any evaluative statement of a person's performance, in an open session of the Board unless the Board is specifically evaluating such person as an agenda item.
3. Board Discussion. Any Governor may ask the Chairperson to place matters covered by this Code of Conduct on the agenda of the Board's next meeting, including (without limitation) problems, complaints, concerns, or recommendations referenced in Section IV(1) above. Barring extraordinary circumstances, the Chairperson will include that item on the agenda.

ARTICLE V: VIOLATIONS OF THIS CODE OF CONDUCT POLICY

- 1. Self-Reporting. Any Governor who believes he or she has violated this Code of Conduct should promptly inform the Board.
- 2. Hearings. Upon a motion supported by a majority vote of the Board (excluding the member in question), the Board may choose, when necessary or appropriate, to conduct a hearing concerning a possible violation of this Code of Conduct by a member of the Board. Applicable law will govern whether (i) that hearing is open or closed; and (ii) CASLV and the accused Board member may present witnesses and other evidence at the hearing, and be represented by counsel.
- 3. Decision-making; Sanctions. If found by a vote of two-thirds (2/3) of the members of the Board (excluding the member(s) in question) that the accused Board member has violated this Code of Conduct, the Board shall determine an appropriate, reasonable, proportional sanction. A record of the decision of the Board to sanction a Board member for a violation of this Code of Conduct shall be placed in the minutes of the Board meeting.