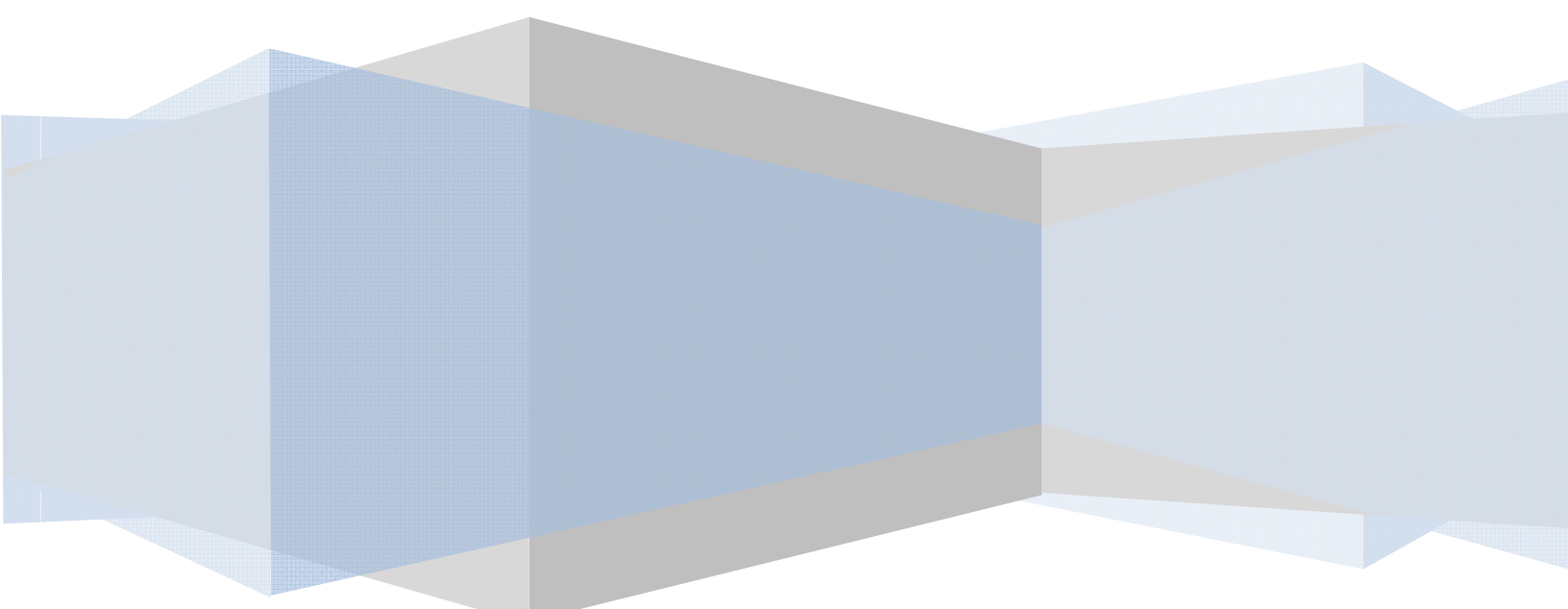


BOARD PRESIDENT'S HANDBOOK



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Serving as the President or Chairperson of the Board of a charter school can be frustrating, exhausting, and taxing. It can also be fulfilling, exciting, and challenging. Much of your experience as President can be driven by how well you understand the parameters of your job, how well you are able to manage other energetic people, and how well you are able to avoid the pitfalls and mistakes often made by others. This President's Handbook is intended to equip and prepare you for one of the most rewarding experiences of your life: that of successfully fulfilling the office of President of the Board of your charter school.

It is our hope that all Board Presidents, new or experienced, will find this Handbook a useful primer on best practices.

Experienced Board Presidents may just want to skip to the Frequently Asked Questions section; however, we encourage you to review the entire handbook when you have the opportunity.

In addition, we are always seeking your input as to other topics to be included in this handbook! Please contact Denise Mund at CDE (Mund_D@CDE.state.co.us) with your thoughts.

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I. MAINTAINING STRUCTURE

A. The Role of the Board President or Chair

The Board President or Chair is the officer elected or appointed by his or her peers to be the one person in charge of Board meetings; this officer is also responsible for representing the Board and the school in general to the administration, the staff, the parents, media and the community. The role is primarily one of leadership and organization, but the President should always remember that the Board President, just like all members of the Board, has one vote which is no more significant than any other Board member's vote. A clear understanding of what the role of the President or Chair can go a long way toward avoiding controversies and problems down the road.

The role of the Board President should be set forth fully in the Bylaws of the school.

Note on Chair vs. President: Some charter schools differentiate between the President of the Board and the Chair. In these schools, the Chair is primarily responsible for running the Board meetings in an efficient manner, and the President fulfills the other leadership roles as set forth in the Bylaws. Other schools combine the offices in one role, denominated as either "President" or "Chair." (For convenience, this office will be referred to as the "President" throughout this handbook.)

While the Bylaws cannot anticipate every duty the President will undertake, the Bylaws should be thorough and specific enough to differentiate this role from the roles of the other officers, as well as the administration.

Here's a sample job description:

SECTION 4. [PRESIDENT]. The [President] shall preside at all meetings of the Governing Board. The [President] shall execute contracts when authorized by the Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Governing Board to some other Officer or agent of The Academy of Charter Schools. In general, the [President] shall perform all duties and may exercise all rights as are incident to the Office of [President] of the Governing Board and such other duties as may be prescribed by the Governing Board or these Bylaws. (*Source: Academy of Charter Schools.*)

Aside from the job description set forth in the Bylaws, the President sets the tone of Board meetings and is primarily responsible for carrying forth the "culture" of the school by constantly being mindful of, and reminding the other Board members of, the Vision and Mission statements of the school and the requirements of the school's Charter. Many charter schools Boards set forth these statements at the top of each Board meeting agenda as a reminder, and

some Boards read them out loud at the beginning of each meeting as well. These reminders, as well as the Board Agreement (described in further detail below), can greatly help in setting the tone for each meeting. Another great way to do this is to compliment various Board members for their efforts and successes. By praising them in front of other Board members the President sets the bar higher for all the other Board members. *Source: www.gailperry.com.*

B. Committees

Boards can run much more efficiently through the proper use of committees. There are two types of Board committees: standing committees and ad hoc committees. Standing committees are those that have ongoing tasks. These committees are often established in the Bylaws and/or Board policies of the charter school. Examples of standing committees include the Finance Committee and the School Accountability Committee, (SAC).

Ad hoc committees are those charged with a specific task that dissolves once the task is accomplished. An example of an ad hoc committee might be a committee to undertake a one-time school fundraiser.

As a rule of thumb, no more than two Board members should sit on any committee, both to avoid problems with the Sunshine law and to ensure that the workload is spread around among all Board members. Committees are accountable to the Board, and should be run in a professional manner. Minutes of committee meetings should be taken and retained for future reference. The Board should also be prepared to periodically evaluate the effectiveness of its committees.

Some Boards have implemented a “zero-based committee structure.” This idea means that every year (or two at the minimum), the Board disbands its ad hoc committees. The Board decides, based on its current needs and strategic plans, what committees it will need for the next year or two. The Board then starts over with a clean slate of committees. The new committees are based on current organizational strategy and priorities. All members of committees understand that when their work is completed, the committee will probably disband. One positive consequence of committee reformation is reinvigorating the interests of Board members. *Source: www.gailperry.com.*

A school should have a sufficient committee structure to support the work of the board. The board should regularly evaluate both the effectiveness of the committee structure and the effectiveness of the committees themselves. The Board President should be mindful of when review is appropriate and should lead the board through evaluation of the committee structure and function. There is a great deal more information on the effective use of committees in the Board Training Modules, found at www.boardtrainingmodules.org.

C. The Sunshine Law

Because charter schools are considered to be local public entities and control public moneys, the deliberations of charter school Boards are of public interest and are subject to the

public notice and meeting requirements set forth in Colorado law. In a nutshell, the Sunshine Law requires the following with regard to Board meetings:

“Meeting” is defined very broadly as any kind of gathering convened to discuss public business, in person, by telephone, electronically, etc. Note that this definition includes phone conversations, emails, and other forms of electronic communication. Questions often arise as to participation in meetings via Skype or telephone. This participation is permissible if authorized in the Bylaws. Occasionally, a Board member will request that a proxy represent him or her at a Board meeting. This is not a best practice and is not recommended. In any event, proxies must be authorized in the Bylaws if they are to be used.

Email Rule of Thumb: When responding to emails about school business, only reply to the sender, never “reply all.” Email correspondence among Board members is also subject to the Open Records law, so don’t delete your emails either. Ensure that all Board members’ email communications are archived in an accessible backup location. Communications between the President and individual Board members or the administration are subject to these same rules. An exception might be communications from the staff on behalf of the President, i.e., an email

Note: the Sunshine law does not apply to “any chance meeting or social gathering at which discussion of public business is not the central purpose.” Example: Even though a majority of the Board attends the Christmas party, (or basketball game, or picnic, or whatever), since the Board is not convened to discuss or undertake any formal Board action, the meeting is not subject to the Open Meetings Law and there is no need to post advanced notice.

from the school secretary in connection with the distribution of Board packets. The Board President can always communicate one-on-one with individual Board members. However, be careful if your Administrator or Principal is a member of the Board and is copied on communications between the President and an individual Board member; this would constitute a “meeting” of more than two members under the Sunshine Law. It is considered a best practice for Administrators not to be on the Board and if they are “ex-officio” board members, that they be specifically designated as nonvoting in the Bylaws.

Questions often arise about workshops, Board work sessions, Board trainings and strategic planning meetings. Even though no formal action is taken at

these meetings, the meeting should be posted.

D. “Open” vs. “Noticed” Meetings

Whenever the Board has a meeting subject to the “notice” requirements, the law states that a written notice of the meeting must be posted 24 hours in advance in a designated public place. It is also a best practice to post the notice on the school’s Website in a conspicuous place. In addition, the school should maintain a “Sunshine List” of persons who have specifically asked to be notified of Board meetings. Parents should receive information annually about the Sunshine List through the parent-student handbook or through school communications. *Source: Barry Arrington, Esq.*

Be very careful about informal meetings of members of the Board or its subcommittees. Even though no action is being taken and a majority is not present, if three or more members are present the gathering qualifies as an “open” meeting which members of the public must be allowed to attend. Many charter schools do not allow more than two Board members to serve on any committee in order to avoid problems with the Sunshine law.

When in doubt, post the meeting!

The Open Records laws in Colorado require that the records of local public bodies like charter schools be available to the public for examination, with some exceptions. As applied to charter schools, the Open Records laws require that minutes of Board meetings and other public documents be subject to inspection upon reasonable notice by any member of the public. Note that this does NOT apply to confidential student records, which are covered by the Federal law known as FERPA. Also note that if a charter school ever posts or electronically records its meetings even once it must continue to do so under Colorado law. Consult with legal counsel for more information on record retention and confidentiality. The Board President should work with the administration and the Board Secretary to ensure that all Board files are kept current, organized, accessible and accurate. (More information about Open Records requests is provided in Section F: Executive Session and Open Records.)

E. The Board Agreement

The Board Agreement is a document that is critical in holding all Board members to a high standard of professionalism, clarity, respect, and altruism. All charter schools should have a Board Agreement that is reviewed and signed by new members as they join the Board, and by all members annually. The Board President should work with the Board Secretary to ensure that each Board member has a signed copy of the agreement on file.

There are several samples of Board Agreements available on the Colorado Department of Education website, but most Board Agreements contain several salient points, including both the operation of the Board as well as the behavioral expectations of individual Board members. Many Board Agreements also serve as a reminder that Boards must comply with the Colorado Sunshine Law and the law governing Executive Sessions.

Here’s a sample of a Behavioral Expectations section from a charter school Board Manual with the salient points emphasized:

An “**open**” meeting is any meeting of three or more Board members, but one where no formal action of the Board is taken, nor is a majority or quorum is present. Example: Three Board members meet in the school lunchroom to discuss school business. This is an “open” meeting, where any member of the public can attend, but it is not a “noticed” meeting requiring the posting of the statutory notice 24 hours ahead of time.

A “**noticed**” meeting is any meeting where either of the following occurs: 1. A formal action of the Board is taken, or 2. a majority (or quorum, as defined in the Bylaws) of the Board is present or is expected to be present. Example: a majority of the Board decides to meet in the school lunchroom to vote on a new school policy. This is a “noticed” meeting.

Behavioral Expectations

Board members shall abide by the open meetings law [C.R.S. § 24-6-401]. The open meetings law states that anyone discussing Board business, policy, actions, resolutions, etc. with anyone else on the Board, except at regularly scheduled meetings, is illegal. “Meeting” with another Board member is defined as communication through person, telephone, or any other means. Confidentiality law is also outlined in the section of the statute. Personnel matters, individual students, and negotiations are confidential by law.

Expectations include a professional demeanor at all Board meetings. Issues being discussed shall not be personalized and directed toward any other Board member, staff member, parent or anyone else. Discernment should be used in interpersonal relationships and communications. Board members shall respect and listen to ideas being presented by other Board members. Board members fulfilling their responsibilities to their fullest potential shall be encouraged by each of the directors.

When receiving criticisms from parents or other interested parties about staff or other Board members, the Board member shall direct the speaker to the Board member/staff member which the situation involves. Board members will never speak negatively about staff or other Board members to the school community or parties outside the school community.

Conflict shall be resolved with the people with which it was created. Board members will commit to resolving conflict directly with each other or with the appropriate staff member and not share the conflict with anyone outside of the conflict, including, but not limited to other parents, other staff members or the media.

Board members shall exemplify integrity, honesty and respect. A dedication and commitment to the vision of Jefferson Academy and the charter school movement shall be top priority for any Board member. Any Board members finding themselves involved in an irresolvable conflict shall put the vision of the school first.

A Board member missing more than two consecutive Board meetings without prior approval for their absence from at least two other Board members, shall receive a notice of probation. Missing a third meeting without prior approval is considered resignation by that Board member.

All Board meetings shall be governed according to appropriate parliamentary procedure.

Source: Jefferson Academy

If your Board does not have a Board Member Agreement in place, putting one in place should be a top priority before your Board proceeds any further. While your Board Agreement will be tailored to your particular school, it should contain the salient points set forth above, at a minimum, as well as any other points that are pertinent to the vision and mission of your school and your particular Board structure.

The Board President has the primary responsibility for enforcing the Board Agreement; however, all board members must hold one another accountable to the agreement. When a board member's behavior violates the agreement, the Board President should first speak with the board member one-on-one. If the issue or behavior continues to be a problem, it may be necessary to bring the issue before the full board during a public meeting. The board may not enter an Executive Session for such discussion. When it is the Board President's behavior that contradicts the Board Agreement, other members of the board must similarly approach the issue and hold the Board President accountable for any unacceptable behavior.

F. Executive Sessions and Open Records

An area where Boards often get into trouble is with regard to Executive Sessions. An Executive Session is closed to the public for the purpose of discussing business of a sensitive or confidential nature. Colorado law is very specific as to the topics suitable for an Executive Session.

Executive Session topics are limited by law to the following:

- a. *Real or personal property purchase, lease or sale, CRS 24-6-402(4)(a);*
 - b. *Conferences with attorneys for the purpose of receiving legal advice, CRS 24-6-402(4)(b);*
 - c. *Confidential matters under state or federal law, such as student academic records, CRS 24-6-402(4)(c);*
 - d. *Details of security arrangements, including defense against terrorism, CRS 24-6-402(4)(d);*
 - e. *Negotiation strategy and instructing negotiators, i.e., contract negotiations, CRS 24-6-402(4)(e);*
 - f. *Personnel matters (individual employees or groups of employees but not Board members; this provision also does not apply to discussions of personnel policies not personal to particular employees), CRS 24-6-402(4)(f)(I & II);*
 - g. *Consideration of documents protected from disclosure under the Open Records Act, CRS 24-6-402(4)(g);*
 - h. *Discussion of individual students where the discussion would adversely affect the person or persons involved, CRS 24-6-402(4)(h).*
-

An employee or group of employees can request that a personnel matter not be discussed in Executive Session but rather in a public session; if a group of employees is involved, all members of the group must request that the session be public. Get the request in writing!

While written minutes of Executive Sessions are not usually taken, Executive Sessions must be audio-recorded and the tape kept on file for 90 days. The two exceptions to this recording requirement for charter schools are i) discussions of an individual student for discipline, and ii) discussions where in the opinion of the school's attorney the attorney-client

privilege applies. In this event, a written waiver of the requirement for audio recording should be signed by the Board attorney and included in the regular Board minutes.

Before the Board resolves itself into Executive Session, the statutory reason for the Executive Session must be announced and placed on the Agenda and in the minutes, along with the statutory citation. A motion to enter into Executive Session requires a 2/3 vote of the Board. Note that unless the vote is unanimous to enter into Executive Session, a roll call vote must be taken in order to show the required supermajority.

Note: No formal action or vote is ever taken in Executive Session; it is for discussion only!

Note: When announcing the topic of the Executive Session, be specific enough to identify the issue, but not so specific as to identify a particular employee. For example, if a third grade teacher's performance is to be discussed, the topic could be "Discussion of Personnel Issue Pertaining to an Elementary Employee." This is specific enough to announce the topic without pointing to a particular employee.

In the event the Board is in Executive Session to discuss legal matters, the Board's attorney must be present and the attorney must sign a statement to be included in the Board's minutes verifying the attorney's presence and the discussion of legal matters. It is a best practice to have a standard form available for the attorney's signature.

After the Executive Session ends, the Board returns to regular session where minutes are again taken and formal action can be engaged in again. Remember, Executive Sessions can ONLY be entered if one of the statutory subjects apply, not just to avoid publicly airing the Board's dirty laundry.

A companion to the Sunshine law is the Colorado Open Records law. Almost any type of record whether written, electronic, or recorded, is covered. The law specifically includes email, which may have to be produced for a member of the public requesting it. When the school receives a request from a member of the public for an open record, the school is required to comply within three business days of the request, unless there are extenuating circumstances, in which case the deadline is extended to a maximum of seven days with proper notice to the requesting party. If the record requested is a Board document, the Secretary, working with the President, is responsible to produce the record. If the record requested is an administrative document, the Administrator, working with the President, must produce the document. The Secretary of the Board is responsible for maintaining up-to-date, accurate Board records, but the President should always have access to the records and should ensure that they are current. Remember that many records maintained by your school, including Board minutes, financial statements, etc. are subject to production pursuant to an open records request.

If your school receives a request for documents under the Open Records Law, it is permissible for your school to require the following:

- The request must cite the Open Records law

- The request must be specific as to the documents requested
- Whether the requesting party wants copies or only wants to review documents
- The school can charge up to \$1.25 a page for printed copies along with staff time

“Fishing expedition” requests, such as requests asking for a survey to be completed or asking for documents not in existence, are not valid Open Records requests. In addition, requests seeking individual student academic records, test questions or scores, medical or scholastic achievement records on an individual person, personnel files (other than employment contracts), and addresses and telephone numbers of students (unless a specific authorization has been obtained) are not valid requests and may not be divulged. There are a number of other exceptions to the Open Records law, so before any school record is released to the public consult with legal counsel. (*Source: Barry Arrington, Esq.*)

II. MANAGING TIME

A. Managing Meetings and Agendas

In spite of the great organizational tools and techniques available in Robert's Rules, for some reason meetings happen all the time in which presiding officers fly by the seat of their pants — going over last month's minutes, rehashing old decisions, interspersing real discussions with commentary, and suppressing anybody who tries to move things along. *Source: Dummies.com*

How can the President avoid these painful and lengthy meetings? By being prepared ahead of time and by sticking to the Agenda!

Part of the role of the Board President is to work with the Administration and other Board members in setting the agenda for Board meetings. Typical Board agendas contain the following elements:

1. Work Session: Board Workshop
2. Call to Order/Reading the Vision and Mission Statements
3. Approval of the Agenda
4. Approval of Prior Meeting Minutes/Consent Agenda
5. Public Comment
6. Administration Report
7. Standing Committee Reports (Financial, Accountability, etc.)
8. Old Business
9. New Business
10. Executive Session (with statutory citation for the matters to be discussed)
11. Adjourn

Each of these headings may contain other items specifically set forth, and it should be noted whether they are action items or informational only, but this general agenda outline should be followed for each and every meeting. In addition, if an Executive Session is to be part of the

meeting, the agenda must set forth the items to be discussed in Executive Session, along with the statutory citation allowing the discussion of those items in Executive Session.

Keeping the pace moving efficiently is very important to set a professional tone and best use board members' time.

Under the Colorado Sunshine Law, all Board meetings must be posted in a designated public location at least 24 hours prior to the meeting taking place. Charter schools should post their entire agenda as part of the notice of the meeting. The posting is to take place in a public area which is designated on a yearly basis each January by the Board.

Setting the agenda for the Board meeting is a skill that takes time to develop. The Board President must find a the correct balance between time, urgency, and interest, all while taking into account the Board's annual calendar, the Board strategic plan, and the personalities on the Board. The Board's annual calendar and strategic plan should give some indication of items that should be on agenda in order to adhere to the Board's broader plans. The Board will always be faced with urgent issues that require attention at a Board meeting, and these items should be given careful consideration. The President will want to confer with the Administration and with other Board members when putting together the Agenda by sending out a draft Agenda to interested parties several days prior to the posting deadline. Nothing can throw a meeting off the track more quickly than several Board members asking to amend the Agenda to include additional items!

The President will also serve as a "gatekeeper," reviewing Board policy to help determine which items to include on the Board agenda and which can be handled outside the Board meeting, or are more appropriately referred to the Administration. Give the persons responsible for written reports, the minutes, etc. at least a week ahead of the Board meeting to complete their reports for distribution as part of the Board packet prior to the meeting, but set and stick to deadlines! Some schools deliver this Board packet to all interested parties electronically, but extra hard copies should always be available at the meeting. Some materials should be

Each Board member should bring to every Board meeting their own Board binder as well, which should contain monthly tabs for each month's meeting minutes, important documents, a copy of the vision and mission statement, etc. for ready reference.

distributed to Board members only, such as materials in connection with the subject of an Executive Session. A skilled Board President will assemble an Agenda that results in a meeting that is efficient, effective, and interesting. For example, including routine items in the consent agenda can help make the meeting run more efficiently. A good Board meeting will keep a pace that allows for all business to be addressed without becoming overly slow. A meeting that provides interest will generate positive energy and keep Board members attentive.

Proceeding through the Agenda, the minutes of the prior meeting should be reviewed and adopted. The minutes should have been distributed ahead of time for review and comment so as to save time at the actual Board meeting. Some Boards include this type of item on a "consent

agenda”, which allows the Board to quickly process several noncontroversial items that can be disposed of quickly by placing them on a list of items to be adopted all at once. **The minutes of the prior meeting must be approved with a vote of the Board before they can be posted for public viewing.** The fact that the minutes cannot be approved until the following business meeting is often a frustration for parents at a charter school. The Board President can set the tone for the community by ensuring appropriate communication following Board meetings. It is permissible to share meeting outcomes in advance of posting the official meeting minutes; however, it should be clear that nothing is official until the minutes are approved. Once approved, the minutes should be signed by either the Board President or the Board Secretary.

Many Boards then allow for a limited period of time (say, three minutes per speaker for a total not to exceed 15 minutes) for Public Comment. This agenda item is limited to a one-way opportunity for parental input to the Board; it is not an opportunity for the Board to enter into a discussion with parents, let alone a debate or argument. It is the Board President’s job to establish the purpose for gathering as a “business meeting of the Board”, which may help set the tone to prevent any breach of protocol with regard to the public comment portion of the agenda. Do not allow the Public Comment time to degenerate into a shouting match or debate, and do not allow it to exceed the allotted time. Remind participants ahead of time of the decorum that is expected in a professional Board meeting. Many Boards require that parents wishing to participate in the Public Comment section to sign up at the beginning of the Board meeting. Board members should not specifically respond to parent comments during this time; if there are legitimate items raised by parents, those items can be included on the agenda for a later Board meeting.

Example: A parent signs up to speak during the Public Comment portion and begins to complain about a particular teacher’s grading practices. It is the responsibility of the President to tactfully cut off the complaint and redirect the parent to the appropriate procedure for registering a complaint against a teacher. The President might interrupt by saying, “Mr. Smith, I can appreciate your frustration, but the best solution for your issue is to take it up directly with the affected teacher and the administration rather than with the Board. Parents and Board members, a reminder: this is a Board business meeting, and you should restrict your comments to Board business issues and not individuals.”

Public Comment time on the Agenda should always precede any Board discussion time on the topic so as to avoid banter between Board members and the parents! It is considered best practice to have Public Comment on each regular monthly meeting Agenda; however, it is not required for special meetings or workshops.

Next on the Agenda are routine reports from the Administration and from the Treasurer of the Board. These reports should be in writing and should have been distributed to the Board members ahead of time so that valuable Board time is not spent in reading reports. The Board members are free to ask questions of the Administration and the Treasurer, who may rely on the administrator in charge of school finances for support. However, the Treasurer is ultimately

responsible for the financial information of the school and should bear that in mind when offering the financial report. Some schools have their Business Manager present the Financial Report, with interpretation and explanation from the Treasurer, if necessary. Depending on the skill set of the Business Manager and Treasurer, these two often act as a team in presenting and

Example: The Board was asked to approve a new math curriculum at the prior Board meeting. At that time the Board appointed a committee to review the new curriculum and make a recommendation. The President might introduce this topic of Old Business by saying, "As you recall from the Minutes of the last meeting, we appointed a committee to review this issue and present the Board with a recommendation. Let's go ahead and call the committee to report and present us with their views. You have a copy of their report in your Board packet."

interpreting complex financial matters to the remainder of the Board. The Board President should meet with the Treasurer and the appropriate administration personnel to determine a protocol for the presentation of the financial report at Board meetings.

Example: The Board is being asked to consider a new fundraising opportunity for the school library. The Board President might say, "Moving to New Business, Mr. Smith has asked for the Board to consider a new fundraising idea for the school library. Mr. Smith, can you please present your ideas to the Board?" (Depending on the nature of the issue, the item may be voted on at the time, or may be referred to a committee, or may be laid over until the next meeting when more information can be presented.)

The next Agenda item is Old Business, which is comprised of business discussed at a previous Board meeting but requiring additional discussion or information prior to a vote. Old Business is just that...old. New items not discussed previously should not be included as Old Business even if the issue has been an ongoing one.

Prepared board members have questions and comments written down from their review of their board packet, done in the days before a board meeting.

New Business is comprised of items not previously discussed by the Board and which are being reviewed by the Board for the first time.

Next, some Boards will resolve themselves by a 2/3 vote into Executive Session for the purpose of discussing confidential matters as set forth in statute. Less than half of all regular Board meetings should include an Executive Session.

Finally, a motion to adjourn, which is not debatable, is always appropriate. The agenda should also set forth the time for adjournment as a guideline to the participants.

A note on Robert's Rules of Order. Meetings can be run in a much more orderly fashion if Robert's Rules of Order are followed as a prototype for Board meeting protocol. While no Board will follow Robert's Rules to the letter, they can be very helpful in keeping meetings organized and moving forward. Robert's Rules most often come into play when the Board is contemplating taking action on a particular item. Robert's Rules also are very handy in keeping the Board on track and limiting discussion to the item at hand by having a motion made and seconded BEFORE a discussion ensues. While many Boards seek to operate by consensus, Robert's Rules should govern.

As a rule of thumb, do not allow rambling discussions on a particular issue; always require that a motion be made and seconded in order to focus the discussion or debate on the motion, rather than on whatever occurs to the other Board members! The Board President can limit circular discussion and debate by providing each Board member, in sequence, the opportunity to address the topic and provide their viewpoint. Certain topics may require a second round of comment. In the end, it is not necessary to exhaust every topic or for all Board members to agree. The Board President should facilitate the discussion and keep it relatively formal by "recognizing" members who wish to speak, requiring them to address the President when making their comments, and cutting off repetitive comments.

Remember that all Board member comments need to go through the President as the manager of the meeting.

Example: Board Member Jones raises her hand to make a comment. The President says, "Ms. Jones, you have a comment?" Ms. Jones says, "Yes, Mr. President." The President says, "Ms. Jones, go ahead." Ms. Jones makes her comment. Mr. Smith then begins speaking without being "recognized" by the President. The President would interrupt and say, "Mr. Smith, did you have a comment?" Mr. Smith responds, "Yes, Mr. President." The President then says, "Go ahead, Mr. Smith." Afterwards, Ms. Jones is recognized again and reiterates her prior comment. The President might then say, "Thank you for your comment, Ms. Jones. Do any other Board members have anything new to add?"

Reminding Board members of the proper protocol will go a long way toward keeping the meeting professional and orderly.

Main Motions: All main motions must be seconded, and are adopted by a majority vote unless otherwise indicated in the school's bylaws. The motion should be stated verbatim in the minutes along with the result of the vote. If a director calls for a roll call vote, names should be associated with each director's vote. All main motions may be debated or discussed. In the event of a tie vote on a motion, the motion FAILS, under Robert's Rules. In addition, sometimes a motion will be worded in the negative, such as, "The motion is to not move forward on the fundraiser idea." The President may want to clarify by saying, "A YES vote on the motion is a vote to NOT DO the fundraiser." In the case of a tie vote on a motion, the motion always fails. In this event, often a Board member will re-state the motion in order to obtain a majority vote.

Sometimes a Board member may "**Call the Question**", which is a motion to close debate immediately and vote now on the pending motion. This motion applies only to the motion on the

floor. It is not debatable and requires 2/3 vote. **Sometimes calling the question is useful if only one or two Board members are prolonging the discussion without adding anything new.**

Motion to Refer to Committee: This motion refers the issue to a specific group with a specific time and charge, in the event that the Board does not have sufficient information to make a sound decision. It is the President's responsibility to determine when a referral to a committee is appropriate and to present the committee with its charge and timeline.

Amendments: Sometimes a main motion is worded poorly, and several amendments may be presented to improve the wording. In such cases it is sometimes better to have a substitute motion rather than to try to solve the wording problem with amendments.

An individual (or a group of two or three) can be asked to prepare a substitute wording for the original motion. If there is unanimous agreement, the meeting can agree to the withdrawal of the original motion (together with any amendments passed or pending) and the substitution of the new motion for debate.

Motion to Amend: A motion to amend must be voted for by a majority to be considered and to be passed.

Quorum of Members: Before a meeting can conduct official business it requires a quorum—the minimum number of members who must be present at the meeting before business can be legally transacted. They Bylaws set forth the number of Directors and the quorum required, which is usually a majority of the sitting Directors. While the meeting can proceed without a quorum, no official action can be taken until a quorum is present. The requirement of a quorum is a protection against unrepresentative action in the name of the school by a small number of people. *Source:* http://www.sonoma.edu/Senate/Roberts_Simple.html

In the event that a Board member has a conflict of interest on a Board issue, the conflict of interest must be disclosed in writing and repeated verbally at any meeting where the subject of the conflict is discussed. The conflicted Board member must “recuse” herself from voting on the issue and cannot participate in the discussion, participate in an Executive Session, or vote on the issue.

Some charter schools have non-voting “ex-officio” Board members, which is a member who is on the Board by virtue of her position, i.e., the Administrator. Refer to your school's bylaws for clarification of whether a non-voting ex-officio Board member is counted as a member for quorum purposes.

A note about policy guidance during Board meetings: Often a Board decision is simplified or clarified by a reference to established Board policy. The President should be prepared to direct the members' attention to the Board Policy Manual and the school's Bylaws, which should be brought by each member to every meeting. In the event a new policy needs to be developed, the Board can appoint an ad hoc policy drafting committee to research the issue, write a draft policy, and present the draft at the next Board meeting for discussion, amendment and adoption.

III. MANAGING PEOPLE

A. Interviewing, Hiring and Evaluating an Administrator or Principal

Perhaps the most critical function a Board will undertake will be in connection with interviewing and hiring the school's Administrator or Principal. As the Principal is the chief executive officer of the school, hiring the right person is essential to the success of the school. The process for interviewing and hiring should begin long before a job opening is posted. It is much better in the long run to be deliberate about hiring the Principal than to rush to a decision that is regretted by all parties later. While each school's procedures will differ, the following is a suggested hiring process to be adopted if an equivalent process is not in place.

It is imperative for the Board to have confidence in and support the Principal's decisions.

The first step in the process is to ensure that all the Board members involved in the search are on the same page regarding the philosophy, vision and mission of the school. Nothing can frustrate all parties involved more quickly than discovering halfway through the interview process that individual Board and committee members are using different criteria in the selection process. At least two members of the Board should assist in the search, ideally along with a diverse group of interested and qualified parent stakeholders and others experienced in human resources, finance, executive recruiting, and benefits administration. The Board President should oversee the search and should ensure that involved persons are well trained and well prepared for their task. The Board President ensures that members involved in the search adhere to certain requirements. Here's an example of these requirements:

Note: If two or more members of the Board are involved in search meetings, these meetings are subject to the Sunshine Law and must be open meetings.

- a. Read and agree in writing to be guided by the Charter Application, vision, and mission of the school in the interview process.
- b. Agree on the minimum qualifications for candidates selected to be interviewed.
- c. Affirm a commitment to locating and considering for employment a wide pool of applicants, including qualified minority persons, women, veterans, and disabled individuals.
- d. Draft and agree on a written job description for the position to be filled.
- e. Agree on the scope of the search (i.e., internal, local, state, or national.)
- f. Establish a deadline for the recommendations of the committee.
- g. Affirm confidentiality and communication guidelines regarding candidates.

Posting the Job: The job position can be advertised or posted in various locations, depending on the scope of the search. The wording of the job posting should include the vision and mission statements of the school along with a job description. This juncture is also a great time for the Board to review and firm up the administrative structure and organizational chart of the school.

The Colorado Department of Education, the Charter School Institute, and the League of Charter Schools can assist charter schools in posting the job opening on various online and other media. Charter schools must keep copies of all job postings and advertisements. The school can also consider the use of professional executive search firms specializing in education.

Resume Review: The Board should review resumes and rate applicants based on the agreed upon selection criteria for the position. A rating form is useful and provides a consistent checklist for Board members to use in evaluating candidates. Board members should be mindful of the tendency to approve of applications that look like their own credentials. Boards should be open to viewing the experience and education of candidates whose background is different from the majority experience. Applicants that do not meet the minimum established criteria should be screened out immediately, keeping in mind that all documentation on candidates may be subject to an open records request. Notification to candidates no longer under consideration should be sent by the President as promptly as possible. (Sample letters are in the Appendix.)

Candidates can reasonably be rejected on grounds such as the following:

- Does not have required degree
- Withdrew candidacy
- Not enough experience
- First choice declined
- Second choice
- Third choice
- No teaching or administrative experience
- Not aligned with vision and mission
- Education not complete
- Inadequate communication skills
- References weak
- Poor writing sample
- Poor teaching demonstration
- Failed background check

The remaining candidates may be grouped as strong candidates and as possible candidates with more information needed. After the initial review of resumes, the Board may decide to solicit additional material, including written references or other background. This process can be conducted via telephone interviews. Internal candidates should generally receive the same consideration as all other candidates.

Interviews: After candidates have been identified, an interview schedule for the Board should be drawn up by the President. A copy of the candidate's resume and any supporting documents such as recommendation letters should be provided in confidence to all individuals who will meet with the candidate. The Board President should ensure a consistent structure for candidates' evaluations by interviewers. The President should also let the candidates know when a decision is expected to be reached and how they will be notified.

IMPORTANT NOTE: If more than two members of the board will meet to interview the candidates, the interviews are subject to the Colorado Sunshine Law and must be posted and open to the public! Interviews of candidates are NOT a valid reason to resolve the Board into Executive Session.

Interviewing candidates is one of the most important stages in the search and selection process. Two very important things are taking place at this stage: the Board is assessing candidates, and the candidates are assessing the position and the charter school. The Board should devise a list of core questions based on the job-related criteria that will be asked of all candidates. A consistent interview structure for every candidate allows the Board to make the best comparisons, ensures that each candidate is treated fairly, and minimizes unconscious biases.

The questions should be aimed at discovering what the candidate can bring to the position and the school, and must be limited to issues that directly relate to the job to be performed. There are inquiries that are not permitted because they request or allow use of information that may lead to an unfair or biased decision. (See chart in the Appendix on permissible inquiries.)

References: References must be checked before an offer is made, including verification of degrees obtained by the applicant. It is expected that letters of reference will be part of the application. If references are not needed for initial screenings, they should be checked after the candidate is interviewed. A background check available through the Colorado Bureau of Investigation is also indicated for all final candidates. The CBI offers an online background check process at www.cbirecordscheck.com. The CDE should also be contacted to determine whether a candidate appears on the CDE “red flag” list. In addition, the candidate should be asked if there are any previous employment agreements still in affect that would impact his or her candidacy.

Hiring Recommendation: After the Board has fully discussed the evaluations of all of the candidates, the Board will make a recommendation to the President. This recommendation is usually done in memo form and should include the names of candidates, ranked or unranked. It reviews the search process, including criteria for evaluation, and discusses the strengths of and concerns about each candidate. The Sunshine Law requires that the list of final candidates be made public at least 14 days prior to hiring, and no offer of employment can be made until the 14 days has passed.

Once the Board has made a hiring decision, the offer letter should come from the President, who should be the primary contact on behalf of the school with the candidate. In addition, the President should be the “one voice” of the school in employment negotiations on behalf of the Board. Be sure to communicate with legal counsel prior to making an offer of employment in order to avoid any unintended contract or employment at will issues.

Record Keeping: It is a best practice for the charter school to maintain summary information about the search process, the applicants and the hired personnel. The President and Secretary are responsible for ensuring that complete records are kept during the search. As a best practice, search files should be kept for two years from the dates of appointment of the candidate selected. The search files should include the following:

- Position description;
- Actual dated copies of announcements, advertising, and other solicitations for applications and nominations;

- Applications, nominations, correspondence, evaluations, references, and a record of verbal contacts with or about applicants or nominees;
- Minutes for all search related meetings to include selection criteria, decision making, and voting;
- Evaluations of candidates at each step of the interview process, including evaluations of candidates who are interviewed and reasons why candidates were not referred for selection.

(Source: Case Western Reserve University)

Once the successful candidate is identified, the Board President should be authorized by the Board to make the offer of employment, write the written offer, and sign the employment contract. **The Board may negotiate the specific terms of the employment contract in Executive Session, but then will vote on the contract in regular session.**

Evaluation: After hiring the Administrator, the President will oversee the administrator evaluation process. The Board should have developed an administrator performance review process that evaluates the administrator on negotiated performance objectives, and that is adapted to meet the specific needs of the school and your particular governance structure. The charter school administrator should expect to receive a coherent view of the Board's opinion of his or her work on an annual basis. At a minimum, the appraisal can take the form of a pre-arranged discussion between the administrator and the President, although the evaluation should have a written component as well.

*The evaluation process will
be most effective with
advance planning.*

The charter school administrator's performance should be measured in relation to his or her job description, and the evaluation may cover the following activity areas: staff relations; administration; planning; educational program; leadership; fiscal management; external public relations; effectiveness in working with the Board to meet the requirements of the charter contract and the overall strategic plan of the charter school; and effectiveness in helping the Board achieve its own accountability and level of responsibility. The specifics of the evaluation process should be determined by the personnel committee or a task force of the Board, and the charter school administrator should be informed of the process in advance. The President or his or her designee can report the conclusions of the evaluation to the charter school administrator. Because the evaluation is a personnel matter, the evaluation should be discussed with the administrator in Executive Session.

The type of evaluation the charter school uses can include any of several elements:

- Written input from all of the individual Board directors;
- Written input from staff members;
- Self-evaluation;
- Intermittent observation;
- A formal rating system;
- Linkage to measures of student performance;
- An open-ended discussion of career goals and paths; and

- Opportunity for the charter school administrator to respond.

One approach that could work well for some charter schools is for the President to circulate a questionnaire to all of the Board directors asking specific questions about the charter school administrator's performance during the past year. The questionnaire can use a ranking system (i.e. 1=outstanding, 2=expected, 3=below expectations, 4= not satisfactory) and include space for narrative comments. The President can then summarize these responses and communicate them to the administrator, seeking his or her reaction. At that point, the President and the administrator can set performance objectives for the coming year, and then a report can be made to the full Board for review. After that, changes in compensation can also be discussed.

Source: www.USCharterschools.org.

B. Dealing with the Media and Successful Communications

For better or for worse, the media seem to have a heightened interest in charter schools. Nationally, charter schools have a higher degree of accountability because they have a higher degree of visibility through the media. By taking a proactive approach to media relations, the school and the board can develop a relationship with the media and the community. When controversy arises, having established relationships may greatly reduce negative reverberations.

Here are some tips for dealing with the media: These tips also are useful in dealing with parents and the community at large.

Initiate contact with the media in your area for a variety of reasons, as opposed to reacting only when some controversy arises or when the reporter calls you.

1. *Be available.* Respond to media requests for information in a timely manner. Most media personnel are on a tight deadline schedule, and a response of “I’ll get back to you on that” is the same as no response at all. If you need to gather information for an appropriate response, give the media a time frame for your response.
2. *Initiate contact.* Call the editorial board of your local paper and set up a meeting to get to know the editors and share information about your charter school and the charter movement in general. Prepare regular press releases for the local paper, radio and TV stations and send them out regularly to share the good news of what is happening at your school. Be sure to post them on your school’s web site as well.
3. *Don’t be defensive.* If the media is inquiring about a controversy at your school, be sure that you have thought ahead of time about what you are going to say. You may even want to write out a script or talking points for your response. Touch base with legal counsel before commenting on any personnel or student privacy issues, which are off limits for public discussion. Don’t ramble, and don’t offer any information that is not pertinent to the issue at hand.

4. *Speak with one voice.* Identify one person who is authorized to speak on behalf of the school, and provide that one person with training on dealing with the media. Do not authorize individual Board members to speak to the media, but have them refer media inquiries to the one appropriate person, usually either the Board President or the Administrator depending on the nature of the situation.

Another critical function of the Board President is communicating the vision, mission, and activities connected with the school with the stakeholders: the authorizer, funders, parents, and the community at large. Consider establishing a Communications Committee tasked with providing regular communications via print and electronic media to the stakeholders. More than just producing a school newsletter, this committee should report regularly to the stakeholders on important Board actions, the strategic plan of the school and how the plan is being implemented, and successes along the way. The responsibility for writing these communications can be passed around from the President to other interested Board members, committee chairs, and the administration. Most importantly, regular communications can help to drive home the vision and mission of the school to interested parties, most particularly the parents. However, a Board communication should be produced at least quarterly, and preferably monthly. In the event that an emergency communication needs to be produced, the Board President should coordinate with the administrator as to the appropriate person to produce and disseminate the communication after review by the President.

C. Recruiting and Retaining Great Board Members

One of the great challenges of the charter school Board is recruiting and retaining qualified, diverse members who can carry the vision and mission of the school forward despite personnel changes and the inevitable challenges that arise. The Board President plays a unique role on the Board in that they must maintain quality relationship with all Board members and ensure that each Board member is given equal standing and voice.

Below are some key ideas to help REAP results when you are considering potential Board members:

- Review the organization's mission and strategic plan and be able to describe it clearly and succinctly to prospective Board members.
- Effective Boards are made up of a broad spectrum of knowledge, experience, and interests.
- Assess current Board strengths and gaps in expertise before shopping for new Board members.
- Prepare to be on the look-out for potential Board members on a continuing basis.
- Show diligence to orient the Board member to his or her new duties.

Source: NonProfit Expert.com

A Board President can formalize the process of Board recruiting and retention through the development of Board policies that ensure sound and professional Boards. Many Boards have

term limits for their Board members, which makes the ongoing recruitment process even more critical. Each Board member should be on the lookout for potential Board members at all times.

As some schools elect their Boards and others appoint Board members, these policies may differ somewhat in procedure, but will always have certain common elements. These common elements should include the following:

- *A commitment to read, support and promote the vision and mission of the school.
- *A commitment to become familiar with the federal and state laws and regulations affecting the financing and operation of the school.
- *A commitment to participate in regular and special Board meetings, trainings, retreats, strategy sessions, and mentoring opportunities.
- *A commitment to bring their experience and passion in pursuit of excellence for the students, staff, parents, and administration.

Many charter schools ask their Board candidates to write a letter of application setting forth their qualifications and outlining their desire to serve as a Board member. These letters of application can then be reviewed by the appointing committee or by the electing membership as appropriate. Candidates should be interviewed by the entire Board, depending on Board policy.

Once a new Board member is elected or appointed, the new Board member should attend an orientation conducted either by the Board President or his or her designee. The Board orientation program might be a half-day session with the Board President and Administrator to assist the new member in understanding her role and becoming an effective Board member more quickly. In addition, Boards should adopt a mentoring policy whereby new Board members, particularly those elected to officer positions, meet on a regular basis with an experienced mentor for additional orientation and training. The Board President can be responsible for appointing a willing and able mentor for the new Board member. Here's a sample Board mentoring policy which all charter school Boards should consider adopting:

Board Mentoring Program: For new Board members the scope and complexity of Charter School legal mandates, financing and operations can be confusing and intimidating. To help new Board members become more comfortable and confident in carrying out their responsibilities the Charter School Board offers a mentor to help provide information and support for up to twelve months. Helping Board members exercise their planning and oversight responsibilities as quickly as possible improves the overall effectiveness and productivity of the agency's Board.

Boards should adopt a mentoring policy whereby new Board members, particularly those elected to officer positions, meet on a regular basis with an experienced mentor for additional orientation and training.

Experienced Board members are eligible to volunteer to serve as Peer Mentors. Board members interested in becoming Mentors should inform the Board President. The Mentor's role is to offer information and support to help newly elected Board members become productive as quickly as possible. Mentor responsibilities may include:

- Reviewing school history, the vision and mission, curriculum, budget, population served organizational structure, etc.
- Offering to review advance information sent to the member to assure receipt and understanding.
- Explaining major issues, questions and challenges facing the school.
- Clarifying governance procedures and policies.
- Answering questions and offering help to assure member meeting attendance.
- Explaining Committees and encouraging member participation.
- Encouraging participation in available Board trainings.
- Commit to provide support as needed to the new Board member for up to 12 months.

A mentoring policy is an often overlooked tool that can help new Board members become effective leaders in a very short period of time. Charter school Boards can also consider using qualified outside mentors when appropriate.

Source: Northeast Institute for Quality Community Action

IV. MANAGING LEADERSHIP

A. Strategic Planning and Board Development

An important role the President of the Board plays is directing the future of the Board and the school by ensuring that a strategic plan is in place and is being followed, as well as providing opportunities for Board development. The process of strategic planning is too involved to be covered in depth in this handbook, but there are many great resources available to charter schools embarking on the strategic planning process through CDE and the League. A few guidelines:

- Every charter school should have a strategic plan in place with at least a five year time horizon.
- While the President of the Board is an integral member of the strategic planning team, the President should not lead the strategic planning process. It is a best practice to have an outside neutral facilitator direct the process.
- Having a strategic plan in place can assist in holding the Board and particularly the Administration accountable for the progress of the school; for that reason the Administrator should participate in the strategic planning process.

- The strategic plan can also help to spread the workload around by identifying tasks to be accomplished and the personnel responsible for completing them.
- The strategic plan can help guide the work of the Board and the focus of Board business meetings.
- One member of the Board should be designated as the “owner” of the plan and ensure that the Board receives at least quarterly updates on the progress toward meeting the goals of the plan.

The Board President should also ensure opportunities for Board development through Board retreats and trainings. This can also be accomplished through an annual Board self assessment, whereby each Board member assesses his or her contributions to the Board and the Board assesses its performance as a whole. The use of an outside facilitator to lead an annual Board self assessment retreat is a best practice followed by many charter school Boards. Many self assessment tools are also available online and through the CDE and the Colorado League of Charter Schools.

B. Frequently Asked Questions

Q: If the Board is going to discuss an individual employee in executive session do I have to invite that employee in to executive session?

A: The employee must be notified ahead of time that they are to be discussed in Executive Session, but there is no requirement that the employee be invited to participate in the Executive Session.

An employee (or group of employees) who are to be discussed in Executive Session must be given the opportunity to make the session public, rather than being held in Executive Session. If a group of employees are to be discussed, the group must unanimously request that the discussion be public. You must get this request for a public meeting in writing from the employee or group of employees.

Q: I have a Board member who refuses to participate in Board meetings. What can I do?

A: First, have a one-on-one meeting with the member to determine whether the problem is over- commitment or some other issue. Second, refer the non-participating member to the Board Agreement that she signed, agreeing to participate in meetings. Third, ask for the member’s resignation if she cannot or will not participate. Finally, refer to the Board Member Removal provisions in the Bylaws if the Board member will not go willingly or misses the requisite number of meetings unexcused.

Q: I have a Board member who is making negative comments about another Board member outside of meetings, and it is causing dissention in the school. How do I handle this?

A: Meet with the negative Board member to discuss the issue and determine if the problem is a personality conflict or something more significant. Refer the negative Board

member to his signed Board Agreement regarding Board conduct. Consider bringing in an outside mediator to resolve the dispute between members. Review the Bylaws for the provisions that address removal of sitting Board members for noncompliance with the Board Agreement.

Q: I have several Board members who arrive at meetings unprepared and therefore unable to effectively participate. Now what?

A: The Board Agreement should address the requirement of Board members to be diligent in exercising their fiduciary duties as Board members, and this includes being prepared for Board meetings. Ask all Board members to review the Board Agreement. Be sure that Board packets are distributed well ahead of the meeting in a timely fashion so all members can review the materials prior to the meetings. In open session, remind all Board members that they are expected to review their Board packets prior to each Board meeting, and compliment by name those Board members who do arrive prepared. If a Board member appears too busy with other commitments to fully participate, consider asking that Board member to resign from the Board.

Q: Our Board does not have a Board Agreement. Do we need one?

A: A Board Agreement is critical to the proper and effective functioning of a Board. Adopting a Board Agreement should be at the top of your priority list. Examples of Board Agreements can be found on the CDE Schools of Choice website. A Board Agreement should be considered mandatory, not optional, for your charter school.

Q: I would like to pursue removal of a Board member for inappropriate conduct under our Board Agreement, but I can't find a willing replacement. How should I proceed?

A: Refer to your Bylaws for removal provisions and go ahead with the removal so the Board can move forward. (Be sure to refer to the quorum provisions of your Bylaws as well.) Appoint a search committee to identify willing candidates. Consider amending your Bylaws to broaden the criteria for Board membership to allow members from the business community, other nonprofits, etc. Finally, if you cannot find a willing candidate, you may have significant communication problems with your community. Consider calling a "town hall" style Board meeting in order to share the vision and mission of the school and cast a wider net for appropriate candidates.

Q: We seem to be entering into Executive Session at every Board meeting. Is that standard practice?

A: While Executive Sessions can arise with some frequency with a start-up charter school, Executive Sessions should be relatively rare in an established charter school Board meeting. Be sure that any Executive Session being called complies with the requirements of the Sunshine law. An Executive Session is not appropriate to discuss conflicts among Board members or any other issue not specifically addressed in the law.

Q: My Board is split into two factions that always seem to vote against one another in blocs. How can I address this issue?

A: First, be sure that each faction is not in violation of the Sunshine law by meeting together to discuss school business (and their anticipated votes) in private. In open session, remind each faction that any action taken at a Board meeting resulting from a violation of the Sunshine law is void! Next, call the members back to the commitment they signed in the Board Agreement to respect one another and to only act in the best interest of the students. Finally, try to determine if there are particular leaders of each faction and meet with them individually to see if there is a way to break up the factions. Intervention by an outside professional can also help break the impasse. While Board members can't agree on every issue every time, each Board member must support the decisions of the majority and be prepared to speak with "one voice" even on those decisions they personally disagreed with.

Q: I need to write a letter of reprimand to our Administrator. How can I go about doing that?

A: Since Colorado charter schools are "at will" hiring institutions, be careful when writing a letter of reprimand that you don't imply a contract with the Administrator by setting forth steps that, if taken by the Administrator, will guarantee continued employment. Rather, set forth clearly the issue giving rise to the reprimand as well as the expected remediation on the part of the Administrator. A personnel issue like this is appropriate for discussion in Executive Session, and you can certainly invite the Administrator to participate in an Executive Session for discussion of the issue. However, this participation on the part of the Administrator is not required for the session to go forward. Check your reprimand procedure and record retention issues with your legal counsel before proceeding. In addition, be sure that you as the President are acting within your authority in writing such a letter by an authorization vote by the entire Board. The Board President is not authorized to write such a letter acting on her own initiative!

Q: Who is responsible for the minutes of our Board meetings?

A: Legally, the Secretary of the Board is responsible for keeping and maintaining all records of the Board, including the minutes. However, many Boards ask a staff person to actually take down and print the minutes of the meetings for review and signature by the Board Secretary. Be sure to include these tasks in the staff member's job description, and be sure to run these requests for staff assistance through the Administrator. Ultimately, however, the Board Secretary is responsible for the accuracy and security of the minutes and should be prepared to sign them after review for accuracy and completeness and include the signed minutes in the Board record book.

Q: Where should we post our notices of Board meetings?

A: Colorado law provides that the notice should be posted in a public place as determined annually by the Board at their first regular meeting of each calendar year in January. Many charter schools post their notices right at the front door of the school where they can easily be seen by parents and other interested parties. In addition, some schools are also posting their meeting notices electronically and sending these electronic notices to interested stakeholders. However, electronic meeting notices cannot replace the physical posting of the notice at a location determined by the Board on an annual basis. Your

school must maintain a “Sunshine List” of persons who have specifically requested notification of all meetings subject to the Sunshine Law. A notice of the opportunity to request inclusion on the school’s Sunshine List should be included in the school’s Parent-Student Handbook.

Q: How do I respond to complaints from staff or parents about the school?

A: Remember that as a Board President your job is to oversee the policies of the school, not the day to day procedures. The school should have a written conflict management policy in place that describes the proper course of action for making and escalating a complaint. It is a best practice to first meet with the complaining party one on one to determine the nature of the complaint, and then to refer the complaining party to the appropriate staff or administration personnel for redress. For example, if a parent has a complaint against a teacher, first refer the parent to the teacher. If the issue is not resolved at this stage, refer the parent to the administrator. If the problem is between a staff member and an administrator, it may be appropriate for the Board to become involved only if the staff and administration are at an impasse. Remember that the administrator is the chief operating officer of the school, and as such is responsible for staff issues. The Board has one and only one employee: the administrator! The Board must support the administrator’s decision. However, a personnel issue may be appropriate for Executive Session as described above. You may also consider bringing in an outside mediator for assistance. Check with your legal counsel for advice on personnel conflicts.

If a parent has exhausted the normal complaint procedure and still wishes to present their complaint to the Board, the President should ask the parent to present their issue in writing, to demonstrate that they have exhausted the normal complaint process, and to state their desired outcome. The President must then determine whether the complaint is appropriate for an Executive Session or for discussion in a public Board meeting. Again, check with legal counsel and consider the use of an outside mediator to help. Parents who wish to go directly to the Board with their issues should be reminded of the school’s proper complaint procedures.

Q: How can I get information from the school administration to help with our decision making?

A: Depending on the type of information you need, you should request the information in writing (email is OK) with sufficient time to provide the information, and a deadline. You may need to request the information from a particular source, such as the School Accountability Committee. Always copy the administrator on information requests. Be careful if requesting information of a sensitive nature, such as student discipline or grade information, which may be confidential and protected.

Q: What guidelines are there for our decision making process?

A: First, examine the vision and mission of the school. Does your decision further your vision and mission or is it a distraction? Next, review the strategic plan; does it give you any guidance on how to move forward with your decision? Third, perform a SWOT analysis (Strengths, Weaknesses, Opportunities, Threats). Does the SWOT analysis assist

in your decision? Is there other data you could consider in making the decision? What have other charter schools decided when faced with similar issues? Finally, consider appointing an ad hoc committee to review the issue and present the Board with a recommendation.

Q: I have a Board member who frequently abstains from voting on controversial issues, resulting in an equally divided Board. How do I handle this?

A: Abstentions are usually only appropriate when a particular Board member has disclosed a conflict of interest and is prohibited from voting. Part of the responsibility of the Board member is to make difficult decisions in good faith for the good of all concerned. If a particular Board member abstains from voting on a regular basis, call the Board member's attention back to the Board Agreement requiring her participation in Board issues, as well as the conflict of interest policy. Remind her that by abstaining she may be preventing the Board from moving forward for the good of the school. If the member continues to abstain from controversial votes without good reason, it may be time to ask her to resign from the Board as she is an ineffective Board member.

Q: How do we handle electing officers for the Board?

A: Officers should be elected in accordance with the school Bylaws, often by their Board peers annually, usually at the annual meeting. Nominations for each office (or for a slate of officers) can be offered by motion by any Board member and must be seconded. The nominated members can then be asked to comment on their willingness to serve in the office for which they have been nominated. All Board members should be prepared to vote on the nominations, and abstentions by nominated persons are only appropriate when they won't result in a tie vote. In the event of a controversial nomination, any Board member can call for a roll call vote by motion. Paper or secret ballots are not appropriate for Board officer elections.

Q: I have Board members who tend to get caught up in the minutiae of the school. How can I address this?

A: One way to address this issue is to begin each Board meeting by reminding the members of the vision and mission of the school, and reading them aloud, thus setting the tone for focusing on the "big picture." Remind Board members that their job is to establish policy, not procedure. Be sure that each Board member's primary commitment at the school is to the Board, not to the PTO or as a classroom volunteer. Ask the administration for help in addressing any concerns raised by the Board member about procedures at the school.

Q: How do I address a Board member with a conflict of interest?

A: Included in your Board policies should be a conflict of interest policy outlining under what circumstances a Board member should disclose the conflict and possibly abstain from voting on the issue. After the disclosure, the Board can acknowledge the potential conflict of interest and can waive it by a motion and vote to do so, in which case the conflicted member may vote on the issue. In the event of a conflict where the conflicted member refuses to recuse herself from voting, by motion and vote the Board can provide

that her vote not be counted, but she can remain present for purposes of maintaining the required quorum.

Q: How do I determine that a change needs to happen with the direction or administration of the school?

A: The strategic plan of the school can be your best guide in determining whether the school is headed in the right direction. If the school is veering off course, refer the Board back to the strategic plan that they developed, and determine the best way to correct the course. The vision and mission of the school will also be your guidelines for making this determination. If you don't have a strategic plan, implement one immediately.

As to a change with the administration, you must not blindsides the administration, but you must hold them accountable to the vision, mission, and strategic plan. Be careful to avoid personality conflicts if at all possible. In the event that the administrator is unable or unwilling to implement the vision and mission of the school or the strategic plan, your course of action becomes plain. However, be careful to avoid the "grass is always greener" temptation that there may be a better Administrator out there.....somewhere. The best course of action is to review the strategic plan and ensure that it is up to date and relevant to the needs of the school and match the strategic plan with the actions of the administration. In addition, review the administrator's job description and provisions of the contract. A review and evaluation plan for the administrator should be part of the contract, and the Board should be prepared to review school data and document benchmarks for improvement. Administrator reviews should be annual unless there is a performance issue, in which case the Board may decide to review data more frequently.

Q: The time for our Annual Meeting is approaching. What should be on the agenda?

A: Here's a suggested agenda for your Annual Meeting:

1. Call to Order and Pledge of Allegiance
2. Reading of the Vision and Mission Statements
3. Approval of Agenda
4. Public Comment (sign up ahead of time and limited time allotted)
5. Election of Board Members
6. Administration Report
7. Financial Report
8. Review of Strategic Plan and Accomplishments
9. Other Business
10. Adjourn

Notice of the Annual Meeting must be posted just like any other Board meeting. Remember that the Annual Meeting is not only a business meeting but also an opportunity to “tell the school’s story” as well as point out accomplishments of the prior year. Remember to keep the Public Comment section limited in time and require signups ahead of the meeting.

Q: Should our Charter School be a membership organization or not?

A: Many charter schools are membership organizations, with the members being the parents of currently enrolled students. The advantage of a membership organization is that it is clear who has voting authority when it comes time to elect Board members. It also gives the parents a strong ownership interest in the charter school. Other charter schools are non-member organizations with the Board appointed or elected by their peers. This type of structure also has its advantages for some charter schools where parental participation is not a strength of the school. The decision as to whether to be a member or non-member organization ultimately is driven by the population to be served and the leadership structure of the school as determined by the founders during the formation of the school.

Q: Can the Board reach a decision by consensus, or must we always have a majority vote?

A: While Robert’s Rules are a best practice for a charter school Board, some Boards operate in reality more like consensus Boards, where decisions are arrived at in a collaborative fashion. Most of the time, Boards can operate in a consensus fashion, with motions crafted in such a way as to involve all Board members in the decision. Occasionally, however, an issue is so contentious that a vote must be taken. In that event, the minority must be willing to comply with the Board Agreement and support the majority, speaking with one voice and not engaging in negative behavior after the vote. Board minutes should always reflect a motion, a second, and a vote on actions taken by the Board. Any Board member can call for a roll-call vote with individual names recorded with their votes.

Q: Should I require background checks for potential Board members?

A: Since Board members are not directly involved with students on a daily basis, background checks are not required by the State, although they may be required by the Authorizer in the Charter Contract. It is always appropriate to request resumes and letters of recommendation from potential Board members. In addition, a background check is certainly a best practice for Board members who are responsible for authority over financial decisions, such as the Treasurer, and potentially for all Board members. Always get written authorization from a potential Board member before running a criminal and financial background check, and always use a professional organization to run the check for you. Background checks are confidential and should not be shared with anyone outside the organization. Check with legal counsel as to the advisability of background checks and the handling of the information provided.

Q: How important is it that all Board members read and understand the contract with the authorizer?

A: It is critically important that the Board be aware of the provisions of the contract. It is a best practice to schedule a special session with legal counsel for an explanation of the contract and its provisions, including all waivers. A copy of the contract should be provided to each Board member in the member's handbook.

Q: What should a meeting agenda address?

A: Your standard meeting agenda should be set each month. Resist the temptation to enter into a free-wheeling discussion of whatever each Board member wants to talk about. Distribute the agenda ahead of time, and limit amendments to the agenda to big picture items as much as possible. Avoid the "other business" category; this catch-all can eat up a ton of Board time without any resolutions coming forward. Remind Board members frequently that they are a policy-making Board, not a procedures Board.

Q: How do I handle a Board member who wants to add an agenda item during or just before a Board meeting?

A: Assuming that the agenda was distributed for comment well ahead of time, and the item to be added is not an emergency item, it is best to defer the addition to the next Board meeting where it can be added and background information supplied ahead of time. As President you should discourage these last minute agenda additions. While any Board member may move to amend the Agenda to add an item, these motions should be rare. It's best to distribute the draft agenda to all interested parties well ahead of time for review, comment, and amendment. It is at the discretion of the President as to whether to add the new item, but caution should be exercised and new items should be deferred until the next meeting if at all possible.

Q: Our Board needs to make a decision before our next regular meeting. How do we proceed?

A: If a quorum is to meet and school business is to be discussed, you still must post a notice of your special meeting at least 24 hours ahead of time in the designated public location even if Board members are only being polled for their opinions, and no formal vote is to be taken. Board members may be individually polled by the President, but a formal vote to ratify any decision previously made must be taken at the next regular Board meeting. Some charter school Bylaws authorize an Executive Committee composed of the officers of the Board to make certain limited decisions between Board meetings, which decisions must then be ratified by the entire Board at the next regular meeting. Check your Bylaws for Executive Committee provisions. The membership, powers and reporting responsibilities of the Executive Committee need to be extremely limited and be spelled out carefully in the Bylaws. Decisions by Executive Committee should be extremely rare and undertaken only in emergency situations in order to avoid second guessing and problems with the Sunshine Law and usurping the role of individual Board members.

Q: My Board does not think they need training, but they are not functioning well. How can convince them to get the training they need?

A: The Colorado Department of Education is recommending that all Board meetings begin with a 30 minute work session for professional Board development. This time should be used to review the Board Training Modules and for discussion of the study questions arising out of the modules. The modules and study guide can be found at www.Boardtrainingmodules.org. In addition, A Board self-evaluation process can help to point out to a Board the gaps in their performance. By reviewing the self-evaluation with a neutral facilitator, Board members may be exposed to their need for additional training. In addition, some Board leaders use a Board questionnaire as a training starter: many Boards don't know what they don't know! A great sample questionnaire can be found at <http://www.help4nonprofits.com/BoardEffectivenessQuiz.htm>.

(Source: Community Driven Institute.)

Q: We have just hired a new Administrator. How can we get her up to speed quickly?

A: The best way to orient and quickly launch a new Administrator is to arrange for a mentor to meet with her frequently over a period of 6 to 12 months. The mentor, in conjunction with the President, can ensure that the new Administrator is familiar with the vision and mission of the school and with the current operations, as well as interpreting for the new Administrator the desires and intent of the Board. Outside mentors can often bring years of experience to bear without any negative experiences of the past to color the mentoring process. The Colorado Department of Education offers a leadership mentoring program with quality mentors with charter school experience. Contact CDE for recommendations of experienced administrative mentors.

Q: Do Board members have the right to access student records?

A: Federal law governing the confidentiality of student records, ("FERPA") provides that a student has the right to prohibit disclosures of personally identifiable information contained in the student's education records, except to the extent that FERPA authorizes disclosure without consent. One exception which permits disclosure without consent is disclosure to school officials with legitimate educational interests. A "school official" can be a person in an administrative, supervisory, academic or research, or support staff position (including law enforcement unit personnel and health staff); a person or company with whom the school has contracted (such as an attorney, auditor, or collection agent); or a person serving on the Board of Directors. A school official has a legitimate educational interest if the official needs to review an education record in order to fulfill his or her professional responsibility. *(Source: Georgetown University School of Law.)*

Example: The Board may need to review the discipline record of a particular student in order to make a suspension or expulsion decision. However, it is not appropriate for individual Board members to have access to waiting lists or lottery lists.

Be sure to consult with legal counsel on the application of FERPA before allowing any access to confidential student records. In addition, when publishing your school directory, be sure to get written authorization from each person to be listed. This approval is best handled at back-to-school registration time.

Q: How formal do Board minutes need to be?

A: It is a best practice to have an attendance roll call reflected in the minutes to ensure that a quorum was present at the meeting. It is also a best practice to reflect the names of the members making and seconding motions. However, only if a roll call vote is requested does the individual name and the vote of each member need to be set forth in the minutes. Board minutes are public records which are subject to public and media inspection. Think about how the school would be portrayed in the media if your minutes are sloppy, incomplete, and inaccurate. When in doubt, make your minutes more formal, rather than less formal, and avoid a narrative of the discussions that took place.

Q: How do I handle a Board member who has been accused of a moral lapse or is not adhering to the obligations of the Board Agreement?

A: The Board Agreement is helpful in dealing with Board “dirty laundry.” For example, a Board Agreement might state that Board members are to be held to the highest moral and ethical standards both at school and away from school. In addition, a reference to the Board Agreement can help you approach the accused member one-on-one to get to the bottom of the issue and help to point the way forward.

NOTE: Colorado non-profit law provides that the voting members may remove one or more directors elected by them with or without cause unless the bylaws provide that directors may be removed only for cause. (CRS 7-128-108.) Check with your legal counsel for more guidance on removing directors.

Q: What are the “top ten” mistakes Board members make?

A:

1. Individual Board members acting as if they have authority to make decisions.
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. the parents and the authorizer).
10. Terminating the principal because “there must be a better principal out there somewhere.” (Source: CDE)

APPENDIX

Candidate Letters

Sample Letter of Application Receipt:

Candidate's Name
Address
City, State Zip

Dear (insert candidate's name):

XYZ Charter School has received your application for the position of (insert position title) at XYZ Charter School. The Board is beginning to review applications, and plans to have final candidates identified by (insert date). Thank you for your interest in the continued growth of our school.

Sincerely,

President, Board of Directors

Sample Letter of Application Rejection:

Candidate's Name
Address
City, State Zip

Dear (insert candidate's name)

On behalf of the Board of Directors, I am writing to follow-up on an earlier correspondence and inform you of the status of the search for (insert position title) at XYZ Charter School.

The committee has reviewed the qualifications of a large number of applicants and has identified a shortlist of candidates whose experience we judge to be more suitable to our needs at this time. We wish you continued professional success, and thank you again for your interest in the position and in XYZ Charter School.

Sincerely,

President, Board of Directors

Acceptable and Non-Acceptable Interview Questions:

Name

OK: Whether the applicant has worked under another name.

NOT OK: Inquiries about the name that would seek to elicit information about the candidate's ancestry or descent. Inquiries about name change due to a court order, marriage, or otherwise.

Birthplace

See citizenship below.

NOT OK: Birthplace of applicant, spouse, parents, or other relatives.

Citizenship

OK: Statement that employees must be eligible to work in the US

NOT OK: Any inquiries about citizenship.

Residence, Nationality

OK: Place of residence. Length or residence in this city.

NOT OK: Specific inquiry into foreign addresses that would indicate national origin and/or nationality of applicant. Whether applicant owns or rents home.

Age

OK: Can inquire if applicant meets minimum age requirements, or state that proof may be required upon hiring, or that hire is subject to verification of minimum age.

NOT OK: Cannot require that applicant state age or date of birth. Cannot require that applicant submit proof of age before hiring. Any questions that may tend to identify applicants over 40 years of age.

Sex

OK: Inquiry or restriction of employment is permissible only when a Bona Fide Occupational Qualification (BFOQ) exists. (This is highly unlikely in a charter school context.)

NOT OK: Any inquiry that would indicate sex of applicant. Applicant's sex cannot be used as a factor for determining whether an applicant will be "satisfied" in a particular job.

Marital and Family Status, Sexual Identity

OK: Whether applicant can meet specific work schedules.

NOT OK: Marital status or number of dependents. Names, ages or addresses of spouse, children, or relatives. Questions about sexual identity, orientation, or preference.

Race, Color, Physical Characteristics

NOT OK: Inquiry as to applicant's race, color of skin, eyes, or hair, or other questions directly or

indirectly indicating race or color. Applicant's height or weight when it is not relevant to the job.

Disability

OK: Can ask an applicant questions about his or her ability to perform job-related functions, as long as the questions are not phrased in terms which would seek to elicit whether the applicant has a disability.

NOT OK: General inquiries ("Are you disabled?") that would tend to reveal disabilities or health conditions that do not relate to fitness to perform the job. Applicant's height or weight when it is not relevant to the job. It is unlawful to ask an applicant whether he or she is disabled or about the nature or severity of his or her disability.

Education

OK: Applicant's academic attainment.

NOT OK: Date last attended high school (reflects age).

Pregnancy

NOT OK: Any question concerning pregnancy or birth control.

Arrests and Convictions

OK: Asking about conviction of a crime related to job qualification.

NOT OK: Asking about arrests.

Religion

NOT OK: Any question requesting the applicant's religious affiliation, church, parish, pastor, or religious holidays observed.

Military Experience

OK: If needed for employment history, you may ask about applicant's military experience in US Armed Forces.

NOT OK: Any question into applicant's general military experience. Any question into type of discharge.

Organizations

OK: Any question into applicant's membership in organizations which the applicant considers relevant to his or her ability to perform the job.

NOT OK: Asking what organizations, clubs, and societies the applicant belongs to that are not relevant to his or her ability to perform the job (political, social, religious etc.).

(Source: Case Western Reserve University)