



## CEC Governing Board

The Colorado Early Colleges' (CEC) Governing Board (Board) oversees and ensures the fiscal viability, academic achievement, and organizational success of all CEC schools. The following policy shall govern and control all actions and committees of the Board. CEC's Board is autonomous from CSI (CEC's authorizer), and any educational service provider consistent with Elementary and Secondary Education Act of 1965 §4310. The Board will abide by and adhere to the "Bylaws of Colorado Early Colleges."

Topics included in this policy are:

- [CEC Mission](#)
- [CEC Governing Board Composition and Requirements](#)
- [Conflict of Interest](#)
- [CEC Governing Board Meetings and Executive Sessions](#)
- [CEC Governing Board Committees](#)
- [Open Records](#)
- [CEC Governing Board Director Acknowledgement of Commitments](#)

### **CEC Mission**

*Colorado Early Colleges' mission is to prepare a diverse population of students for life by developing their mind, body and character through rigorous academic studies, and character development activities in cooperation with the community we serve.*

*All students, regardless of background or skill level, will have the opportunity to pursue a growth mindset that will allow them to achieve mastery and will demonstrate that they can succeed in school, in college, and in their chosen career.*

*No exceptions. No excuses.*

### **CEC Governing Board Composition and Requirements**

**Powers and Duties.** The duties and obligations of the Board are specified by Colorado law and the Constitution. The Board will direct CEC through policy. The Board's major focus will be on the results expected to be achieved by students, rather than on the strategic choices made by the Chief Executive Officer (CEO) and staff to achieve those results.

**Composition.** The number of Board Directors shall be between six and nine as determined by the Board on an annual basis.

**Term.** Directors shall serve staggered 3-year terms beginning with the first Board meeting following their appointment and ending in May of the final term year.

**Board Attendance.** Directors are expected to attend all regular Board meetings unless excused by the Board President. Directors may not attend Board meetings by proxy and may not vote by proxy.

**Representation.** The Board shall strive to appoint a Director from each community where CEC operates a school within one year of the school's first day of classes, but the Board shall not increase the number of Directors to more than nine. Currently represented communities are: Aurora, Colorado Springs, Douglas County, Fort Collins/Windsor, and the Online Campus.

**Vacancy and Recruitment of New Directors.** Should CEC have a vacancy on its Board, current Board Directors will work to actively solicit interest from CEC's stakeholder communities and may ask the CEO to help. CEC looks for qualified candidates that bring complementary and distinctive backgrounds and experiences to the Board. A Director of the Board shall not also be an employee of CEC. A qualified applicant must submit their name to the Board President to be considered a candidate for the Board of Directors. All potential candidates are interviewed by the CEO and the Board President. Once selected, the recommended Board candidate's resume is submitted to existing Board Directors for review, and the candidate is discussed at the next regularly scheduled Board meeting. A new Board Director is appointed by a majority Board vote to serve a staggered 3-year term. Directors may not vote on their own appointment.

**Removal.** A Director who is absent from regular meetings on three or more consecutive occasions may be removed by a majority vote of the Board. A Director may be removed without cause by a two-thirds vote of the Board. A Director whose position is in question may vote on their own removal.

**Officers.** The Board shall elect a President, Vice President, Secretary, and Treasurer from among its Directors. The term of each officer shall be one year or until such time as their respective successors are duly elected and qualified. Elections will take place at the May Board meeting, or when there is a vacancy.

- Board President presides at all Board meetings using Robert's Rules of Order, signs documents as required on behalf of the Board, and is the main point of contact for parents and community members who reach out to the Board.
- Board Vice President assumes all duties of the Board President in cases of absence.
- Board Secretary reviews the minutes of regular and special Board meetings taken by the Executive Office Administrator, and signs documents as required on behalf of the Board.
- Board Treasurer heads the Finance committee and reviews budgets and financial reports with CEC's Chief Financial Officer as needed.

#### **Duties of Individual Directors.**

- Prepare for and attend meetings of the Board, participate in discussions, and vote on items coming before the Board.
- Recognize that an individual Director has no authority to bind, to speak, or to act for the Board, except as authorized by the Board. No individual Director shall speak or make public comments on behalf of the Board unless specifically authorized to do so by a majority of the voting Directors. However, this shall not prevent Directors from making statements or observations in their individual capacities as Directors so long as they clearly indicate that their statements or observations do not represent the official position of the Board.
- Apprise fellow Directors, Board President, and CEO of any issues affecting CEC as a whole

or any individual CEC school.

- Advise the CEO and Board President of any contact with a representative of the media regarding CEC.
- Support official actions and policies of the Board.
- Keep current on educational issues related to CEC's mission.
- Support the CEO in fulfilling their responsibilities.
- Participate in official Board functions, activities, meetings, trainings, and events.
- Uphold standards of conduct and ethical principles included in this policy.
- Agree to:
  - Attend a minimum of seven (7) Board meetings per year.
  - Not miss more than two (2) consecutive meetings.
  - Attend at least two (2) CEC graduation/promotion ceremonies per year.
  - Participate in at least two (2) in-person, on-site campus visits (minimum of one visit per semester) such as:
    - Attend School Accountability Committee meetings
    - Participate in the annual CEC Network Rally
    - Attend special school events such as plays, concerts, talent shows, and tournaments.
    - Arrange a school tour with the Head of School
  - Attend the annual Board Retreat
  - Participate in the yearly Board Self-Assessment Evaluation.
  - Adhere to the CEC Governing Board policy

**Quorum.** A quorum of the Board shall be a simple majority. If less than a quorum is present, a majority of Directors present may adjourn the meeting and set a subsequent meeting.

**Compensation.** Directors shall receive no compensation for their services as Board Directors. However, by resolution, the Board may reimburse any Director for reasonable expenses incurred while performing their duties as a Board Director.

**Board Development and Training.** Directors shall participate in training and professional development as established by the Board. Board training and professional development opportunities shall be deemed mandatory for all Directors, except in extenuating circumstances and as approved by the Board President. Appropriate Directors will also participate in required CDE Technical Assistance training should a CEC school be awarded the Colorado Charter School Program (CCSP) Grant.

**Board Commitment.** Each newly appointed Director shall review and sign this policy which governs Director conduct upon their election to the Board. Current Directors shall review and sign this policy annually at the August Board Meeting.

**Annual Retreat.** The Board will conduct an annual retreat that can include topics such as a review of the Board's Self-Assessment, a review of CEC's Strategic Plan, specialized Board trainings, and a review of CEC student academic achievements.

**Board Self-Assessment.** The Board will annually undertake a self-assessment that will provide a framework for discussing Board performance. The Board's self-assessment will take place annually

at the Board Retreat.

**Strategic Plan.** The Board authorizes the CEO to collaborate with CEC leadership in creating CEC's Strategic Plan which focuses on the long-term viability, innovation, and operations of CEC's Network of Schools. The CEO will present the Strategic Plan to the Board at its annual retreat and will provide regular progress updates during regular Board meetings.

**Grievance.** Per [CEC's Network Grievance](#) policy, a grievant may file a formal written grievance with the Board within ten (10) business days of receiving the CEO's written response outlined in Step 3 of the policy. Within ten (10) business days of receipt, the Board President, or his/her designee, will review the written grievance and present the matter to the Board to determine if the grievance warrants a full Board review or not. If the Board determines that the grievance warrants a full review by the Board, the Board will review the grievance at its next regularly scheduled Board meeting and issue a written decision to the grievant within ten (10) business days of the meeting. If declining review, the Board's written response to the grievant will explain the reasons for the determination.

## **Conflict of Interest**

Conflict of interest is a personal financial interest that is immediate, definite, and demonstrable, and which is or may be in conflict with the public interest. If a Board Director has a personal or financial interest in any matter being considered by the Board, the Director shall disclose such interest to the Board, shall not vote on the matter, and shall not attempt to influence the decisions of other Directors.

- Directors are expected to avoid conflict of interest in the exercise of their fiduciary responsibility.
- A Director may not:
  - Disclose or use confidential information acquired during the performance of official Board duties as a means to further their own personal financial interest or the interest of an immediate family member.
  - Accept a gift of substantial value or economic benefit which would tend to improperly influence a reasonable person, or which the Board Director knows or should know is primarily for the purpose of a reward for official action.
  - Engage in a substantial financial transaction for private business purposes with a person whom the Board Director directly supervises.
  - Perform an official act which directly confers an economic benefit on a business in which the Board Director has a substantial financial interest or is engaged as a counsel, consultant, representative, or agent.
- The Governing Board shall not enter into any contract with any of its Directors or with a firm or corporation in which a Director has a financial interest unless one or more of the following apply:
  - The contract is awarded to the lowest responsible bidder based on competitive bidding procedures.
  - The merchandise is sold to the highest bidder at a public auction.
  - The transaction involves investing or depositing money in a financial institution which is in the business of loaning money or receiving money.
  - If, because of geographic restrictions, the school could not otherwise reasonably afford

the contract because the additional cost to the school would be greater than 10 percent of the contract with the interested Director or if the contract is for services that must be performed within a limited time period and no other contractor can perform the services.

- If the contract is one in which the Director has disclosed a personal interest and is one on which he/she has not voted or has voted as allowed in state law following disclosure to the Colorado Secretary of State and to the CEC Governing Board.
- Except as described above, a Director shall not be a purchaser at any sale or a vendor for any purchase made by the CEC.
- A Director may request an advisory opinion from the Colorado Secretary of State concerning issues relating to his/her conduct and potential conflict of interest.
- Each Director will acknowledge and sign the “Conflict of Interest” form annually at the August Board Meeting.

## **Board Meetings, Executive Sessions, and Virtual Meetings**

**Regular Meetings.** The Board shall abide by Colorado’s Open Meetings Law (C.R.S. 24-6-401). All meetings shall be open to the public except when, at any regular or special meeting, the Board proceeds into Executive Session upon a two-thirds majority vote of the quorum present. The Board shall not make final policy decisions; adopt or approve any resolution, policy, or regulation; or take formal action of any kind during an Executive Session.

- Regular Board meetings shall be held no less than once a month (except June). The Board will pass a resolution outlining the dates and locations of each regular meeting. Adequate notice will be given in the event of a change in time or place of Board meetings. Regular Board meetings may be held at any CEC location. A yearly schedule will be posted on the CEC website and at CEC Fort Collins.
- No business other than that stated in the notice of the meeting shall be transacted unless the item is reasonably related to the subject matter on the notice or all Board Directors are present, and all Board Directors consent to consider and transact other business.
- To ensure that Board meetings are conducted with maximum effectiveness and efficiency, Board Directors and all guests will:
  - Come prepared to the meetings.
  - Speak only when recognized by the Board President, or designee.
  - Not interrupt each other.
  - Not engage in side conversations.
  - Not repeat what has already been said.
  - Not “play to the audience” or monopolize the discussion.
  - Support the Board President’s efforts to facilitate an orderly meeting.
  - Communicate openly and actively in discussion and dialog to avoid surprises.
  - Encourage equal participation of all Directors.
  - Practice respectful body language.
- All Board meetings will be recorded with exceptions as noted under Executive Sessions. Recordings will be maintained in accordance with CEC’s records retention policies and Colorado law.

**Public Comment.** The Board may choose to welcome Public Comment at any of its regular

meetings. Individuals addressing the Board during Public Comment will be limited to a maximum of 3 minutes per person. Should members of the public have questions for the Board that require a response, questions must be submitted to the Board President in writing via email to [cecgoverningboard@coloradoearlycolleges.org](mailto:cecgoverningboard@coloradoearlycolleges.org) who will then respond via email.

**Executive Sessions.** The Board President will state that the Board is entering Executive Session, identify individuals who are invited to enter the Executive Session, cite the specific Colorado Revised Statute(s) (C.R.S.) to be addressed in Executive Session, and note the particular issue to be discussed in as much detail as possible without compromising the purpose for which the Executive Session is authorized.

- The Governing Board may hold an Executive Session for the sole purpose of considering any of the following matters. The electronic record must include the specific statutory citation that allows the Board to meet in Executive Session.
  - Purchase, acquisition, lease, transfer, or sale of any real, personal, or other property. However, no Executive Session shall be held to conceal the fact that a Director of the Board has a personal interest in such property transaction. C.R.S. 24-6-402(4)(a).
  - Conferences with an attorney for the purpose of receiving legal advice on specific legal questions. C.R.S.24-6-402(4)(b). The mere presence or participation of an attorney at an Executive Session shall not be sufficient to satisfy this requirement.
  - Matters required to be kept confidential by federal or state law or regulations. C.R.S. 24-6-402(4)(c). An announcement will be made indicating the specific citation to state or federal law which is the reason the matter must remain confidential.
  - Specialized details of security arrangements or investigations. C.R.S. 24-6-402(4)(d).
  - Developing strategy for negotiations, instructing negotiators, and determining positions relative to matters that may be subject to negotiation. C.R.S. 24-6-402(4)(e).
  - Personnel matters, except if an employee who is the subject of an Executive Session requests an open meeting. If the personnel matter involves more than one employee, all of the employees must request an open meeting. Discussion of personnel policies that do not require discussion of matters specific to particular employees are not considered “personnel matters.” C.R.S. 24-6-402(4)(f)
  - Consideration of any documents protected under the mandatory nondisclosure provision of the Open Records Act, except that consideration of work product documents subject to the governmental or deliberative process privilege must occur in a public meeting, unless an Executive Session is otherwise allowed. C.R.S. 24-6-402 (4) (g).
  - Consideration of any documents protected by the mandatory nondisclosure provisions of the Open Record Act. C.R.S. 24-6-402(4)(g).
- Only those individuals invited by the Board President may be present during any Executive Session regardless of the topic of the session (including personnel matters).
- Executive Sessions will be recorded, except when conferencing with an attorney for the purpose of receiving legal advice on specific legal questions. C.R.S.24-6-

402(4)(b), or when discussing an individual student where public disclosure would adversely affect the person or persons involved. Recordings of Executive Sessions will be kept on file for 90 days following the session and will be routinely destroyed once the 90-day deadline expires.

**Virtual CEC Governing Board Meetings.** The Board can hold virtual Board meetings and Directors who are not able to join the in-person meeting for any reason may join the meeting electronically.

- The Board will select and use a virtual meeting tool for all remote meetings that all Directors and members of the public may use to attend and participate in Board meetings. The link to the virtual meeting and a call in number will be included within the meeting agenda or the special meeting notice.
- Directors participating electronically in Board meetings, via video or phone, will count as present and towards the quorum.
- The virtual meeting link will be included on that month's Board meeting agenda or the special meeting notice. The Board meeting agenda will be posted to the CEC website, under Governing Board, at least 24 hours in advance of the Board meeting.
- To ensure that the virtual Board meeting is conducted in a professional and efficient manner:
  - Board Directors should have their video on.
  - Board meeting guests should only turn on their video when addressing the Board.
  - All Board meeting participants should mute their microphones when not talking.
  - When appropriate, Directors and Board invited guests can utilize the chat feature or the "raised hand" option when wanting to address/ask a question of the Board.
- Absent exigent circumstances, CEC's Executive Office Administrator (EOA) will upload all documents for Directors' review into the CEC Governing Board Team at least one week prior to each Board meeting and after the CEO reviews all documents with the Board President and the Board President approves.
- The Board President shall grant permission to the EOA, as needed, to share their computer screen during a Board meeting.
- Only those individuals invited by the Board President may be present during any Executive Session regardless of the topic of the session (including personnel matters).
  - A separate meeting will be created when an Executive Session is required. The Executive Session meeting invitation and link will be sent to Directors; legal counsel, as needed; and specific CEC staff invited to attend the Executive Session.
  - The Board's President will initiate the Executive Session and ask all those invited to participate to join the Executive Session meeting via the separate Executive Session meeting link.
    - Directors and appropriate staff will follow the "Instructions for Joining CEC Governing Board Executive Session Meetings."
    - The "public" CEC Governing Board meeting will remain open.
    - All participants in the Executive Session will return to the "public" CEC Governing Board meeting once the Executive Session concludes.

**Special Board Meetings.** Special Board meetings may be called by the Board President at any

time or shall be called by the Board President upon the written request of any three Directors. Notice of any special meeting shall be given in accordance with C.R.S. 22-32-108 (Meetings of the Board of Education) and C.R.S. 24-6-401 (Colorado Sunshine Law).

- CEC's EOA shall be responsible for giving email notice of any Special Meeting to each Director at least 24 hours in advance. The notice must contain time, place, purpose of the meeting, and meeting agenda.

**Board Retreats.** The Board's annual retreat shall be open to the public. No action shall be taken during the retreat. Public notice of the retreat, including the topics for discussion, shall be provided in accordance with the notice requirements.

## **Board Committees**

The Governing Board recognizes that at times it is necessary to divide up the responsibilities of the Board among its Directors. It is also understood that while a Director serves on these committees, their input is solely as an individual Director of the Board, and they do not represent or speak for the entire Board.

- Board committee meetings will adhere to Colorado Open Meetings Law (C.R.S. 24-6-401).
- The recommendations of a committee are subject to Board approval.
- Board committees are:
  - Facilities
  - Academics
  - Finance
  - Human Resources
  - Executive
- At various times throughout the year, the Board may determine the need for additional ad hoc committees. Discussions about additional committees will take place during regular Board meetings and approved by a simple majority vote of the Board.

## **Open Records Act**

Qualifying public records of CEC are open for inspection by any person at reasonable times in accordance with the Colorado Open Records Act, C.R.S. 24-72-201. Records requests and the production of records shall be consistent with the CEC's [Public's Right to Know/Freedom of Information](#) policy.



## **CEC Governing Board Director Acknowledgement of Policy and Commitments**

I have read and agree to follow the above CEC Governing Board policy to support Colorado Early Colleges as an elected Board Director.

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Name

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Date