



Board of Directors Handbook

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Flagstaff Academy

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Table of contents

- [1. About this Handbook](#)
 - [Essential reading](#)
- [2. About Flagstaff Academy](#)
 - [Status as a public charter school](#)
 - [Brief history of the school](#)
 - [Mission statement](#)
 - [Bylaws](#)
 - [Membership](#)
 - [Strategic Plan](#)
 - [Academic focus](#)
 - [Organizational structure](#)
- [3. Role of the Board](#)
 - [Size and Makeup of the Board](#)
 - [Term of Service](#)
 - [Responsibilities](#)
 - [General responsibilities](#)
 - [Specific responsibilities](#)
 - [Governing Board Code of Ethics](#)
 - [Conflict of Interest Policy](#)
 - [Communications pathways and grievance process](#)
 - [Relationship to the school and the community](#)
- [4. Board Officers](#)
 - [Directors](#)
 - [Officers](#)
 - [Election of officers](#)
 - [President](#)
 - [Vice President](#)
 - [Treasurer](#)
 - [Secretary](#)
 - [Resignation and removal of officers](#)
- [5. Meetings](#)
 - [Attendance](#)
 - [Open Meetings and the “Sunshine” Law](#)
 - [Meeting notice requirements](#)
 - [Calendar](#)
 - [Meeting agendas](#)
 - [Meeting format and rules](#)
 - [Call to order](#)
 - [Pledge of Allegiance](#)
 - [Quorum and roll call](#)
 - [Robert’s Rules of Order](#)
 - [Reading of the mission statement](#)
 - [Public comment](#)
 - [Types of agenda items](#)
 - [Votes](#)

[Voting to change the bylaws or school policies](#)

[Reports](#)

[Consent agenda](#)

[Executive Session](#)

[Adjournment](#)

[6. Elections](#)

[Electing new Board members](#)

[Elections committee](#)

[Elections timetable](#)

[Application for the Board of Directors](#)

[Elections communications with membership](#)

[Elections communications with candidates](#)

[Candidate forum](#)

[Ballots and the ballot collection process](#)

[Confirmation of election results](#)

[Transfer of power](#)

[Electing Board officers](#)

[Guidelines and best practices](#)

[Elections process](#)

[Communicating election results](#)

[On-boarding new members](#)

[7. Committees](#)

[Guidelines and best practices](#)

[Standing committees](#)

[Ad-hoc committees](#)

[Assignment process](#)

[8. Board Practices](#)

[Annual retreat and goal-setting workshop](#)

[Annual Meeting](#)

[Board self-evaluation](#)

[Board communications](#)

[Internal communications](#)

[Communications with administration and staff](#)

[Communicating with membership](#)

[Communications from membership](#)

[Communications with the public](#)

[Use of Google Docs](#)

[Google Drive Folders](#)

[Appendix A: Flagstaff Academy Bylaws](#)

[Appendix B: Governing Board and Board Committee Code of Ethics](#)

[Appendix C: Sample Resolution Regarding the Official Public Posting Location for Agendas](#)

[Appendix D: Sample Meeting Agenda](#)

[Appendix E: Sample Notice of Executive Session](#)

[Appendix F: Sample Elections Timetable](#)

[Appendix G: Sample Meeting Script](#)

[Appendix H: Mistakes and Best Practices of Governing Boards](#)

[Top 10 Mistakes of Charter School Governing Boards](#)

[Best Practices of Charter School Governing Boards](#)

1. About this Handbook

This handbook is intended to serve as a reference and guidebook for members of the Flagstaff Academy Board of Directors. It captures basic information about the Board, its values, and its practices. It also provides Board members with a clear understanding of their role and responsibilities.

Board members should review the handbook at least annually. New members, in particular, are strongly encouraged to read the entire handbook in order to help them understand the scope, responsibilities, and restrictions on them as they execute their role as representatives of the school.

Essential reading

Throughout this handbook, essential information that is vital for Board members to remember is called out within the handbook as a “**KEY POINT**”. For example:

- ★ **KEY POINT:** If you read nothing else in this document, please be sure to cover at least the section about the Governing Board **Code of Ethics** and the section under “Meetings” about the **Open Meetings Law** (a.k.a. “Sunshine Law”). Violations of the Code of Ethics or the Open Meetings law need to be taken very seriously, and may put the Board and school at some legal risk. It is expected that Board members will abide by these restrictions governing Board practice and behavior.

If you read nothing else, or if you wish to review the absolute essentials (perhaps as an exercise at the Board’s annual workshop or retreat), here they are:

1. “Meetings”: [Open Meetings law](#).
2. “Role of the Board”: [Governing Board Code of Ethics](#).
3. “Role of the Board”: [Communications pathways and grievance process](#).
4. “Role of the Board”: [Relationship to the school and community](#).
5. “Appendix H”: [Mistakes and best practices of governing boards](#).

2. About Flagstaff Academy

Status as a public charter school

Flagstaff Academy is a PK-8 public charter school and a recipient of public funds. As such, Flagstaff operates under the same laws and restrictions as **any other public school**.

★ **KEY POINT:** Flagstaff Academy **does not charge tuition**, and all students are welcome.

★ **KEY POINT:** Let's repeat: **All students are welcome**. In particular, it is vital to understand that as a public school, Flagstaff may not turn away students based on race, religion, country of origin, economic status, level of academic ability, disability, special education needs, or any other classification that is protected by local, state, or federal law. Families with students in protected categories may not be discouraged in any way from participating in the school community. Discouraging participation or turning away students in protected categories may be a violation of state or federal law.

Brief history of the school

Flagstaff Academy ("Flagstaff") was established in 2003 by a group of parents passionate about providing a solid education that will prepare students for tomorrow's world. Flagstaff is a nonprofit corporation and public charter school within the St. Vrain Valley School District (SVVSD), located in Longmont, Colorado.

Key dates in Flagstaff's history:

- The school was founded in 2003 by 45 founding families. The majority of all founding families were from Erie, CO.
- The school was initially intended to be located in Erie, CO, as the founding families believed there were not sufficient available educational alternatives and desired a school with a science and technology focus with a core knowledge curriculum.
- The school opened in 2005 in Longmont, CO. The St. Vrain Valley School District (SVVSD) required Flagstaff to have a school location by June 2005, and based on the available space, Flagstaff Academy began in a building around the corner from its current location.
- The current Board structure was decided with initial founding members.
- There were approximately 250 students in K-5 when the school started.
- Xilinx has been a corporate partner since inception, providing an annual grant. Xilinx also donated all initial computers.
- Flagstaff Academy was initially intended to have 3 classes in each grade but this changed to 4 classes per grade when the school moved to its current building in 2008.

- Flagstaff Academy became a “Google school” in 2008, promoting the widespread use of Google Docs, Chromebooks and other Google supported hardware/software.
- The Parent-Teacher Organization (PTO) was part of Flagstaff Academy on day 1.
 - PTO became a separate 501(c)(3) organization in 2011.
 - Per its charter, if the PTO dissolves, all PTO assets revert back to the school.
- Flagstaff Academy’s only lawsuit involved Driveline (2009- 2011):
 - Our HOA sued us for violating covenants -- loading and unloading has to occur on the property was the allegation.
 - The school went to mediation and settled. The current Driveline as it operates today is based on the outcome of the mediation.
- A significant growth period of the school occurred from 2009-2013:
 - Mission drift occurred also during this period because membership wanted the school to be all things to all people.
 - The school’s first Strategic Plan was created during the 2012-2013 school year.
 - There was significant turnover in administration during this period.
 - Peak number of students in 2013.
- Organizational structure changes in 2013:
 - Principal Andrew Moore resigned to take a job with Lyons Elementary in spring 2013.
 - In the late spring and early summer of 2013 the Board of Directors stood up two ad hoc committees: an Interim Executive Director Hiring Committee, tasked with hiring an interim organizational leader; and the Organizational Design Advisory Committee (ODAC), tasked with reviewing and evaluating the organizational needs of the school.
 - In 2013 Mr. Wayne Granger was hired as Interim Executive Director. The school operated without a Principal, with both the ES and MS Assistant Principals taking on additional duties.
 - In the fall of 2013, the Board of Directors adopted ODAC’s recommendation to split the role of Principal into two separate functions: an Executive Director who would report directly to the Board and be the overall head of school, with responsibility primarily for business functions, the operational needs of the school, and strategic direction; and a Chief Academic Officer (later: Executive Principal) who would report to the Executive Director with responsibility for the academic direction and performance of the school, with oversight over assistant principals and all teaching staff.

- Mr. Wayne Granger was appointed by the Board as the school's first Executive Director, starting in the fall of 2014. Dr. Sara Amodio was appointed as the school's first Chief Academic Officer (CAO). Dr. Amodio resigned in October 2014.
- The school conducted an additional recruitment effort starting in 2014 and Ms. Robin Lowe was hired as the Executive Principal (the title was changed from CAO) starting with the 2015-2016 school year.
- As of October 2015 the school had more than 900 students Pre-K-8th grade, and more than 100 employees.
- Beginning in 2015, Flagstaff began to refocus on its initial mission and issued a new Strategic Plan in summer 2016.

Mission statement

The school's mission statement is as follows:

Our mission is to develop students who are equipped to be well-rounded, ethical leaders in the world community with a foundation based on science and technology.

For many years the school maintained both a mission statement and a separate vision statement. In 2012 these were combined during the process of developing the school's first Strategic Plan and the school has henceforth used only the mission statement.

- ★ **KEY POINT:** The mission statement is **read out loud** by a member of the Board or the Flagstaff community before each meeting -- the goal being to ensure that all members of the Board are reminded of the mission and keep the mission in focus during the course of the meeting and any decisionmaking.

Further, it is considered best practice for the mission statement to be present in any and all Board communications, including Board agendas and email communications (especially "Board Blast" newsletters).

Bylaws

Flagstaff Academy is governed by established bylaws. The most recent version of the school's bylaws can be found posted on the website, under the Board of Directors page:

<http://www.flagstaffacademy.org/board-of-directors>

- ★ **KEY POINT:** It is expected that every Board member will **understand and abide by** the school's bylaws. Please take the time to read the bylaws, and review them annually. A link/reference to the bylaws can be found in Appendix A. This handbook will reference the bylaws where appropriate.

The school's bylaws may be changed as necessary by the Board of Directors, as long as the change does not affect the voting rights of members. A minimum of two public readings of a proposed bylaws change are required. For more information please see Article 9 of the bylaws.

Membership

Article 3 of our bylaws define "membership" in the Flagstaff community as those individuals who are encouraged to participate actively in the life of the school and who are eligible to vote in elections for members of the Board. Members of the community include:

- The legal guardians of a child enrolled at Flagstaff.
- The faculty (teachers), staff, and administrators of the school.
- The current members of the Board.

Strategic Plan

It is considered best practice for a charter school to have a strategic plan to provide goals and guidance for the board and the school leadership. Board members should refer to the Strategic Plan, the bylaws, the code of ethics, and the mission to help inform their decision-making during their term of service.

During the 2012-2013 school year, Flagstaff Academy initiated a three year Strategic Plan. The pillars of this Strategic Plan included:

- Student Success
- Professional Environment and Culture
- Financial Sustainability
- Development Processes

During 2015, the Administration and Board determined that the then current Strategic Plan had served its useful life. As a result, the Board and Administration worked during the 2015-2016 school year to develop a new strategic plan. The pillars of the plan remained in place, but new goals were identified. This plan was issued in June 2016 and may be found on the Flagstaff Academy website.

Academic focus

- ★ **KEY POINT:** Flagstaff Academy's first guiding academic principle is to provide a Pre-K-8 [Core Knowledge](#)-based education with a science and technology focus that challenges students to achieve their full academic potential.

The idea behind Core Knowledge is simple and powerful: knowledge builds on knowledge. The more you know, the more you are able to learn. This insight, well-established by cognitive science, has profound

implications for teaching and learning. Nearly all of our most important goals for education – greater reading comprehension, the ability to think critically and solve problems, even higher test scores – are a function of the depth and breadth of our knowledge.

By outlining the precise content that every child should learn in language arts and literature, history and geography, mathematics, science, music, and the visual arts, the Core Knowledge curriculum represents a first-of-its kind effort to identify the foundational knowledge every child needs to reach these goals—and to teach it, grade-by-grade, year-by-year, in a coherent, age-appropriate sequence. Core Knowledge is not the equivalent of Common Core.

In preschool and the elementary school, Flagstaff develops its curriculum to be in line with Core Knowledge and uses a variety of resources including but not limited to:

- Core Knowledge Language Arts (CKLA)- English
- Envision Math
- Saxon Math

Core Knowledge objectives are also achieved by use of the following in PK-5:

- Science lab
- Music
- Art
- Technology Lab
- Spanish
- Greenhouse

Currently, the science and technology focus of PK-5 can be best evidenced by use of the Science Lab, Technology Lab and Greenhouse as well as specific science instruction. Additional integration of science and technology into academics is constantly being considered by the Board and the Administration.

In the middle school, academics include the core subject areas of Math, Language Arts, History and Science plus a student's choice of electives. Electives currently include:

- Computer Programming
- GTT: Gateways to Technology
- Advanced Science Lab
- Art
- Music: Band and Choir
- Physical Education
- Foreign Languages: Spanish, French
- Study Hall
- Writer's Workshop
- Yearbook

Individual testing of all students occurs at the elementary and middle school level at the beginning, middle and end of school year to: (1) determine proper placement in ability grouping for core subject areas; and (2) determine growth and success of Flagstaff Academy students.

Organizational structure

The organizational structure of the school started out as fairly traditional, with a Board of Directors overseeing a single Principal (head of school) who oversaw one or more Assistant Principals who were responsible for overseeing individual teachers.

In 2014 this structure was changed after extensive review by an ad hoc committee of the Board called the **Organizational Design Advisory Committee** (ODAC). ODAC was chartered by the Board to review the needs of the school and identify possible improvements to the organizational structure based on research of other charter schools and best practices in the industry.

ODAC's recommendation was approved by the Board in the fall of 2014 (the [presentation](#) is available in the Board's Google Drive and on the school's website). The primary recommendation of the committee was to split the school's leadership responsibilities between two individuals and create a **dual leadership structure**: an Executive Director, and an Executive Principal. The reason for this change was the recognition that charter schools are different than non-charter schools which have greater support from the school district. Rather, charter schools are necessarily *both* high-functioning academic organizations *and* small businesses. The challenges of leading and growing a high-functioning academic institution while also managing a \$7M+ business operation are intense, and it makes more sense to divide the leadership roles into two in order to allow the school to hire individuals with focused experience in these separate areas of expertise and focus.

The **organizational structure** of the school since 2014 is:

1. **Governing Board of Directors:** The Board is composed of unpaid volunteers who are members of the broad Flagstaff community and is responsible for oversight, governance, and planning at the strategic level. The Board hires and oversees the activities of the Executive Director and evaluates his or her performance via its standing Administrator Committee.
2. **Executive Director:** The Executive Director is the sole employee of the Board. He or she is the ultimate head of school, and is responsible for the overall success of the organization both financially and academically. The Executive Director is responsible for recruiting, hiring, and evaluating the Executive Principal, and is specifically responsible for the day-to-day, tactical operation of the school, including the business, finances, operations, facilities, safety and security. He or she is charged with developing and managing strategic partnerships, and with helping to develop and execute the goals of the Strategic Plan.
3. **Executive Principal** (a.k.a. Chief Academic Officer): The Executive Principal reports to the Executive Director, and has overall responsibility for the success of the school's academic programs. Specifically, the Executive Principal is charged with hiring and developing the Assistant Principals, leading curriculum review and development, ensuring K-8 curriculum alignment, and leading professional development programs for educational staff.
4. **Assistant Principals:** Flagstaff currently has two Assistant Principals -- one for the elementary school and one for the middle school. The Assistant Principals report directly to the Executive Principal and are responsible for the educational priorities and operations within their school.

They manage the teaching staff and assist with planning and curriculum development for their school. Specifically they are responsible for curriculum implementation, hiring teachers within their school, teacher development, teacher evaluation, and discipline.

3. Role of the Board

Size and Makeup of the Board

Per bylaws:

4.2a The Board shall consist of no less than five (5), and no more than seven (7) voting directors.

4.2b At least two (2) of the voting directors shall be parents of Flagstaff Academy students. Other directors may be parents, community leaders or other individuals who uphold the vision and mission of the school.

The bylaws say “parents” but should be understood to read “parents or legal guardians”. It is ideal for the Board to operate with seven elected members. If Board membership drops below seven members, the Board may hold a special recruitment and election cycle. This is more important to do if the absence occurs earlier in the year. This is covered by Section 4.7 of the bylaws:

4.7 Board Director Vacancies. The Board of Directors may fill, by majority vote, any vacancies that may occur on the Board before the next regular election. The director appointed to fill an unexpired term shall be appointed for the remainder of the unexpired term of his/her predecessor in office.

In the event that Board membership falls below five members, the Board should move immediately to fill vacancies up to five members.

If an officer of the Board resigns or is removed, the Board should vote to appoint a replacement as quickly as possible.

Term of Service

The term of service for Board members is covered in bylaws, Section 4.3:

4.3a. Board directors shall be elected for three (3) year terms.

4.3b. The terms shall be staggered such that every third year, three (3) of the seven (7) Board seats are up for election, and in each other year, two (2) of the Board seats are up for election. As follows: 2006 two seats 2007 three seats 2008 two seats 2009 two seats 2010 three seats 2011 two seats and so on.

4.3c. Board directors may run for reelection.

Responsibilities

General responsibilities

The Board of Directors is responsible for ensuring that the academic program of Flagstaff Academy is successful, that the school's program and operation are faithful to the terms of its mission and charter, and that the school is a viable organization.

Per bylaws:

Section 4.4 Duties and Powers of the Board. The Board of Directors shall have control and general management of the affairs, property and business of the corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper, consistent with Colorado law. Further, the Governing Board may enact any and all policies and procedures necessary for the proper operation of the corporation as long as said policies and procedures are not in conflict with these Bylaws or with Colorado law. The powers of the Governing Board shall only be limited by the Articles of Incorporation, these Bylaws and the Colorado Revised Statutes applicable, or deemed applicable by courts of competent jurisdiction in Colorado to Charter Schools such as Flagstaff Academy.

- ★ **KEY POINT:** In general, the Board is responsible for helping to set goals, approving strategy, and for general oversight. The administration (via the Executive Director) is responsible for day-to-day management, implementation, and execution. This **separation of concerns** is both intentional and practical -- Board members are volunteers who participate in helping to guide the school at a high level; the Executive Director, the Executive Principal, and their respective staffs are paid professionals who run the day-to-day operations of the school. For example: The Board provides oversight over the school's financial goals and budget via the office of the Treasurer and the Finance Committee; the Executive Director and his or her business office staff are responsible for financial management. Heavy Board involvement in operational matters is something that should be avoided and is considered a violation of best practices.

Specific responsibilities

1. Determine the mission and vision of Flagstaff Academy and keep it clearly in focus.
 - a. Create and periodically review the mission statement which:
 - i. Serve as a guide to organizational planning, board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources.
 - ii. Is used as the vehicles for assessing program activities to ensure that the organization is not drifting away from its original purposes.
 - b. Understand and support the mission statement.
2. Appoint the Executive Director
 - a. Reach consensus on the Executive Director's job description.
 - b. Undertake a careful search process to find the most qualified individual.
 - c. Oversee and approve evaluation, contract negotiation and renewal.
 - d. Participate in and support the selection of the Executive Principal.

3. Support and review the performance of the Executive Director
 - a. Provide frequent and constructive feedback, and compliment for exceptional accomplishments.
 - b. Assist when board members overstep prerogatives or misunderstand their roles.
 - c. Demonstrate public support for the Executive Director and his or her staff. Reserve criticisms, which can be submitted to the members of the Administrator Committee and/or raised during executive session if necessary.
 - d. Provide for a mid-year and an annual written performance review.
4. Ensure effective organizational planning
 - a. Approve an annual organizational plan that includes concrete, measurable goals consistent with the charter and accountability plan.
5. Ensure adequate resources
 - a. Approve fundraising targets and goals.
 - b. Assist in carrying out development plan.
 - c. Make an annual gift at a level that is personally meaningful.
6. Manage resources effectively
 - a. Approve the annual budget.
 - b. Monitor budget implementation through periodic financial reports.
 - c. Approve accounting and personnel policies.
 - d. Provide for an independent annual audit by a qualified CPA.
 - e. Ensure adequate insurance is in force to cover students, staff, visitors, the board and the assets of the school.
7. Determine, monitor and strengthen the programs and services
 - a. Ensure programs and services are consistent with the mission and the charter.
 - b. Approve measurable organizational outcomes.
 - c. Approve annual, attainable board and management level goals.
 - d. Monitor progress in achieving the outcomes and goals.
 - e. Assess the quality of the program and services.
8. Enhance Flagstaff Academy's public standing
 - a. Serve as ambassadors, advocates and community representatives of the school.
 - b. Ensure that no board member represents her/himself as speaking on behalf of the board unless specifically authorized to do so.
 - c. Approve goals of an annual marketing program.
 - d. Attend and support major school events.
9. Ensure legal and ethical integrity and maintain accountability

- a. Adhere to the provisions of the school's bylaws and articles of incorporation.
 - b. Adhere to local, state and federal laws and regulations that apply to the school.
 - c. Adhere to the Governing Board Code of Ethics.
 - d. Establish policies to guide the school's board directors and staff.
 - e. Develop and maintain adequate personnel policies and procedures (including grievance mechanisms).
 - f. Ensure compliance with all federal state and local government regulations.
10. Recruit and orient new board members and assess board performance
- a. Define board membership needs in terms of skill, experience and diversity.
 - b. Cultivate, check the credentials of and recruit prospective nominees.
 - c. Provide for new board member orientation.
 - d. Conduct an annual evaluation of the full board and, if required, individual board members.

Board Policies

Flagstaff Academy is required to comply with Colorado state and St. Vrain School District policies. As a charter school, Flagstaff Academy is exempt from certain of these policies. Flagstaff Academy's charter school contract requires that Flagstaff Academy maintain replacement policies as a condition of exemption. These required school policies, as well as other school policies, are included in the Board of Directors Handbook, the Family Handbook and the Employee Handbook (together, the "Handbooks"), and the Facilities Use Policy. All Flagstaff Academy policies should be available on the public website.

School policies can be revised at any time through the procedure discussed in Section 5 (Meetings). Because the Handbooks contain factual, administrative information (e.g. dates, addresses, names and titles) and operational information (e.g. driveline operating procedures), the Handbooks may need to be updated from time-to-time outside of the standard approval process. These updates are limited to the extent required to correct errors without requiring the Board to formally amend the Handbooks.

The Executive Director is authorized to revise factual, administrative information in the Handbooks as needed. The Executive Director is authorized to revise the operational information in the Handbooks if the Policy Committee agrees that the information is operational and not a Board policy. Following any changes to factual, administrative information or operational information, the Executive Director will promptly distribute a revised Handbook to the Board.

Governing Board Code of Ethics

- ★ **KEY POINT:** Per the Flagstaff Academy's bylaws, all members of the Board and also all members of any Board committee or subcommittee are required to sign the Governing Board Code of Ethics ("code of ethics") **annually** and abide by **both the letter and spirit** of all the provisions. Board or Board committee members found in violation of the code of ethics may be reprimanded or removed from the Board by a majority vote.

From the bylaws:

4.11a. All members of the Board shall agree to adhere to and uphold the Governing Board Code of Ethics (“code of ethics”) during their term in office.

4.11b. Board members shall be required to read and sign a copy of the code of ethics upon taking office, and then again annually each school year.

4.11c. Board members found to be in violation of the code of ethics may be removed by a majority vote of the Board.

The bylaws were amended by the Board in 2014 to **also require all members of any committee** or subcommittee of the Board to sign and abide by the code of ethics:

8.1b. Members of standing, advisory, or ad hoc Board committees shall read, sign and agree to abide by the Governing Board Code of Ethics (“code of ethics”) for the duration of their tenure on the committee. Members found to be in violation of the code of ethics may be removed by either a majority vote of the committee on which they serve, or by a majority vote of the Board of Directors.

The full text of the Governing Board Code of Ethics is available in the schools’ Google Drive and in [Appendix B](#). Here are some **essential excerpts**, and clarifications:

2. Abide by and support majority decisions of the board or board committee -- “one voice” rule. Right of dissent is accommodated by recording strong dissent in meeting minutes, as requested. If a member cannot support the decision, the member must resign.

★ **KEY POINT:** The “one voice” rule means that within a given meeting there can (and perhaps should) be vigorous discussion and even dissent. Dissent can be recorded in the minutes. But after a vote is taken, **Board members must publicly represent themselves as supporting the decision of the Board**. There should be no “minority reports”, or public discussion of disagreement. If a Board member cannot, in good conscience, support the decision of the Board, they should submit their resignation. Note: It is within the spirit of this provision that this restriction should extend to former Board members after their term has expired.

3. Not attempt to exercise their authority over the school or speak for the board or board committee except to repeat explicitly stated board or board committee decisions or when authorized by the board or board committee to do so.

★ **KEY POINT:** **No individual Board member speaks for the whole Board** unless specifically authorized to do so. This includes the President. Board members should be careful to avoid making statements in public that sound like “the Board believes...” or “the Board thinks...”. Board members may repeat or communicate Board decisions if authorized to do so.

7. Be aware of the implications of their role and how it affects their relationships with other school community members.

- ★ **KEY POINT:** Board members are usually also parents or guardians of students at the school and Board members **should be aware that their role may have influence** in discussions with school personnel, especially with teaching staff. Board members should avoid referencing their position or role on the Board during interactions with staff that are focused on the success of their children -- e.g. at parent-teacher conferences or school events.

8. *Not discuss the confidential business of the board or board committee outside of board or board committee meetings.*

9. *Not discuss information identified by the board or board committee as confidential staff performance information (e.g. survey results data, performance data, information regarding disciplinary or employment actions, etc.) outside of an executive session of a board meeting or a private session of a board committee meeting.*

- ★ **KEY POINT:** Failure to **hold sensitive information in confidence** is a violation of trust and a serious violation of the Code of Ethics. In particular, Board members should reserve comment on staff performance for executive session, and not share this information outside of executive session.

12. *Respect the opinion of others and make no unprofessional remarks, in or out of board or board committee meetings, about other members of the school community.*

- ★ **KEY POINT:** “Unprofessional” can be understood as “below or contrary to the standards expected in a given profession”. It is important for the ongoing health of the school community for Board members to demonstrate respect for the opinions and be respectful and supportive of their colleagues, members of the administration and staff, and other members of the community.

Conflict of Interest Policy

A conflict of interest policy for Board members was approved and effective as of February 8, 2005. The text of the policy is included, below.

- ★ **KEY POINT:** Board members should **report any potential conflict of interest** of which they become aware to the Board President immediately.
- ★ **KEY POINT:** Board members **may receive no compensation** for their service. This is also stated clearly in the bylaws in Section 4.9: “*Compensation. No voting director of the Board shall receive compensation for their role as a director of the Board or as a member of a standing committee overseen by the Board*”.

POLICY:

Conflict of interest is a situation in which a person such as a director, public official, an employee, or a professional, has a private or personal interest sufficient enough to appear to influence the objective exercise. All “Directors of the Governing Board” will report conflict of interests to the President of the Board within 72 hours of the issue.

PRACTICES/PROCEDURES:

1. The Board of Directors is appointed/elected to serve Flagstaff Academy and its constituents. The “Directors” who accept these positions are expected to carry out their duties in a manner that inspires and assures the confidence of the school, the St. Vrain Valley School District and the broader community.
2. “Board Directors” shall give the utmost good faith in all transactions involved with their duties to the school and property.
3. It is the policy of the Board that conflicts of interest and the appearance of conflicts of interests must be avoided.
 - a. Definition: Conflict of interest is a situation in which a person such as a director, public official, an employee, or a professional, has a private or personal interest sufficient enough to appear to influence the objective exercise.
4. Board members shall serve without compensation, but may be reimbursed for any necessary expenses incurred by them in performing their duties as members of the board.
5. Any contract with the school involving a member of the board, or the board member’s family, shall be approved by the full board with the interested member abstaining. Each board member is responsible to make known to the board any circumstances that could involved a potential conflict of interest.
6. Salary and other remuneration received from the school by ex-officio board members shall not be considered a conflict of interest for the purposes of this policy. However, ex-officio members shall abstain from votes involving the level of such remuneration.

Communications pathways and grievance process

Board members are strongly encouraged to be familiar with the “communications pathways” as defined in the school’s Family Handbook. Likewise, Board members should review the Employee Handbook and be familiar with the grievance process for staff concerns.

- ★ **KEY POINT:** Board members should know, respect, and help enforce the school’s published “communication pathways” and grievance process. Board members should of course always be open to hearing concerns or compliments from membership (including staff). Compliments can be directly routed to the appropriate recipient, and shared with the school’s leadership team. Concerns, however, should be handled via the communications pathways or the grievance process. Simply put: It is in the best interests of the school for concerns to be handled and resolved at the lowest organizational level possible. Board members should encourage parents and guardians to talk first to their children’s teacher, then to the Assistant Principals, then the Executive Principal and/or Executive Director, after which the issue might need to be raised to the Board. A similar structure is in place for staff grievances, who should first raise concerns with their direct supervisor, and then escalate within the organizational structure as necessary.

Relationship to the school and the community

The role of the Board, ultimately, is to support the school and its mission by providing strategic guidance and governance.

- ★ **KEY POINT:** The Board is **not a place for personal agendas**. Board members should strive to be as objective as possible, whenever possible. Board members should avoid raising concerns or making decisions based solely on their own or their children's or even their friends' subjective experiences. On the contrary: Board members should be prepared to objectively evaluate issues and make decisions that may, in some cases, benefit the school but not their own children.
- ★ **KEY POINT:** It is frequently said that the best charter schools are "parent envisioned, parent supported, but professionally run". Board members should recognize that the role of the Board is ultimately one of oversight and strategic guidance, **not day-to-day operational direction**. Board members are, in the majority of cases, not professional educators. It is up to the Executive Director to hire qualified professionals. The members of the Board should always strive to defer tactical, day-to-day operational and academic decisions (which includes hiring decisions and performance evaluations below the level of Executive Principal) to those qualified professionals.
- ★ **KEY POINT:** Board members should **not use their position on the Board to influence or intimidate** the staff at the school. In particular, Board members should avoid mentioning or making implications about their role or position on the Board during conferences with their children's teachers. Doing so is a violation of the Governing Board Code of Ethics which all Board members are expected to sign and adhere to.
- ★ **KEY POINT:** It is important that Board members are, in public (which includes open session during Board meetings) **respectful and supportive** overall of the school, the goals of the Strategic Plan, and the school's staff. Board members should reserve criticisms of the Executive Director or the school's staff for private communications with the Administrator Committee members, or for private executive sessions designated for the purpose of evaluation of the Executive Director's performance

4. Board Officers

Directors

All members of the Board share the rank of “Director”. All Directors have equal voting rights on the Board regardless of office, role, or seniority.

All directors are expected to serve on at least one Board subcommittee.

Officers

Article 5 of the bylaws provides the Duties of the Officers of the Board of Directors. The following officer roles must be filled:

- President
- Vice President
- Treasurer
- Secretary

No director may hold more than one office role at a time. If an officer role is vacated for any reason, the Board should elect a replacement as quickly as possible.

Election of officers

From the bylaws:

Section 5.1 Election of Officers. The Board of Directors shall elect officers from the Board to serve as President, Vice President, Treasurer, and Secretary. Election of officers shall occur at the first regular Board meeting following the general election.

- ★ **KEY POINT:** The Board elects its own officers. This is normally done at the first regular meeting following the election when new members are welcomed. The Board may decide to elect new officers if there is a change in the membership of the Board, or if an officer makes it known that he or she is no longer willing or capable of serving in that role. A detailed process for electing Board officers is outlined in the “Elections” section of this handbook, below.

President

From the bylaws:

Section 5.2 President. The President shall preside at all meetings of the Board, coordinate the work of the officers of the Board, chair the Annual Meeting, and act as the official representative of the Board to the school community. Subject to the direction and supervision of the Board of Directors, the President will be the chief executive officer of the corporation and will have general and active oversight of its affairs and business.

The role of President can be challenging and time-consuming, but is also rewarding. While most Board members spend roughly 8-10 hours per month on Board-related duties, the President can at times spend twice that amount. Duties and responsibilities of the President include:

- The President is the default chair of each Board meeting, and is expected to be knowledgeable about the Open Meetings law, understand the bylaws well, and be passably fluent with Robert's Rules of Order. The President is charged with keeping meetings running smoothly and efficiently.
- The President should be in regular contact and communication with the Executive Director, especially with regards to any legal, safety, or security matters that may arise.
- The President is responsible for developing the agenda for each Board meeting, and ensuring that the agenda is posted properly in advance of each meeting in accordance with state law.
- The President is expected to make time to sign all employment agreements, and co-signs most larger checks written by the school per the school's check-signing policy.
- The President is the spokesperson for the Board, and is responsible for the majority of communications from the Board to the community, including leading the Annual Meeting (a.k.a. "State of the School") presentation which reports on the accomplishments of the Board and the overall state of the organization. Note that the President should avoid "speaking for or on behalf of the Board" unless authorized to do so by the Board.
- The President should be informed and involved in any issues which require legal oversight. The President should be provided with contact information for the school's legal counsel, and is authorized to request services and advice from counsel on behalf of the Board. While the Executive Director handles most operational legal issues, the school's legal counsel is technically employed by the Board, and reports to the Board President.
- The President is also, per bylaws, the chair of the Administrator Committee, and is charged with meeting regularly (at least monthly, usually twice per month) with the Executive Director and the Executive Principal, and is responsible for preparing a mid-year and an annual evaluation of the Executive Director. These evaluations are used to determine whether or not the Executive Director should be retained, and whether compensation adjustments (including a raise and/or a bonus) should be given.
- Should there be an opening in the role of Executive Director or Executive Principal, the President is responsible for chairing the Administrator Hiring Committee and leading the effort to find a replacement.
- It is unusual for the President to serve on committees other than the Administrator Committee, given the level of nearly day-to-day involvement required for the role.
- The President is expected to attend all Board meetings and all major school events, and is occasionally asked to speak to the public and the community about the school.

- ★ **KEY POINT:** A solid working **knowledge of the Open Meetings law and the bylaws** is essential knowledge for the President. The President is, as chair, responsible for helping to ensure that the Board's activities fall in line with state law and the school's bylaws.
- ★ **KEY POINT:** The President may speak for the Board but only with the consent of the Board. It is incumbent on the President to ensure that he or she has the explicit **consent of the Board** before speaking on its behalf.
- ★ **KEY POINT:** The President works in **partnership with the Executive Director and his or her team** and should expect to be frequently consulted and advised about the state of school operations, especially with regards to safety, security, or legal matters. The President should cultivate a positive, constructive relationship with the Executive Director, Executive Principal, and school leadership team. While, ultimately, the President is the Executive Director's supervisor, the relationship between the two is envisioned to be one of partnership, mutual support, and mutual respect. It is in the best interests of the school that the Executive Director is able to use the President as a sounding board for ideas and concerns that arise, and the President is able to trust the Executive Director to run the school effectively and efficiently on a day-to-day basis. Board members should consider the success of this relationship when electing one of its members to the role.
- ★ **KEY POINT:** Traditionally, the President works to **keep the Vice President informed** of any critical operational issues and areas of concern so that the Vice President is fully briefed of the state of school operations and is in a position to assist and potentially take over from the President should the President become unavailable or unable to serve. Sharing information and decisions with the Vice President is in the best interests of the Board and the school.

Vice President

From the bylaws:

Section 5.3 Vice President. The Vice President shall perform all duties of the President in his/her absence, and assist the President as necessary. The Vice President shall chair the Elections and Nominations committee.

The Vice President's role is to support the President, and serve in that capacity if the President is absent. The Vice President is expected to preside over Board meetings should the President be unable to or unavailable to do so. He or she should expect to be consulted and informed of operational issues at the school. The Vice President normally serves alongside the President on the Administrator Committee. The Vice President can serve on other committees if they feel they have time. Specifically, the Vice President is expected to chair the Elections Committee.

The Vice President is expected to attend all Board meetings and all major school events.

- ★ **KEY POINT:** While the Vice President is not automatically promoted to the role of President (each Board elects its own officers), the role should be seen as a **training opportunity** and a way to **ensure continuity** on the Board. It is therefore best practice for the Board to elect someone to the role of Vice President who is not in their final year on the Board. Having both the

President -- who is normally in their last year of service -- and the Vice President transition off the Board at the same time can leave a challenging gap for the next Board.

Treasurer

From the bylaws:

Section 5.4 Treasurer. The Treasurer shall be responsible for all funds and securities of Flagstaff Academy, have final responsibility for the financial statements of Flagstaff Academy, serve as a member of the Budget Committee, and ensure that any grant monies received are expended consistently with the terms of such grants.

The role of Treasurer is extremely important, and, historically, the Board has tried to have members with at least some level of financial training and experience fill this role. The Treasurer is expected to chair the Finance (a.k.a. Budget) Committee, and attend all Finance Committee meetings. The Treasurer is expected to report on the financial state of the school at every Board meeting and at the Annual Meeting.

Since 2014, the role of Treasurer has been supported by professional financial consultants (currently Abstract Insights), and the Executive Director's business office staff. While this professional support structure means that the level of financial experience required for the role is, technically, minimal, it is still best practice for the Board to select a member of the Board with financial expertise if possible.

Secretary

From the bylaws:

Section 5.5 Secretary. The Secretary shall keep a record of all minutes of the Board and general membership meetings as required by law, prepare and distribute meeting agendas to the Board, post notice of all meetings as required by law, distribute copies of the minutes to the Board, keep and make available to the public copies of the minutes and all written committee reports, and be custodian of the corporate records. Any books, records, or minutes will be in written form or in any common and accessible format capable of being converted to written format in a reasonable period of time.

The Secretary is primarily responsible for recording, preparing and distributing minutes for review. As noted above, the Board President has, in recent years, been responsible for preparing and distributing Board meeting agendas. The Secretary is also responsible, in most cases, for co-signing resolutions passed by the Board (with the Board President).

Starting in SY 2015-2016, a member of the business office assisted with the recording of meeting minutes, allowing the Secretary to focus on participating during the meeting, and then reviewing and preparing minutes after the conclusion of the meeting.

Resignation and removal of officers

Per the bylaws:

Section 5.6 Resignation and Removal of Officers. An officer may resign at any time upon written notice to either the President or Secretary. Any officer may be removed at any time, by a majority vote of the Governing Board, whenever, in their judgment, the best interests of Flagstaff Academy are served by the removal.

Any resignation of a Board officer should prompt the Board to move to replace that officer. The Board may replace an officer via a simple majority vote. A nominations and elections process is outlined below, in the section of this handbook devoted to Elections.

5. Meetings

The Board of Directors holds regular meetings during the course of the school year. Meetings normally take place at least once each month according to a calendar established by the Board (see below). Occasionally, additional meetings regular or special meetings may be necessary, or as requested by the Board President.

- ★ **KEY POINT:** Board meetings are governed by both state law and our bylaws. It is extremely important that Board members understand and abide by the restrictions outlined below, especially with regards to the restrictions of the **Open Meetings (a.k.a. “Sunshine”) law**.

Attendance

Per bylaws, all Board members are expected to attend all meetings. Board members who are not able to attend a meeting should give notice to the Board President as soon as possible. Board members may not miss more than 4 consecutive meetings or 6 meetings in a year without prior approval from the Board. Board members who are consistently absent from Board meetings may be asked to step down or may be removed by majority vote of the rest of the Board.

Board members may attend meetings by phone or electronic means (e.g. Skype, Google Hangouts) if necessary. Note that “virtual meetings” of the entire Board are, however prohibited (see below).

- ★ **KEY POINT:** It is ideal for the Board to operate with all seven of its directors present and in a single location. While this is not always feasible, absenteeism can become a real problem for the Board and the Board should consider whether it is in the best interests of the school to consider replacing a director who for whatever reason cannot consistently attend meetings.

Open Meetings and the “Sunshine” Law

Flagstaff Academy Board of Directors meetings are governed by state law, specifically the Colorado “Open Meetings” law (Colorado Revised Statutes 24-6-402, also known as the “Sunshine Law”). According to the Open Meetings law, there are clear restrictions on when meetings can take place, the notice required prior to meetings, and the number of Board members involved.

According to C.R.S. 24-6-402, “Meeting” means “**any kind of gathering, convened to discuss public business, in person, by telephone, electronically, or by other means of communication**” (emphasis mine). It is important to note here that, per this state law, the requirements highlighted below regarding advance public notice, public participation, and the recording of minutes apply to **any gathering of more than three Board members**. Put simply: Detailed conversations about the business of the school must be limited to Board meetings taking place at a designated physical location with notice properly given to the public in advance of the meeting.

- ★ **KEY POINT:** Any meeting of **three or more members** of the Board at which any business of of the school (defined as broadly as possible) is discussed constitutes a public meeting which is open to the public and is required to be publicly noticed 24 hours in advance. Put simply: Two members of the Board can meet and discuss the business of the school without concern. But if

three Board members are present outside of a publicly noticed meeting they need to refrain from discussing any school business.

- ★ **KEY POINT:** All meetings of the Board are public meetings, **open to the public**. The “public” in the case means anyone, not just members of the school community. No member of the public can be barred from attending a meeting. There are very few exceptions to this rule. Exceptions to public meetings are called “executive session” and are also governed strictly by Colorado state law.
- ★ **KEY POINT:** Meetings of the Board must be **properly noticed**. Proper notice means that an agenda should be posted in the designated posting place at least **24 hours in advance** of the meeting.
- ★ **KEY POINT: Minutes must be recorded** at any Board meeting, and the minutes must subsequently be approved by the Board and made publicly available. The Board Secretary is responsible for taking and preparing minutes.
- ★ **KEY POINT: Beware of email.** Again, a “meeting” is defined as any discussion of school business (and “school business” should be understood in the broadest possible sense here) by more than two members of the Board. Direct, one-to-one email between Board members is fine and proper because it falls under the two-person limit. But an email from a Board member to the entire Board (or even to more than one other Board member) is potentially subject to the restrictions of the Open Meetings law. Note that it is considered normal and acceptable practice for the President or another officer of the Board to email the entire Board for the purposes of determining or changing meeting dates and time, and for requesting information from the Board. But individual Board members should reply to such requests for information individually, and directly back to the person who made the request to the group (i.e. do not “reply-all”). Decisions or discussions about school business should not happen via group email.
- ★ **KEY POINT: Beware of meetings by phone.** Individual Board members may participate in Board meetings by phone. This assumes, however, that the meeting time has been publicly noticed, and that the meeting is taking place in a physical location which has also been publicly noticed, so that the public may attend and participate. At least one Board member must be physically present in the designated meeting location -- there should be no entirely “virtual” meetings.
- ★ **KEY POINT: No secret ballots.** With the exception of when the Board votes to elect its own officers, votes must be taken publicly, and Board members must be prepared to go on the record with their vote or abstain from voting. A related point is that votes may only be cast by Board members who are participating in the meeting -- **no proxy votes** may be cast.

It is expected that Board members, especially the Board President and Vice President, will familiarize themselves with the Open Meetings law. A highlighted version of the text of the law from 2014 can be found on the school’s Google drive:

https://docs.google.com/document/d/1E6b9gUo_VWrfQdmoda_BFDU_k-AsGc154wdH40H711M/edit

The full, current text of the Open Meetings law can be found on the internet at this location:

<http://www.lexisnexis.com/hottopics/colorado/?app=00075&view=full&interface=1&docinfo=off&searchtype=get&search=C.R.S.+24-6-402>

Meeting notice requirements

As noted above, per state law, advance notice must be given to the public before a Board meeting may be held. This advance notice must take the form of an agenda posted in the designated posting place at least 24 hours in advance of the meeting. If an agenda is not posted at least 24 hours in advance of a meeting the meeting may not be held. The posting should include specific agenda information whenever possible.

- ★ **KEY POINT:** Meetings must be posted publicly **24 hours in advance** of the meeting start time.
- ★ **KEY POINT:** Per state law, the **posting place** for meetings needs to be **designated annually** at the Board's first regular meeting of each calendar year. This is usually the first meeting in January, and usually accomplished by passing a resolution regarding the location of the official posting place. A sample resolution can be found in Appendix C.

Historically, the Board has designated the official posting place for Flagstaff Academy as the glass kiosk outside the main entrance to the school building at 2040 Miller Drive. In addition to physically posting the agenda in the kiosk, the agenda is normally posted to the school's website at least 24 hours in advance of the meeting. It is important to note that the website has not, historically, been designated as the official posting location because some members of the Flagstaff Academy community do not have internet access at home.

Per bylaws, the Board Secretary is responsible for posting the meeting notice. Ultimately, however, the Board President is responsible for ensuring that a meeting notice is posted at least 24 hours in advance.

Calendar

Meetings normally take place at least once each month according to a calendar established by the Board. The calendar of meetings is normally established by each new Board at its first meeting. The Board President or Secretary should work with the administration at the school to ensure that the calendar of planned meetings is included on the school's master calendar.

Meeting dates may be added or moved at the discretion of the Board. The Board President or Secretary normally coordinates this action.

A standard calendar for Board meetings normally includes:

- **An opening workshop.** This is usually held at the start of a new Board's tenure each year -- for example in June following the appointment of new members, or in July or August prior to the start of the school year. This is a chance for the Board to on-board new members (key points from this

handbook can be used as a topic for review) and to set goals for the Board and for the administrative team for the year. This meeting is often a full or half-day long and is frequently held off-site -- note that this is still a public meeting of the Board and must be properly noticed.

- **Monthly meetings.** These tend to happen on a regular cadence such as “the first Tuesday of each month”, and at a regular time and place (e.g. 5:30 PM). Having a regular time and place for meetings helps make it easier for members of the public to participate if they wish to attend.
- **Occasional special meetings.** In the early spring, for example, it is not uncommon for there to be an additional meeting or two to review, discuss, and vote on the school’s budget.
- The bylaws require the Board to hold an “**Annual Meeting**” (a.k.a “the State of the School”) at which the Board reports to membership on the state of finances, operations, and the Board and school’s accomplishments for the year. The bylaws also require the holding of a “**Candidate Forum**” (a.k.a. “Candidate Night”), which, in recent years, has been held on the same evening and following the Annual Meeting. Usually this happens in late April.

Again, it is best practice for the Board to establish a calendar of meetings as far in advance as possible. This is often done at the last meeting of the year at which new Board members are brought on board.

The Board is, of course, always allowed to hold additional ad hoc meetings, as long as the requirements of the Open Meetings law for public posting and notice are met (see “Meeting notice requirements”, above).

Meeting agendas

- ★ **KEY POINT:** It is best practice for the Board to **publish a comprehensive agenda** prior to each meeting. The meeting agenda should be publicly available, and posted in the official posting place as designated by the Board.

Per bylaws, the Board Secretary is responsible for preparing meeting agendas. In Flagstaff Academy’s history, however, the Board President has handled this responsibility.

It is expected for the Board President to solicit the other members of the Board and request agenda items. Board members should be responsible for submitting agenda items related to their area of focus and/or their committees.

Our bylaws specify a specific format for meeting agendas (see Section 7.5 of the bylaws). In practice, however, the format of the agenda is flexible and should be designed to meet the needs of the Board and those whose attendance may be required at Board meetings (e.g. members of the staff, administration, and the public).

A **sample meeting agenda** can be found in [Appendix D](#).

Essential parts of any agenda include:

1. Call to order by the chair (usually the Board President).
2. The chair leads those in attendance in the Pledge of Allegiance.
3. Roll call for Board members is taken by the meeting chair.
4. Public comment should be allowed at every public meeting of the board. Members of the public (including Board members, members of the staff and the administration) should be encouraged and offered an opportunity to speak to the Board for up to 3 minutes. Members of the public speaking during public comment may be allowed additional time at the discretion of the chair. Members should be advised that comments made during the public comment period may be recorded in the minutes and published.
5. Action items from previous meetings are reviewed, usually led by the Board Secretary.
6. All votes to be taken should be clearly listed on the agenda.
★ KEY POINT: It is best practice for all **votes** to be noted as such on the agenda.
7. It is usual for the Board to review and vote to approve monthly finances at each meeting, usually led by the Board Treasurer.
8. The Board normally receives a report from on the state of the business and operations from the Executive Director or his or her designee.
9. The Board normally receives a report on the state of academics from the Executive Principal or his or her designee.
10. The Board normally hears reports from its various subcommittees. Each committee should be allowed time on the agenda to present a report.
11. Minutes from previous meetings are reviewed and approved.
12. If the Board plans to meet in executive session this should be clearly indicated on the agenda. The topic of the executive session should be printed on the agenda. The topic can simply be a reference to the section of state law that covers the reason for meeting in executive session. See the section (below) about executive sessions for more information.
13. Board members must vote to adjourn the meeting.

Meeting format and rules

Board of Directors meetings are governed by a set of rules. Some of these rules are derived from state law -- see in particular the rules regarding Open Meetings (a.k.a. the Sunshine Law). Other rules are derived from best practices for Board meetings.

Call to order

The meeting chair (usually the Board President) must call the meeting to order (e.g. “*I will now call this meeting of the Board of Directors to order*”). The Secretary should record the exact start time.

Pledge of Allegiance

Traditionally each Board meeting is begun with a call to order followed by the chair leading the assembly in the Pledge of Allegiance. The Pledge is followed by roll call, which is used to establish that a quorum of Board members is present.

Quorum and roll call

Quorum simply means “the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid”. Establishing quorum, or ensuring that there are enough Board members in attendance to proceed with a Board meeting, is required by state law.

Per the bylaws:

7.4a. At any meeting of the Board, a majority of the Board directors in office immediately before the meeting begins shall constitute a quorum for the transaction of business.

7.4b. When a quorum is present, the affirmative vote of a majority of the Board members present will decide any question, except when a larger vote is required by the Bylaws.

7.5c. A tie vote of the Board constitutes a failure of that item to pass.

★ **KEY POINT: A quorum is required** for any Board meeting. A quorum is defined as a majority of the Board members currently in office. For example, if the Board of Directors is made up of 7 members, then 4 members constitute a quorum. If the Board of Directors only has 6 members, then 4 members constitutes a quorum. Three members (3) would constitute a quorum if the Board only has 5 members. (The Board should not have fewer than 5 members).

★ **KEY POINT: No votes may be passed, and no formal action may be taken by the Board without a quorum.** If a quorum is not present then the Board meeting cannot proceed. In the absence of quorum, the only action that can be taken by the Board members present is to establish the date of the next meeting, and then they must adjourn.

Board meeting agendas should include a “roll call” in order to document which Board members are in attendance and to establish that a quorum exists.

Robert’s Rules of Order

Per the bylaws, Board meetings are governed by **Robert’s Rules of Order**, Revised edition:

Section 7.6 Governance Rules. The rules of Robert's Rules of Order, Revised, shall govern procedures in all cases to which they are applicable, and in which they are not inconsistent with these Rules of Governance and any Special Rules of Order that the Board may adopt.

- ★ **KEY POINT:** Regardless of the level of formality or informality embraced by a given Board, it is strongly encouraged that votes should be conducted using the process outlined in Robert's Rules of Order. Doing so helps ensure integrity and accountability for the Board.

Robert's Rules can seem very complicated and precise, and there is a great deal that can be learned about this meeting methodology, but the intent of using Robert's Rules is primarily to put some structure around voting on important issues.

Here is a brief primer on the essential mechanisms around voting:

1. For any vote, a member of the Board must first put forth a motion. For example: *"I move to approve the Board of Directors meeting agenda for May 9th, 2016. May I have second?"*.
2. Another member of the Board must then second the motion. Seconding the motion does not imply support or that the member plans to vote in favor of the motion. All seconding does is establish that another Board member wishes to discuss and vote on the motion. Any other Board member simply says: *"Seconded"*. If no other Board member is willing to second the motion, the chair should move on to the next item on the agenda.
3. Given a clear motion on the table that has been seconded, discussion about the topic to be voted on can then proceed.

- ★ **KEY POINT:** It is important that a motion be put forth and seconded prior to discussion about the item to be voted on. This is so that everyone in attendance is clear about the question or issue being voted on, and that more than one member feels that the subject is worthy of discussion.

4. After sufficient discussion of the issue under consideration, the chair will then "call the vote". The vote can take several forms. Most often this is simply a voice vote: *"If there is no further discussion then let's vote on the motion as amended: [re-state the motion]. All in favor say "aye". Any opposed please say "no". The ayes [nos] have it and the motion [re-state the motion] passes."*
5. If the chair feels that the issue under consideration is contentious or may be close, he or she can call for a roll call vote. In this case, the chair asks each Board member for their vote individually.
6. The exact wording of the motion and the results of the vote need to be recorded in the minutes.

For additional information about Robert's Rules please consult a copy of the text. There are versions of the text available online, and available for purchase.

Reading of the mission statement

Historically, the school's mission statement is read by a member of the Board or the school community at the start of each meeting. The purpose of doing this is to remind us of our mission, and help ensure that

all Board members are focused clearly on the ultimate context within which their decisions should be made.

Again, the school's mission statement is:

Our mission is to develop students who are equipped to be well-rounded, ethical leaders in the world community with a foundation based on science and technology.

The important point here is that mission should be read at the start of each meeting. Any member -- including students -- can be recruited to read the mission statement.

Note that it is also best practice for the mission statement to appear on all Board documents and communications -- including agendas, newsletters, etc.

Public comment

It is best practice to allow time for public comment at every regular or special Board meeting. The school's bylaws make reference to "public input" as a standard part of every meeting (Section 7.5).

Traditionally, a guest sign-in sheet is circulated at the start of every meeting. The chair should then make a point of asking the assembly if anyone would like to make a comment publicly and for the record. Anyone present -- including Board members -- may make a statement. Speakers should be advised that they will be limited to 3 minutes time, and that their comments may be recorded in the minutes and for the permanent record. The chair may, and his or her discretion, allow additional time for any or all speakers.

★ **KEY POINT:** A period for comment by members of the public is allowed because during the rest of the meeting only Board members or the members of the public recognized by them and specifically invited in to that portion of the meeting may participate in the discussion (e.g. "At this time I recognize Sheila Strukel, the school's registrar. Sheila, could you please update us on the current state of enrollment?").

★ **KEY POINT:** The members of the Board are not required to respond to public comment. In fact, best practice is generally to simply listen and acknowledge the speaker's concerns without entering into public debate or discourse. In most cases it is unlikely that discussion or debate during the public comment period will resolve the concerns raised -- most often the concerns are best addressed by members of the Administration -- and it is common for the chair to indicate that he or she will follow up on the concerns raised with Administration or, if necessary, the Board at a future date.

Types of agenda items

Agenda items are typically one of three types: Discussion, Vote, or Report. Discussions are simply that -- open discussions by Board members and anyone they recognize or invite into the discussion. Reports are, technically, discussions -- votes are not normally taken during the section of the meeting devoted to

reports. Votes are covered under the section for “Robert’s Rules” (above), and discussed below. Only sitting Board members may vote.

Votes

All members of the Board have equal voting rights, which is to say that each director or officer is allowed a single vote regardless of their role, rank, or seniority. It is considered best practice for the President or chair to ensure that every member of the Board has had an opportunity to speak and share their opinion before calling the vote.

- ★ **KEY POINT:** It is important that a **motion be put forth** and seconded prior to discussion about the item to be voted on. The Board should vote on explicitly stated motions which are recorded in the minutes.
- ★ **KEY POINT: Proxy votes are not allowed.** Which is to say: If a Board member cannot be present to vote either in person or by phone (or equivalent electronic presence), then they may not participate in the vote by delegating their voting authority to another member of the Board.
- ★ **KEY POINT:** It is considered bad practice to vote on issues that were not published as votes in the posted meeting agenda. Whenever possible, the Board should only vote on an issue after having given **advance notice** to the public.
- ★ **KEY POINT:** Most votes **must be public**. Only in rare and specific cases are secret ballots allowed. Per the Open Meetings law, the only time a secret ballot may be used is during the election of Board officers. In this case it makes sense -- Board members may be voting against one another, so secrecy is reasonable. All other votes must be taken publicly and Board members must go on the record with their vote or abstain from voting.

Voting to change the bylaws or school policies

The Board is authorized to change the bylaws as may be necessary from time to time. Per Section 9.1 of the school’s bylaws:

The Governing Board may amend the Bylaws at any time to add, change, or delete a provision, unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of the members of the corporation as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of the members. Any amendments proposed by the Governing Board shall be the subject of at least two (2) readings at open meetings of the Governing Board to provide for the opportunity for public input prior to adoption by the Governing Board.

- ★ **KEY POINT:** Any change to the bylaws must be subject to **at least two readings** at separate meetings of the Board. This allows members of the community and the public to provide comment and input. There is no exception to the rule requiring two readings for changes to the bylaws. The proposed change will be published in the Board folder prior to the meeting. At the first

reading the Board may consider comments by the public or Board members. If the proposed changes is approved the first reading, it will be receive a second reading at the next regular meeting of the Board. The change will only be amended at the second reading if the proposed amendment receives approval of 2/3rds of the Board members present for the meeting.

The Board is authorized to change existing, or adopt new, Flagstaff Academy policies by following the same procedures used to amend the Bylaws. The Board may, if necessary, declare an emergency and suspend the requirement for two readings of a given policy, and adopt the policy in a single reading.

★ **KEY POINT: Changes to school policies** should be treated in the same fashion as changes to bylaws, with readings and votes at at least two separate meetings unless the Board has declared an emergency and authorized change or adoption on a single reading. Emergency approval should only be used in rare cases where urgency is required and the Board is in agreement that the emergency action is being taken in the best interests of the school.

It is worth noting that any member of the Board or the community may put forward a change to the bylaws or policies. Only the Board, however, may approve the changes or additions.

Reports

As noted above, all Board members generally serve on at least one subcommittee. It is common practice to allow time for reports from each subcommittee at each Board meeting.

Verbal reports are acceptable, however, ideally, committee reports are submitted in writing. Generally, committee reports (except the Administrative Committee Report) should be designated as public and posted publicly on the school's website. This is especially important for reports related to financial matters.

Ideally, written committee reports are also submitted at least several days in advance of the meeting. The intent here is to allow Board members sufficient time to read and review the written reports.

It is a best practice for the President or meeting chair to set deadlines for submitting reports or resolutions that are to be discussed or considered at a meeting.

It is common practice to allow time for a report (verbal or otherwise) from both the Executive Director and the Executive Principal, or their designees.

Consent agenda

Some Boards adopt the usage of a consent agenda (see the resolution adopted by the Board "Regarding the Use of a Consent Agenda" in August, 2014). A consent agenda is simply a mechanism by which meeting efficiency may be improved by approving standard reports, meeting minutes, or the like with a single motion. A motion should be made to approve all items on the consent agenda, and if it passes, all items (e.g. minutes or standard reports) are considered acknowledged and approved.

Key points about the consent agenda:

1. It is assumed that the Board members will have had sufficient time (i.e. at least 24 hours) and opportunity to read and review the items on the consent agenda in advance of the meeting.
2. Any Board member may ask to remove any individual item or all items on the consent agenda for separate, individual review.
3. Agenda items requiring discussion and voting by the Board are not good candidates for the consent agenda.

Executive Session

The Board of Directors is a public body, and, by law, the majority of Board discussions and all decisions/votes should be conducted in open public session. "Executive session" is the term used to describe a private meeting of the Board. There are only very few, very specific exceptions to this rule. The kinds of discussions that the Board can conduct in a private or closed "executive session" are spelled out very clearly in the Open Meetings law. Please refer to a current version of the text of the Open Meetings law -- **Colorado Revised Statutes (C.R.S.) 24-6-402 (4)** -- for an up-to-date list. Here is a summary of the kinds of discussion topics allowed in executive session under C.R.S 24-6-402 (4):

- (a) Real estate transactions ("The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest");
- (b) Conferences with an attorney for the local public body for the purposes of receiving legal advice on specific legal questions;
- (c) Matters required to be kept confidential by federal or state law;
- (d) Security arrangements or investigations;
- (e) Determining positions relative to matters that may be subject to negotiations;
- (f) Personnel matters except if the employee who is the subject of the session has requested an open meeting, or if the personnel matter involves more than one employee, all of the employees have requested an open meeting;
- (g) Consideration of any documents protected by the mandatory nondisclosure provisions of the "Colorado Open Records Act";
- (h) Discussion of individual students where public disclosure would adversely affect the person or persons involved.

★ **KEY POINT: By law, the vast majority of the Board's discussions must take place in public.** *There are only very few, very specific discussion topics that may be conducted in private executive session.* The kinds of discussions that the Board can have in private are specified by state law. Please consult the school's Executive Director or, if necessary, the school's attorney if there are questions about whether or not the Board can discuss a given matter in private.

The exact paragraph in state law which covers the reason for holding the executive session should be referenced on the agenda and in the minutes. Nothing more or less descriptive is legally required. For example, the agenda and minutes can simply reference: "Personnel Matters C.R.S. 24-6-402 (4) (f)". In

this case it is not necessary or advisable to name the employee being discussed unless the employee has requested an open meeting (see below).

There is a protocol for when and how the Board may enter into executive session:

1. No minutes are recorded by the Secretary during an executive session. However, the chair must ensure that an audio recording of the discussion is captured. (The recording must be preserved for 90 days). Prior to voting to enter into executive session, start the recording device
2. The Board needs to vote to enter executive session. Here's a sample motion for this vote:

"Pursuant to section 24-6-402 (4) of the Colorado Revised Statutes, I, [President name], Board President, move that this regular public meeting of the Flagstaff Academy Board of Directors adjourn and, upon affirmative vote of two-thirds of the members present, invite current members of the Board and Executive Director [name of Executive Director] to reconvene in executive session on this date, [date], for the sole purpose of discussing [personnel matters] as authorized by C.R.S. 24-6-402 (4) [(f)]. May I have a second?"

3. The minutes of the regular meeting should show the exact time at which the Board entered into executive session.
4. The chair should then ask those present to state their name and role.
5. The chair should then state the topic of the discussion in detail. For example: "We will now discuss the Executive Director's annual performance review."
6. At the conclusion of the discussion, it is a good practice for the chair to remind the members who participated in the discussion of their obligations under the Governing Board Code of Ethics to keep the contents of a confidential discussion private and confidential.
7. The Board must vote to adjourn the executive session and return to public meeting. This must be done prior to adjourning the public meeting. Here's a sample motion for this vote:

I move that this executive session of the Flagstaff Academy Board of Directors adjourn and, upon affirmative vote of two-thirds of the members present, reconvene our regular public meeting. May I have a second?

8. Stop the recording device.
9. The minutes of the regular meeting should show the exact time at which the Board exited out of executive session. Again: No other notes in the minutes are required for documenting the executive session in minutes beyond a reference to the specific paragraph of state law covering the topic to be discussed, and the start and end times of the session.

The vast majority of executive sessions held by the Board of Directors involve **personnel matters** [C.R.S. 24-6-402 (4) (f)]. It is important to note that the employee or employees who are the subject of the discussion must be notified in advance (state law does not say how far in advance, but providing at least 24 hours notice is a good best practice). The employee(s) then have the option of requesting that the Board's discussion of the matter be conducted in public (again, there is no deadline for a decision specified by state law, but it has been standard practice in recent years to ask the employee for a

decision by noon on the day of the planned discussion). A **sample communication** to an employee is provided in [Appendix E](#).

Here are some important things to know and remember about executive session:

- ★ **KEY POINT: No minutes** are taken during executive session. In lieu of minutes, however, the discussion during executive session **must be recorded** electronically. The audio recording of the discussion must be preserved for 90 days following the date of the meeting. The recording does not need to be shared with anyone and should not be posted publicly -- it is merely being preserved in case of legal intervention.
- ★ **KEY POINT: No votes can be taken** during executive session. The Board may discuss matters during executive session but must exit executive session to take any formal action, vote, or pass resolutions.
- ★ **KEY POINT:** An **employee** who is the subject of a discussion in executive session must be notified in advance and has the right to request that the meeting be conducted in public. If there are multiple employees being discussed then all must request a public session in order for the discussion to be conducted in public. Employees do not have a right to participate in the Board's discussion unless invited in to the discussion by the meeting chair. Put differently: Unless the employee requests an open, public discussion, they may be excluded from the Board's private discussion. The Board should restrict discussion to matters pertaining to the employee(s) who have been notified. Board members should avoid letting the discussion wander to other employees who have not been properly notified that they will be the subject of discussion.
- ★ **KEY POINT:** Any member of the public may be **invited in** to the executive session. It is not uncommon for the Board to invite the Executive Director or Executive Principal in to the session to participate in their discussion. This is, however, never required.
- ★ **KEY POINT: Unauthorized** executive sessions are the hallmark of a poorly functioning Board. In order to avoid this, it is a reasonable good practice for the President or meeting chair to consult with the Executive Director or, if necessary, the school's attorney to ensure that the reasons for meeting in executive session are appropriate and lawful.
- ★ **KEY POINT: Frequent** executive sessions are another hallmark of a poorly functioning Board. The Board should not need to meet frequently in executive session. Out of roughly 14 scheduled meetings, it is unusual for the Board to need more than 3-4 executive sessions.

Adjournment

The Board must vote to adjourn the meeting. Here's a sample motion: *"I move to adjourn the meeting. May I have a second?"*

The date and time of adjournment should be recorded in the minutes.

- ★ **KEY POINT: Following adjournment**, Board members should avoid continuing any discussions of school business as a group. Remember: More than 2 members of the Board discussing any school matters constitutes a meeting of the Board which must be properly noticed in advance.

6. Elections

This section covers several topics related to elections, including:

1. The process for electing new Board members;
2. The process for electing Board officers;
3. The process for determining Board subcommittee assignments.

Electing new Board members

The process for electing new Board members is covered in some detail in the Flagstaff Academy bylaws -- see section 6: "Elections".

Elections committee

The elections process is run by an *ad hoc* Elections Committee. The chair of the Elections Committee is normally the Board Vice President (unless the Vice President is a candidate for re-election, in which case the Board should assign a different member to chair the committee). The reason for this is that the Vice President is often considered a leading candidate for the role of President, and is therefore naturally invested in wanting to ensure that the elections process is smooth and elects Board members who will be strong contributors.

The committee traditionally consists of three (3) people: The chair (who must be a member of the Board), and two other members of the community (who are not Board members). The chair usually selects the other members on the committee. The non-Board members of the committee can be any member of the community who are respectable and in good standing. Per bylaws there can be more members on the committee, but historically it has been a very small committee. The reason for this is that the bulk of the work of the committee has, historically, been communications to membership which are handled by the chair. The other members of the committee primarily help with ballot counting (which usually amounts to a couple of hours of volunteer work on one evening in May).

The job of the committee is to:

- Create and distribute an application for the Board of Directors;
- Establish a timetable for the elections process;
- Review and publish information about the election process, including deadlines, rules, and requirements;
- Work with the Director of Communications to approve any emails or other information communicated to the membership regarding elections;
- Lead the Candidate Forum;

- Review the process for ballot collection;
- Count ballots; and
- Communicate results to the Board.

Elections timetable

Board elections must adhere to a timetable which is roughly outlined in the bylaws. Working backwards through the key dates is helpful:

- Election results are confirmed and Board members are appointed to their roles at the end of the school year, usually at the end of current Board's last meeting in June.
 - The elections are generally held in May. The bylaws state that the results of the election should be confirmed "at the first Board meeting following the conclusion of the election". Again, this means that the dates for the election itself should normally fall in mid-May, so that results can be confirmed and new members welcomed at the end of the June meeting, which is normally the final Board meeting of the school year..
 - Candidates must be given at least two weeks to campaign among membership. Again, this means the dates for the election are set in mid-May -- following the date of the May Board meeting, and before the date of the June Board meeting.
 - Candidates are invited and encouraged to come and speak publicly to membership about their motivations and qualifications for being on the Board at a special "Candidate Forum". The Board is required to hold a "Candidate Forum" (a.k.a. "Candidate Night") per the bylaws. The Candidate Forum traditionally follows the Annual Meeting (a.k.a. "State of the School") presentation, which is normally scheduled for late April
 - A ballot of candidates "shall be prepared by 5:00 p.m. on the Friday before Spring Break."
 - The Elections Committee "shall solicit nominations from the membership for candidates for the Board." No firm date or timetable is given for this, but best practice and tradition dictate that the Elections Committee should communicate this solicitation to membership at least two weeks prior to the date by which the ballot of candidates needs to be prepared. This means early March is the normal starting time for elections cycle communications.
 - In the December/January interim Board evaluation, the Board should discuss any necessary or desired skills for Board positions to be filled in the next election.
- ★ **KEY POINT:** Working backwards, it becomes clear that the Board's **February** meeting is the right time for the Board to stand up the Elections Committee and begin discussions and preparations for the elections.

Since 2014, detailed timetables have been created by the Board as tools to ensure compliance with the rules in the bylaws and to help with scheduling communications. Search for "elections timetable" in the Board's Google Docs folder, or look in "Master BOD Folder / BOD Special Documents / Elections". A

sample elections timetable from 2016 is included as [Appendix F](#).

Application for the Board of Directors

The Elections Committee must prepare and distribute an application for the Board of Directors to prospective candidates. Generally, the chair or the committee simply modifies the form that has been used for the past several years. (Search for “board of directors application” in the Board’s Google Docs folder, or look in “Master BOD Folder / BOD Special Documents / Elections”).

The application generally asks candidates to provide some information about their background, qualifications, reasons for being at Flagstaff Academy, their motivations for wanting to serve on the Board, and what they hope to accomplish while on the Board.

Elections communications with membership

The bulk of the work of the Elections Committee is communications, which is normally handled by the chair. The timetable (referenced above) is an essential tool in this effort. The committee is responsible for notifying membership about the upcoming elections and soliciting applications -- this usually happens in March. Thereafter, the timetable usually provides that regular reminders go out to membership on a weekly or bi-weekly cadence. Special newsletters (“Board Blasts”) can be used to communicate essential or timely information to membership.

- ★ **KEY POINT: Everyone can vote.** It is important that the Elections Committee communications include a reminder that all adult members of the community -- including parents, guardians, teachers, staff, and administrators -- are eligible and encouraged to vote for members of the Board.

Elections communications with candidates

The chair should also communicate the following to the candidates upon (or prior to) acceptance of an application:

- Candidates should be sent a copy of the bylaws and the Governing Board Code of Ethics and asked if they feel they will be able to abide by, adhere to, and uphold the principles and restrictions identified in these documents.
- Candidates should be asked if they have any conflict of interest in serving on the Board -- an example of a conflict would be if they are married to an employee of the school, or if they have financial relationships with the school as a vendor or contractor.
- Candidates should be made aware that service on the Board of Directors is for a three year term, that Board members generally spend 8-10 hours per month working on Board matters or in meetings, and that Board members all serve on at least one other committee.
- Candidates should be informed that they are allowed to campaign among the membership. These campaigns may not make use of school email lists, school phone lists, or school resources.

Campaign activities may not interfere with school operations -- e.g. Driveline. Campaigns should remain civil and avoid any unprofessional statements about other candidates or members of the school community (per the guidance outlined in the Code of Ethics).

- Candidates should be encouraged to attend Board meetings.
- Candidates should be informed of the Board calendar, especially with regards to the date and time of the Candidate Forum, the final meeting of the year (when election results are confirmed and they would be appointed to the Board), and of the Board's retreat/workshop if that has already been planned. It is important -- but not required -- that candidates are able to attend these events.

Candidate forum

The Candidate Form (a.k.a. "Candidate Night") is required by our bylaws. This is a public meeting of the Board, and in recent years has been scheduled to occur after the Annual Meeting (a.k.a. "State of the School") and on the same night. It is a chance for the candidates to introduce themselves to membership, and speak briefly to their qualifications and motivations for wanting to serve on the Board of Directors.

The chair of the Elections Committee (normally the Vice President) generally presides over the Candidate Forum. The format for the event is normally as follows:

1. The Annual Meeting is concluded.
2. The Elections Committee chair begins the Candidate Forum by introducing the candidates to the assembly.
3. Each candidate, in turn, is invited to speak briefly (usually 3-5 minutes) to their qualifications and motivations for being on the Board.
4. Board members in attendance are invited to ask questions of the candidates. Each candidate is allowed to answer each question. Usually the order of candidates is rotated with each question (so that the same candidate isn't always either first or last).
5. Members of the public are invited to ask questions.
6. The Candidate Forum is concluded and the meeting adjourned.

Sample questions that are often asked include:

- How would you handle a situation where you were voting on an issue that would benefit the school as a whole but might be unfavorable for your own children? Have you been in a similar situation before?
- The Board must speak with "one voice" once a decision has been made. Would you be able to adhere to this rule? Talk about a time when you were in the minority on a decision and had to support the decision publicly.

- What issue or challenge is Flagstaff Academy facing that you are most passionate about?
- What is Flagstaff Academy doing right?
- It can be said that charter schools are “parent envisioned, parent supported, but professionally run”. What does this statement mean to you? Do you agree with it?

Ballots and the ballot collection process

The bylaws provide for either paper or electronic ballots. In recent years elections at Flagstaff Academy have been conducted using paper ballots.

Ballots are generally very simple in style and format, and should be available via Friday folders, online, and at the front desk. Ballots should list the names of the candidates running for the Board, and indicate the maximum number of selections that can be made on the form.

Ballot collection is generally conducted by the Flagstaff Academy business office staff:

- Ballots are accepted at the front desk or during afternoon Driveline (morning Driveline does not generally allow enough time for staff to safely stop and collect ballots).
- Ballots received are placed in a lockbox.
- Ballots are *not* accepted from students on behalf of their parents. Ballots should not be submitted with identifying marks (e.g. name or Driveline number) on them.
- Ballots printed by members at home should be accepted.
- In recent years the process has included a request for the name or Driveline number of the person submitted the ballot -- this information is recorded separately from the ballot itself on a list maintained by the business office staff in order to help ensure a maximum of 2 ballots per household and avoid large-scale fraud (i.e. dozens of ballots submitted by one family).

Once the period designated for submitting ballots is finished, the Elections Committee meets (normally at the school) to count ballots. If the committee has at least three members, the recommended process for this is:

1. The committee elects a secretary to record votes. The chair may also fill the role of secretary.
2. The lockbox containing the ballots is opened.
3. One member of the committee is designated as the first reviewer, and is charged with taking each ballot and stating, out loud, the names of the candidates who received votes. If the first reviewer thinks that the ballot may be invalid, he or she should put the ballot aside for later review.
4. The secretary records the votes.
5. The final member of the committee, designated the second reviewer, takes the ballot and verifies that the names and the votes recorded match.

6. After all valid ballots have been counted, the committee should review and discuss potentially invalid ballots. Ballots are most often deemed invalid because they contain some identifying information (e.g. name or Driveline number).
7. The committee should tally votes to determine the winners.
8. The committee chair should communicate the results to a) the Board President, b) the winning candidates, c) the losing candidates, d) the full Board and the Executive Director.

After the candidates and Board have been notified, the committee should communicate the results to membership in a timely fashion.

Confirmation of election results

- ★ **KEY POINT:** Election results are not final until confirmed by the Board. The current Board must vote to confirm the results of the election at a public meeting at which a quorum is in attendance. Candidates do not assume the duties and responsibilities of Board members until the election results are confirmed.

Traditionally, the Board votes to confirm the election results as one of the very last items of business on the agenda of the last meeting of the school year (usually in June). The bulk of the meeting is normally devoted to the sitting Board's efforts to finish up business for the year -- e.g. this often includes approval of a final budget, voting to retain the Executive Director, etc.

Transfer of power

The Board has effected a peaceful transfer of power every year since the start of the school's operations in 2005. This generally takes the following form:

- The Elections Committee chair presents the results of the election to the rest of the Board and allows for discussion;
 - The Board votes to certify and adopt the election results;
 - The Board says thanks and goodbye to outgoing members. Outgoing members are permitted to say a brief goodbye and offer any final pieces of advice;
 - If necessary, the chairpersonship of the meeting is transferred from an outgoing member to a current member (e.g. from the outgoing President to the sitting Vice President). This is a simple vote -- e.g. "*I move to transfer the chair to NAME, the current Vice President. May I have a second? All in favor please say 'aye'...*".
 - New members and members continuing their term should sign the Governing Board Code of Ethics.
- ★ **KEY POINT:** All members of the Board of Directors are **required to sign** the Code of Ethics annually. New members should sign before they begin their service.

- New members of the Board are welcomed into the table, at which point they are officially members of the Flagstaff Academy Board of Directors and assume their duties and responsibilities.
- The chair leads the Board through officer elections (see below).

Electing Board officers

Note: The following process for electing Board officers was adopted by resolution of the Board at its June 9, 2015 meeting in an effort to provide a framework around the officer elections process. The process may be altered at any time as necessary to suit the needs of the Board.

Per Flagstaff Academy bylaws (section 5.1: "Election of Officers"), the Board of Directors is empowered to **elect its own officers**: *"The Board of Directors shall elect officers from the Board to serve as President, Vice President, Treasurer, and Secretary. Election of officers shall occur at the first regular Board meeting following the general election."*

After new Board members are welcomed and have signed the Governing Board Code of Ethics, the Board should proceed to elect its officers for the coming school year. Although officers are normally elected only once each year, the process outlined in this section of the Handbook may be used at any time if an election of officers becomes necessary.

Guidelines and best practices

- All sitting Board members are eligible for all positions regardless of their current role or tenure.
- All sitting Board members are eligible to vote.
- Votes should be taken and, if necessary, re-taken until all positions are filled.
- Outgoing Board members or members of the community may be invited by any Board member to participate in the nominations process and in discussions, but only current sitting Board members may vote.

Elections process

The chair during the entire nominations and elections process will be the current Board President unless the President is an outgoing member, in which case the chair shall be the next most senior Director (by rank, then tenure) on the Board who is not an outgoing member.

The secretary during the entire nominations and elections process will be the current Board Secretary, or another member of the Board appointed by the President if the Secretary is an outgoing member.

The officer election process is as follows:

1. Board officer roles should be elected by rank, in the following order:
 - a. President
 - b. Vice President
 - c. Treasurer
 - d. Secretary
2. As each officer role comes up for nomination, the chair will read the description of the role as stated in the Flagstaff Academy bylaws (Section 5).
3. The chair will then request nominations for each officer position in turn. Board members may nominate themselves or any other member of the Board for any officer role. Members may briefly speak to the qualifications of themselves or the member they are nominating (1 minute).
4. The chair will ask each of the nominees if they are willing to accept the nomination and perform the duties of the position if elected. Nominees may decline to serve and have their names removed from consideration as nominees for that role.
5. Should there only be a **single nominee** for an officer role then the chair should move or ask for a motion to appoint the nominee to that role:
 - a. MOTION: *"I move to appoint NAME to the role of ROLE. May I have a second? All in favor please say 'aye'..."*.
 - b. Since there is only a single nominee for the role, the chair should then state their intention to call for a voice vote to confirm the election of the sole nominee. At this point any Board member may request that the vote be taken by secret ballot.
 - c. Call the a voice vote: "All in favor of NAME assuming the role of ROLE say 'Aye'. All opposed say 'Nay'". Alternatively, the vote may be conducted by secret ballot at the request of any member of the Board (see below regarding rules governing secret ballots).
 - d. Should the vote fail the chair should allow Board discussion (2 minutes per member) and then request that nominations be made again and the vote be re-taken. (If more than one member is nominated at this point, move to the following section).
6. Should there be **more than one nominee** for an officer role then the chair should move or ask for a motion to appoint the winner of a vote conducted by secret ballot to that role. Note that secret ballots are generally prohibited by law, except in this specific case per C.R.S. 26-6-402 2.d.IV ("Notwithstanding any other provision of this section, a vote to elect leadership of a state or local public body by that same public body may be taken by secret ballot...").
 - a. MOTION: *"I move to appoint the winner of a vote conducted by secret ballot to the role of ROLE. May I have a second?"*
 - b. The chair will permit each person nominated to speak briefly (up to 2 minutes) about their qualifications and motivations for the role.

- c. Two members of the Board should count the ballots together. This should normally be the chair and the current Board Secretary unless the chair or the secretary have accepted a nomination for the role under discussion, in which case the next most senior member(s) -- by current rank then tenure -- shall preside over counting.
 - d. If the voting results in a tie, the chair may allow Board discussion (2 minutes per member) and then request that the vote be re-taken. This process should be repeated until the tie is broken.
 - e. If there is a clear winner then the most senior member of the counting team should announce the winner.
7. Should there be no nominees for an officer role, then the Board President (or chair if the Board has not yet elected a President) may recommend the appointment of a Board member to the role, subject to the willing acceptance of the member nominated. The Board should vote on the nominee as per the process outlined above for handling a single nominee.
 8. Results of the officer election shall be stated for the record by the chair or the secretary and recorded by the secretary in the minutes: "NAME has been elected as our new ROLE". The Board will proceed to consideration of the next officer role (see step 5, above).
 9. Once all officer roles have been filled, all members of the Board should sign the Governing Board Code of Ethics. The new Board President should then countersign each document in turn.

Communicating election results

The Board President should work with Administration to send out a newsletter (Board Blast) within one week of the meeting at which new roles and committee assignments are decided.

The Board President should also work with Administration to get brief biographies and photos from Board members and ensure they are posted on the website within one or two weeks after the meeting at which new roles and committee assignments are decided.

On-boarding new members

On-boarding of new Board members is a team effort, and it should begin as early as possible. Current members of the Board should be willing to be available to meet with new members to help them get up-to-speed on current issues and challenges being faced by the Board and school, and also to help familiarize new members with standard and best practices.

- ★ **KEY POINT:** New Board members should be **given a copy of this handbook** and encourage to read the entire document as soon as possible -- before the first meeting of the Board in the fall if at all possible.

In addition to this handbook, other resources are available for Board members to learn about their new role:

- Ideally, time should be devoted to on-boarding activities at Board's annual workshop/retreat.
- Ideally, portions of this handbook should be reviewed by the full Board on a regular basis during the course of the calendar year.
- Online training is available from the Colorado Department of Education (CDE) for charter school board members At <http://onlinelearning.enetcolorado.org/> (search for "Charter School Board Training Modules"). A list of available training modules is included at Appendix I.

7. Committees

Board members normally serve on one or more subcommittees each year. Note that Board committees are discussed and bound by restrictions in the bylaws (see Section 8: Committees).

Guidelines and best practices

- Every Board member is expected to serve on at least one committee.
 - A Board member may serve on multiple committees.
 - No more than two Board members may serve on any one committee.
 - Best practice for standing committees is to have two members participating.
 - Best practice is for the President to only serve on the Administrator Committee, given the scope and responsibility of his or her other duties.
 - Best practice is for the Vice President to serve on the Administrator Committee. The Vice President is also normally the chair of the Elections Committee.
 - The Board may alter committee assignments at any time by mutual agreement.
- ★ **KEY POINT:** Board members should commit to **servng on at least one committee**. Directors may serve on more than one committee, and more than one Board member may serve on the same committee -- indeed, this is often beneficial for reasons of continuity. However, no more than two Board members may serve on a committee since this would, in most cases, be a violation of **Open Meetings** laws.
- ★ **KEY POINT:** As of the 2014-2015 school year, all members of Board committees or subcommittees (whether they are Board members, members of the school community, or members of the public) are required to sign and abide by the provisions of the Governing Board **Code of Ethics**.

Here's a table listing current committees, required Board members and roles:

Committee	Type	Required Board member(s) and roles
Finance	Standing	Treasurer (Chair)
Facilities	Standing	Any (Chair)
Administrator	Standing	President (Chair), Any (but typically Vice President)
School Accountability (SAC)	Standing	Any (Liaison)
Administrator Hiring (AHC)	Ad-hoc	President (Chair), Any other
Policy and Governance	Ad-hoc	Any
Parent-Teacher Organization (PTO)	Ad-hoc	Any (Liaison)

Standing committees

There are several standing committees of the Board, per the bylaws (Section 8). Per bylaws: “Standing committees shall be responsible for gathering information, exploring options, reporting on progress toward meeting goals, and bringing recommendations to the Board of Directors for discussion and action.”

The Finance, Facilities, and Administrator committees are all required to be chaired by Board members. The SAC is required to have at least one Board member on the committee. The standing committee are as follows:

- **Finance:** “The Finance Committee shall be a standing committee responsible for developing and submitting an annual balanced budget to the Board for approval. Membership of the finance committee shall consist of at least the Board Treasurer (as Chair) and the school’s Executive Director (or his or her delegate).”
- **Facilities:** “The Facilities Committee shall be a standing committee responsible for ensuring the school facility is properly maintained. The Facilities Committee will be chaired by a Board Member and will be comprised of at least the Chair, the Executive Director (and his or her delegate) and a representative from the Building Corporation.”
- **Administrator Committee:** “The Administrator Committee shall be a standing committee responsible for direct oversight of the Executive Director and indirect oversight of the Executive Principal. The Administrator Committee will be responsible for holding performance evaluations with the Executive Director a minimum of twice each school year. The Administrator Committee will consist of the President of the Board, and one additional member of the Board (usually the Vice President). The Executive Director and Executive Principal (or their delegates) shall be invited to participate in the meetings of the Administrator Committee at least once every month during the school year. In addition, both the Executive Director and the Executive Principal (or their delegates) shall be invited to attend all regular Board meetings and provide reports on their respective areas of control.”
- **School Advisory Committee (SAC):** The SAC requires a Board member as a committee member and liaison to the Board. It is not ideal for the Board’s SAC representative to also serve as chair -- another member should take on the role of chair. “The School Accountability Committee shall be responsible for the following tasks: 1 To make recommendations for assessment of the educational program, student achievement, and staff, parent and student satisfaction; 2 To make recommendations for establishing goals and a plan for improvement based on the needs assessment and consistent with the mission and goals of the school; 3 To monitor the progress made toward meeting the improvement goals; 4 To solicit input from staff, parents, and students during all phases of assessment, plan development, implementation and evaluation; and 5 To submit an annual report to the Board and the District, and make it available to the public.”

Ad-hoc committees

Ad-hoc committees are not specified in the bylaws -- with one exception: The Administrator Hiring Committee). Ad-hoc committees are established as need arises.

- **Administrator Hiring Committee (AHC):** The AHC is established whenever there is a vacancy in the roles of Executive Director or Executive Principal. Per bylaws: "The Ad Hoc Administrator Hiring Committee will facilitate a recruitment and selection process for the new Executive Director or Executive Principal and make a recommendation of a list of final candidates to the Board of Directors. The Board of Directors will then select the new Executive Director or Chief Academic Officer from the list of final candidates."
- **Policy:** The Policy and Governance Committee is a long-term ad-hoc committee established to ensure that the school's policies and procedure documents are current and in line with district, local, state, and federal policies and laws. The Board usually assigns at least one member to this committee, who does not need to be chair.
- **Parent-Teacher Organization (PTO):** The PTO is not, technically, a committee of the Board. However, the Board has historically designated one of its members as liaison to the PTO. The Board liaison to the PTO attends both PTO Executive Board and PTO General Session meetings, and provides reports back to the Board.

Assignment process

The process for determining committee assignments is generally more casual and flexible than that for determining officer roles. The goal for the Board should be to have members assigned to committees for which they are most interested and/or qualified.

The Board President should serve as chair during the nominations and elections process for committee roles. The secretary during the nominations and elections process should be the Board Secretary.

The general process for electing Board members to serve on committees will be the same as for electing Board officers. Usually the appointment of committee representatives is not contentious, but if more than one member is interested in a chair or if more than two members are interested in serving on a single committee then the Board should conduct a vote as per the process outlined above for electing Board officers.

Committee membership will be decided in the following order:

1. **Finance** (standing): Chair is Board Treasurer per bylaws; request nominations for second member (strongly encouraged).
2. **Administrator** (standing): Chair is Board President per bylaws; request nominations for second member (required; traditionally the Vice President, but any director may serve).
3. **Facilities** (standing): Chair is any Board member; request nominations for second member (optional).

4. **School Accountability Committee (SAC)** (standing): Request nominations for Board liaison; request nominations for second member (encouraged).
5. **Policy** (ad-hoc): Request nominations for chair or Board liaison; request nominations for second member (optional).
6. **PTO** (liaison): Request nominations for Board liaison; request nominations for second member (optional).
7. Other standing or ad-hoc committees as necessary.

8. Board Practices

Annual retreat and goal-setting workshop

Traditionally, the Board holds an annual retreat and/or goal-setting workshop either in June or in August. Both the Executive Director and the Executive Principal (or their delegates) should be invited to this meeting. The main goals for this meeting are to:

- Help on-board new Board members (a discussion of this handbook may be helpful!).
- Discuss Board working agreements and practices.
- Conduct a Board self-evaluation (CSSI Standard 9, “mistakes and best practices” in Appendix H).
- Review the goals of the Strategic Plan.
- Identify goals for the Board and Board committees.
- Identify goals for the Executive Director and Executive Principal.
- Allow Board members to meet and get to know each other as a group before their first regular business meeting.

★ **KEY POINT:** This retreat/workshop/dinner is a Board meeting, and per the Open Meeting laws it **must be properly noticed**. Minutes from the meeting should be recorded as they would for any other meeting.

Annual Meeting

Per bylaws, the Board is required to hold an “Annual Meeting” (a.k.a. “State of the School”) at which the Board reports to membership on the state of finances, operations, academics, and the Board and school’s accomplishments for the year.

The agenda for the annual meeting is usually straightforward: Requisite opening ceremonies are followed by a presentation by the President, Treasurer, Executive Director, and Executive Principal on the “state of the school”. The Annual Meeting is normally followed by the Candidate Forum.

★ **KEY POINT:** The Annual Meeting is a Board meeting, and per the Open Meeting laws it must be properly noticed. Minutes from the meeting should be recorded as they would for any other meeting. In the case of the Annual Meeting, the minutes can often simply be the slide deck or presentation shared with membership.

Board self-evaluation

★ **KEY POINT:** It is considered best practice for the Board to set goals, and then conduct a self-evaluation at least one each year.

Starting in 2014, the Board began to utilize self-evaluation criteria provided by the Colorado Department of Education’s (CDE) Charter School Support Initiative (CSSI). The CSSI identifies standards that can be

used to evaluate the performance of a charter school. **CSSI Standard 9** is specifically aimed at charter school governance, and the Board has adopted these standards as a target for its own self evaluation.

Board members should familiarize themselves with CSSI Standard 9:

<http://www.charterschooltools.org/tools/coloradoStandards.pdf>

Another excellent tool for the Board to use in its self evaluation can be found in Appendix H: “Mistakes and Best Practices of Governing Boards”. Reviewing this list of mistakes and best practices is good review for the Board on a regular basis can form the foundation of a quick and effective self-evaluation by the Board.

Board Training

In addition to reviewing this Board of Directors Handbook annually, directors should take additional training as required based on their respective roles and the issues before the Board. Online training is available from the Colorado Department of Education (CDE) for charter school board members at <http://onlinelearning.enetcolorado.org/> (search for “Charter School Board Training Modules”). A summary of available trainings is included as Appendix I.

Board communications

Internal communications

- ★ **KEY POINT:** The majority of communications among Board members about the school should take place in open, public session during Board meetings.

Internally, Board members can communicate with each other individually by phone or by email. It is a good idea for the Board President and Vice President to obtain the phone numbers for all other Board members.

Board members are provided with school email accounts (e.g. jsmith@flagstaffacademy.org). The school uses Google/Gmail accounts for this purpose.

As noted above, under the “Meetings” section, Board members should be careful with email. Direct, one-to-one email between Board members is fine and proper because it falls under the two-person limit. But an email from a Board member to the entire Board (or even to more than one other Board member) is potentially subject to the restrictions of the Open Meetings law. Note that it is considered normal and acceptable practice for the President or another officer of the Board to email the entire Board for the purposes of determining or changing meeting dates and time, and for requesting information from the Board. But individual Board members should reply to such requests for information individually, and directly back to the person who made the request to the group (i.e. do not “reply-all”). Decisions or discussions about school business should not happen via group email.

Communications with administration and staff

Board members may, of course, contact members of the administration and staff directly. It is considered best practice for this communication to go through the Board President and the Executive Director when possible. For example, if the Vice President needs to send a newsletter during Elections season, he or she should copy the Executive Director (and perhaps the President) on any communication with the Communications Coordinator.

- ★ **KEY POINT:** Work through or with the consent of the Executive Director whenever possible. The Executive Director is the sole employee of the Board. None of the other staff and teachers at the school report to the Board, so Board members should be careful about communications with staff or teachers that do not include the Executive Director.

- ★ **KEY POINT:** Use your personal email for personal communications. It is strongly recommended that Board members do not use their Flagstaff Academy-provided Board email account for communications with their child's teacher(s). Please use a personal email address for this. Using your Flagstaff Academy email account for communications with your child's teacher(s) is a constant reminder to the teacher that you are a Board member and potentially in a position of influence and power. The Governing Board Code of Ethics specifically requires Board members to "Be aware of the implications of their role and how it affects their relationships with other school community members."

Communicating with membership

Board members are encouraged to communicate with members of the Flagstaff Academy community, with the caveat that Board members must always strive to comply with the letter and spirit of Governing Board Code of Ethics. It is important to remember that Board members must not represent themselves as speaking for the Board -- indeed, it is a good practice for Board members to get into the habit of saying, explicitly, "of course, I do not speak for the Board". Board members should also not disclose confidential information, especially as it relates to staff performance or student matters. Additionally, the Code of Ethics prohibits Board members from making unprofessional remarks about other members of the school community (including students, parents, guardians, staff, administrators, and other Board members).

- ★ **KEY POINT:** When talking with other members of the Flagstaff Academy community, or the public, have **both the letter and spirit of the Code of Ethics** firmly in mind at all times!

The Board as a whole should strive to keep membership informed about its activities. One good way to do this is for the Board -- usually via the President -- to make good use of special newsletter updates ("Board Blasts") prior to or immediately following meetings. The Board should also make use of the weekly newsletter ("Dragon Weekly") to keep membership informed of upcoming meetings and important issues coming before the Board.

Communications from membership

From time to time the Board will receive communications from members of the school community. Emails sent to "board@flagstaffacademy.org" will reach all members of the Board. In general, this kind of communication should be encouraged, with a caveat that members should also always be encouraged to communicate using the school's Communication Pathways (as outlined in the Family Handbook).

In general, it is considered best practice for the Board President to respond to communications directed at the entire Board. The Board President should use his or her discretion as to whether or not to include the Executive Director in his or her reply.

Communications with the public

The Board President should work with the Executive Director, the school's Communication Coordinator, and, potentially, with the school's legal counsel in any communications with the public.

Use of Google Docs

Several years ago the Board adopted the use of Google Docs as a means to share information in an efficient, effective, and environmentally friendly way.

Board members are provided with school email accounts (e.g. jsmith@flagstaffacademy.org). These accounts are also Google Accounts, and allow Board members to access the school's Google Drive.

Google Drive Folders

Board documents are stored in Google Drive. All Board members should be able to login to Google using their Flagstaff Academy account. After logging in, members should have access to the "Master BOD Folder". Inside the Master BOD Folder you'll find folders for individual meetings (by year, then month and day) and the "BOD Special Documents" folders.

A folder inside "Master BOD Folder" is created for each meeting -- e.g. "BoD 2016_05_09". Inside this folder, two separate folders are created:

- Public folder: "2016_05_09 BoD Public Documents"
- Private folder: "2016_05_09 BoD Private Documents"

The public folder is the place to put most Board meeting documents. Documents placed in the public folder are intended to be published on the school's website. The private folder is the place to put documents such as draft minutes and confidential reports (e.g. the Administrator Committee report).

The "BOD Special Documents" folder contains additional information, such as Communications (find Board Blast newsletters here), Elections, and Training materials.

KEY POINT: Understand “sharing” settings. It is important for Board members to understand that they are responsible for controlling sensitive information. By default, the Board folders are not open to the public, but are accessible by more members of the community than just the Board (e.g. many business office and academic leadership staff have access). Sensitive documents should only be shared with specific individuals. This can be controlled on a document-by-document basis by modifying “sharing” settings.

Appendix A: Flagstaff Academy Bylaws

Flagstaff Academy's bylaws can be found on the school's website, under the Board of Director's page:

<http://www.flagstaffacademy.org/board-of-directors>

The school's Executive Director and/or the Board President should be able to provide a current copy of the school's bylaws upon request.

It is expected that Board members will read and familiarize themselves with the school's bylaws.

Appendix B: Governing Board and Board Committee Code of Ethics

Flagstaff Academy
2040 Miller Drive, Longmont CO 80501

Flagstaff Academy Governing Board and Board Committee Code of Ethics

Revised August 4, 2015

1. Serve the children, staff, and parents of Flagstaff Academy in accordance with the Charter, Mission, Bylaws, Contract, Policy Governance, and any other governing documents approved by the board in an effort to have all decisions made for the best interest of the children and Flagstaff Academy.
2. Abide by and support majority decisions of the board or board committee -- "one voice" rule. Right of dissent is accommodated by recording strong dissent in meeting minutes, as requested. If a member cannot support the decision, the member must resign.
3. Not attempt to exercise their authority over the school or speak for the board or board committee except to repeat explicitly stated board or board committee decisions or when authorized by the board or board committee to do so.
4. Regularly attend meetings. As measured by each election year, board or board committee members will not miss more than four (4) consecutive meetings or six (6) meetings in any twelve month period without prior board or board committee approval.
5. Individual members cannot act as the board or board committee unless specifically authorized by the board or board committee.
6. Follow Flagstaff Academy's communication and conflict resolution policies.
7. Be aware of the implications of their role and how it affects their relationships with other school community members.
8. Not discuss the confidential business of the board or board committee outside of board or board committee meetings.
9. Not discuss information identified by the board or board committee as confidential staff performance information (e.g. survey results data, performance data, information regarding disciplinary or employment actions, etc.) outside of an executive session of a board meeting or a private session of a board committee meeting.
10. Not use the school or any part of the school program for their own economic advantage or for the advantage of their friends.
11. Excuse themselves from the deliberation and vote of an issue in which they have an unavoidable conflict of interest.

12. Respect the opinion of others and make no unprofessional remarks, in or out of board or board committee meetings, about other members of the school community.
13. Carefully read all information and ask critical questions so that they are fully informed about issues facing the board or board committee. They will also carefully examine all sides of issues before making decisions.

I, the undersigned, hereby agree to the terms and conditions of the Flagstaff Academy Governing Board and Board Committee Code of Ethics ("Code of Ethics"). I further acknowledge that any failure on my part to strictly adhere to the Code of Ethics may result in my removal from the board or board committee.

Board or Board Committee Member Name (printed)

Board or Board Committee Member (signature)

Date

Board President or Board Committee Chair (printed)

Board President or Board Committee Chair (signature)

Date

Revision history:

Adopted June 8, 2005
Revised June 3, 2014
Revised August 4, 2015

Appendix C: Sample Resolution Regarding the Official Public Posting Location for Agendas



Flagstaff Academy
2040 Miller Drive, Longmont CO 80501

RESOLUTION OF THE FLAGSTAFF ACADEMY BOARD OF DIRECTORS REGARDING THE OFFICIAL PUBLIC POSTING LOCATION FOR BOARD MEETING NOTICES AND AGENDAS

WHEREAS, Flagstaff Academy, Inc. (the “School”) is a Colorado nonprofit corporation and charter school; and

WHEREAS, the Flagstaff Academy Board of Directors (“the Board”) wishes to keep its membership informed about the time and place of all public Board meetings; and

WHEREAS, the Colorado Open Meetings Law as specified in Colorado Revised Statutes 24-6-402 (2) (c) requires that the Board’s public place(s) of posting meeting notices be “designated annually at the local public body’s first regular meeting of each calendar year”;

NOW, THEREFORE, BE IT RESOLVED, that the Board designates the display case (also known as the kiosk) located outside the main entrance of the school located at 2040 Miller Drive, Longmont, Colorado, 80501 as the public place for posting Board meeting notices.

We, the undersigned, hereby certify that the foregoing Resolution was duly adopted by the Flagstaff Academy Board of Directors at a properly noticed open meeting held on **January 5, 2016**, at which a

quorum was present. We further certify that this meeting was the first regular meeting of the 2016 calendar year.

NAME, President

NAME, Secretary

Date

Date

Appendix D: Sample Meeting Agenda

A link to a sample agenda in editable (Google Docs) format:

<https://docs.google.com/spreadsheets/d/1TouOkE8HaNhwGnl8j16ljZuaT9DpAUwPX1O8uTdv8DU/edit#gid=0>

A link to a finalized agenda in PDF format:

<https://drive.google.com/file/d/0Bwxt7SGc7rn3dTB5NmlZb2c0Z1k/view>

Appendix E: Sample Notice of Executive Session

The following is an example of an email or letter that should be sent to an employee or member of the staff notifying them that they will be the subject of executive session:

To: NAME, Executive Director
Subject: "BOD: Notice of executive session on 5/9"

Dear NAME:

I want to notify you that you will be the subject of discussion during an executive session at the next Flagstaff Academy Board of Directors meeting on May 9th, 2016.

The Board will be discussing your performance and your annual performance evaluation. We will brief you on this tomorrow (5/6) via the Administrator Committee.

You may be invited in to the first part of the executive session to provide Board members a chance to ask questions.

Per the Colorado Revised Statutes [C.R.S. 24-6-402 (4) (f)] the Board's discussion will be conducted in private. If, however, you request the meeting to be conducted in public, then our discussion would become public record. Please let me know if you would like the discussion to be conducted in public. If I do not hear from you by noon on Monday, 5/9/2016, I will assume that you do not wish the meeting to be conducted in public.

Please let me know if you have any questions.

Thanks!

SENDER_NAME

Appendix F: Sample Elections Timetable

Timetable for 2016 Board of Directors Elections

Date	Event
March 4	Announcements about BOD openings sent to membership in Friday Folders, via the Dragon Weekly, BOD web page, Flagstaff Academy Facebook Group, LED Marquee. Applications accepted through deadline.
March 7	Draft of special Board Blast from the Elections Committee and draft agenda for Annual Meeting and Candidates Forum sent to BOD President, ED, and Director of Communications for review and preparation.
March 9	Special Board Blast from the Elections Committee sent to membership with reminder about application deadline, notification about the Annual Meeting and Candidates Forum.
March 11	Agenda for Annual Meeting and Candidates Forum posted at school and reminder about application deadline included in Dragon Weekly and Friday Folders.
March 18 & 25	Reminder about application deadline sent to membership via the Dragon Weekly, Friday Folders and Facebook
April 1	Application deadline for BOD openings (by 5:00PM).
April 1	Notice in Dragon Weekly and Friday Folders sent to membership that candidate applications will be available for review online beginning on April 4, along with a reminder about the Annual Meeting and Candidates Forum.
April 4	Candidate applications posted on school website.
April 15	Notice in Dragon Weekly and Friday Folders sent to membership that candidate applications are available for review online, with information about elections dates.
April 19	Annual Meeting (6:30PM) and Candidate Forum (7:30PM).
April 20	Send notice to candidates about Board member responsibilities (bylaws, code of ethics, conflict of interest).
April 22	Ballots created by Elections Committee, and distributed to candidates, Board members, Director of Communications, and ED for review.
April 22	Notice in Dragon Weekly sent to membership that candidate applications are available for review online, with information about elections dates and the elections process.
May 3	Ballots finalized by Elections Committee. Presented for final review at Board of Directors meeting (5:30PM). Candidates encouraged to attend Board meeting.
May 4	Ballots delivered to the school for preparation and printing for Friday Folders, general availability, and for posting online.
May 6	Ballots available at the school, distributed in Friday Folders, and made available for download as a PDF via link in Dragon Weekly and a link on the school website.

May 9	Ballot collection opens. Ballots accepted in Driveline or at the school.
May 10	Ballots accepted in Driveline or at the school.
May 11	Ballot collection closes (at 5:00PM).
May 11	Election Committee meeting (7:00PM, location TBD) during which ballots will be counted and results certified. Results will be presented to Neal Enssle, Board President, and he will be responsible for notifying candidates and membership about the results (or delegating that task as he sees fit).
May 12	Candidates notified of election results.
May 13	Membership notified of election results via Board Blast.
May 31	Board meeting (5:30PM). Election results presented to the Board. Board certifies election results, welcomes new members, and transitions outgoing members.
June 1	New Board members and officers introduced to membership via Board Blast.

Appendix G: Sample Meeting Script

A link to a sample Board of Directors meeting script (from the Board's January 5, 2016 meeting) is provided here:

<https://docs.google.com/document/d/1jUZ6ZKq6xiusApWFIfPLJdsZ5TcZQgnZvweVhpHmvqo/edit?usp=sharing>

The script should also be found in the "Master BOD Folder / BOD Special Documents / Training" folder.

The script, along with the minutes, is a useful tool for the chair of the meeting, and helps ensure that the meeting runs smoothly. Having a script prepared in advance is not necessary or required, but it allows the chair to write out the exact wording of required motions for votes. Another benefit of the script is that the chair can share the script with the Secretary so that -- again -- the exact wording of motions is captured. Moreover, should the chair be suddenly unable to attend the meeting, having a script prepared a few days in advance allows the Vice President or another officer to easily take over and run the meeting if necessary.

This script also includes the exact language required to start and exit an executive session.

The last page of the script is a guest list -- it is best practice to circulate a guest list at the start of every meeting.

Appendix H: Mistakes and Best Practices of Governing Boards

Source: CDE website:

<https://www.cde.state.co.us/sites/default/files/documents/cdechart/guidebook/gov/pdf/top%2010%20mistakes-best%20practices.pdf>

Top 10 Mistakes of Charter School Governing Boards

1. Individual board members acting as if they have authority to make decisions (including the Board President).
2. Conducting illegal meetings by not properly posting a meeting, taking action in a workshop or executive session, or discussing inappropriate topics in executive session.
3. Approving a budget that is not based on realistic projections.
4. Meeting too often and for too long.
5. Failing to keep corporate records, such as the charter application, contract, bylaws, Articles of Incorporation, meeting minutes, etc., in a safe location where people can use them (this includes student academic achievement records).
6. Micromanaging or failing to focus on what matters most.
7. Agreeing to capital financing terms that overextend the charter school's budget (this is usually done by projecting student enrollment too high).
8. Neglecting the board's responsibility to create and to govern through board policies.
9. Failing to communicate with relevant constituencies (e.g. parents, authorizer).
10. Terminating the principal because "there must be a better principal out there somewhere."

Best Practices of Charter School Governing Boards

1. A clearly delineated, written governance structure with only one staff person reporting to the board.
2. Ongoing board training based on identified needs plus orientation and mentors for new board members.
3. Once a month, properly posted meetings focused on leading the charter school in alignment with the vision and mission statements.
4. Zero tolerance for email discussions or decision-making.
5. Less than half of the business meetings have an Executive Session.

6. Involved future board members on subcommittees or projects in order to acquaint them with the work of the school and give the current board an idea of how that individual would conduct themselves as a board member.
7. A strategic plan to guide them in meeting long-term and short-term goals.
8. A board subcommittee that develops the school budget, financial policies and procedures and an internal/external audit process.
9. Board packets individual board members receive a week before the meeting.
10. A board policy manual that is easy to understand and clearly communicates the board's values.
11. A focus on outcomes rather than process.
12. Individual board members that network with key individuals in the community and monitor charter school legislation.
13. A proactive rather than reactive mindset.
14. An understanding of each other's strengths and weaknesses.
15. A practice of evaluating itself at least annually.
16. A standard board calendar with items that are addressed on a regular basis.
17. Efficient, productive meetings.
18. A practice of using Roberts Rules of Order to conduct meetings.
19. Financial checks and balances that provide for good oversight of public funds.
20. Individual board members always learning about charter school or education issues.

Appendix I: Available Online Training

The following online training is available from the Colorado Department of Education (CDE) for charter school board members at <http://onlinelearning.enetcolorado.org/> (search for “Charter School Board Training Modules”):

1. Board Member Conduct
2. Board Structure and Responsibilities
3. Promoting the Vision and Mission
4. Selecting Reviewing & Supporting the Administrator
5. Accountability / Program Assessment
6. Contract Renewal & Accreditation
7. Charter Schools Act
8. Charter School Finance
9. Board Financial Oversight
10. Sunshine Law
11. Productive Board Meetings
12. Effective Committees
13. Waivers
14. Legal and Policy Issues
15. Policy development
16. Board Officer Roles and Responsibilities
17. Professional Development & Training
18. Strategic Planning
19. Building Relationships
20. Communication
21. Parental Involvement
22. Data Driven Decision-Making
23. Board Assessment
24. School Improvement Plans and Needs Assessment
25. Grant Writing
26. Fundraising Resources
27. Capital Improvements
28. Special Education
29. Pitfalls to avoid
30. Additional board best practices: Transition, retreats, visit days, org. capacity, etc.