



<i>The Classical Academy</i>	<i>Policies and Procedures</i>
Policy Name:	Board Agreement
Policy Number:	BC-TCA (incorporates BDFA-TCA)
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Category:	Board
Author:	Board Clerk
Approval:	TCA Board of Directors

## **BOARD AGREEMENT**

(Governing Style, Continuous Improvement, Code of Conduct, Compliance)

The Board Agreement is a document that each TCA Board Director will sign at the beginning of the August Board meeting when the newly elected Board Directors assume their official duties. The Board Agreement outlines the Board’s Code of Conduct that commits its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum. Additionally, the Board’s governance style emphasizes the Board’s willingness to cultivate a sense of group responsibility as well as its continued growth and self-regulation. A signed copy of the Board Agreement will be included in the August minutes. A copy of the Board Agreement will be included in election packages of potential Board candidates. Board candidates are expected to live up to the expectations outlined in the Board Agreement during the election process. Once elected, newly elected Board Directors are expected to abide by the Board Agreement, but will not formally sign the agreement until August when their official duties begin.

## **BOARD AGREEMENT**

Directors of the TCA Board will have a firm commitment to the charter school philosophies of autonomy, entrepreneurship, and a high degree of parental involvement.

The Board’s purpose is to ensure the implementation of the Mission, Vision, and Core Values of TCA through its Strategic Plan. Furthermore, Directors shall foster positive relationships with other Directors, school personnel, the school community and the community at large, oversee the financial stability of TCA, and deal with school related issues as prescribed in the Bylaws.

## **BOARD GOVERNING STYLE**

The Board will govern with an emphasis on:

1. Outward vision rather than internal preoccupation;
  2. Consideration of diversity of viewpoints;
  3. Strategic leadership more than administrative detail;
  4. Clear distinction between Board Governance and administrative management roles;
  5. Collective rather than individual decisions;
  6. Future rather than past or present; and
- Proactivity rather than reactivity.

The Board will govern through the use of the TCA Core Values, TCA Bylaws, Charter Agreement with ASD20, policies, and TCA's Strategic Plan with which the TCA Board will communicate its vision with one voice.

The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual Directors to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.

The Board will establish and monitor carefully written Board policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided.

The Board will operate under the following principles:

1. Only majority votes of the TCA Board constitute binding instructions to TCA Staff.
2. The TCA Board will not take any action on any matter until the President has had an opportunity to resolve the same matter.

The TCA Board will follow a Governance Model of leadership and not a Co-Management Model. In general, this Governance Model means that TCA staff will decide how Board-directed objectives and instructions will be accomplished, and the Board will evaluate how well the objectives and instructions are being accomplished. We recognize that exceptions to the Governance Model have already been made and accepted in our Core Values document via a thorough collaborative process between the Board and Staff. The Governance Model does not exclude such collaborative exceptions.

## **CONTINUOUS IMPROVEMENT**

Continual Board development will include orientation of new Board Directors in the Board's governance process and the completion of the Charter School Board Director Online Training Modules.

Each year the Board will conduct a self-assessment to determine its effectiveness in implementing the Mission, Vision, and Core Values and performing its other responsibilities. Further, the Board Training Committee may conduct a needs assessment to determine which topics the Board needs additional training and will schedule resources (workshops, books, etc.) to meet those training needs. Information garnered from the self-assessment may be incorporated into the Board's Strategic Plan, Board Policy, or in any manner deemed appropriate by the Board.

## BOARD CODE OF CONDUCT

The Board commits its Directors to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum. Board Directors and Directors-elect shall exemplify integrity, honesty, and respect and shall abide by this policy. During the campaigning period and upon election, if applicable, candidates for the Board will be held to the same standards and be expected to comply with all relevant sections of this agreement. Failure to abide by this policy may result in Board discipline, Board censure, or removal of a Board Director as set forth in the Bylaws and Attachment 4 of this document.

1. Board Directors will serve the students, staff and parents of the school in accordance with its Mission, Vision, and Core Values, Bylaws, charter contract, policies and any other governing documents approved by the Board of TCA.
2. Board Directors will attend all scheduled Board meetings (Regular and Special) in order to be fully informed and available to vote on matters affecting TCA. If an individual Director is unable to regularly participate, he/she will put the needs of TCA first and resign from the Board. If a Director misses or is late to more than four scheduled meetings within a twelve-month period, the Chair will notify the Director in writing of his/her having reached this threshold and the Director will resign from the Board before the next scheduled monthly meeting.
3. If the Director is going to be physically absent from or late to a scheduled meeting he/she will make every practical effort to participate to the best of his/her ability by phone.
4. Board Directors will respect the opinion of others, listen, speak their mind, share all relevant information with the Board, and express their honest and most thoughtful opinions frankly and respectfully.
5. Board Directors will make decisions based on what is best for the students and school as a whole.
6. Board Directors will be aware of the impact of their role and how it affects relationships with other school community members.
7. Board Directors shall conduct themselves in a manner that does not imply or give the perception of an advantage over other members of the school community due to Board Director status.
8. Board Directors will support the Board's Conflict Resolution Policy. When receiving criticisms from parents or others in the school community, Board Directors shall refer to the conflict resolution policy and direct the critic to the appropriate party or process for resolution.
9. Board Directors will only conduct Board business in compliance with the Sunshine Laws, will vote for an executive session if the situation requires it, and will consider secret Board meetings unethical.
10. Board Directors will uphold their fiduciary duties of care, loyalty, and obedience. Board Directors will exercise reasonable care as stewards of TCA, be loyal to TCA, not act for personal gain, be faithful and obedient to TCA's Mission, Vision, and Core Values. Board Directors will not use the school or any part of the school program for their own advantage or for the advantage of friends, either financial or non-financial.
11. After notifying the Board, Board Directors shall excuse themselves from the deliberation and vote of an issue for which they have a conflict of interest.
12. Board Directors will not attempt to exercise authority over the school or speak for the Board except to repeat explicitly stated Board decisions.
13. Board Directors will make no disparaging remarks, in or out of Board meetings, about other Directors of the Board, TCA faculty and staff, or members of the school community.
14. Board Directors will not communicate in a way that compromises the value and dignity of another person.

15. Board Directors will encourage all Directors of the Board to participate fully in Board discussion and action.
16. Board Directors will abide by and support majority decisions of the Board, past and present. Decisions of the Board may be revisited, reviewed, and revoked at any time as long as a majority of the Board agrees to do so.
17. Unless appropriately delegated, Board Directors will not discuss the confidential business of the Board outside of Board meetings with non-Board Directors. Each year, Board Directors are required by Colorado statute to sign an affidavit of non-disclosure with respect to discussions occurring during Executive Sessions. Newly-elected TCA Board Directors will sign the affidavit in August.
18. Board Directors will not individually evaluate the President's or staff performance outside of the formal President evaluation process defined in policy CBB-TCA.
19. Board Directors will carefully read all information and ask critical questions so that they are carefully informed about issues facing the Board.
20. Board Directors will not make decisions without a careful examination of all sides of an issue.
21. Board Directors will recognize their role as servant leaders and uphold the expectation for maintaining a professional demeanor at all Board and school functions, whether attending as Board Directors, volunteers, or parents.
22. It is each Board Director's responsibility to set the tone for the culture of TCA, consistent with TCA's Mission, Vision, and Core Values.
23. Each Board Director will make financial contributions to the organization according to his/her ability, hold high standards for parent involvement, and citizenship and character while remaining fiscally responsible to TCA at all times.
24. Board Directors will commit to resolving conflict directly with each other or with the appropriate school personnel and not share the conflict with anyone outside of the conflict except as necessary to follow the approved conflict resolution policy of TCA, including, but not limited to, other parents, other school personnel, or the media. Directors shall understand that resolving interpersonal issues is not an acceptable reason for the Board to move into Executive Session.
25. In our continuing effort to further Board development and training, Board Directors will be required to participate a minimum of one educational training event in their first two years on the Board and provide a written report on what they have learned. A training event can be a conference, podcast, online townhall meeting, etc. Board officers will be required to attend a minimum of one conference every year that they are serving as an officer of the Board. A non-officer must attend one conference in each term they serve.
26. Any Board Director who is arrested or charged with any felony offense must notify the Board Chair and Vice Chair within three business days and the Board Chair must notify TCA's President immediately upon notification. Under state statute, a person employed in or applying to a school district for employment in a non-licensed position is disqualified from employment if convicted or, or convicted of attempt, solicitation, or conspiracy to commit on of the following offences (C.R.S. 22-32-1098 (6.5) (a) (I):
  - a. A felony child abuse, as defined in C.R.S. 18-5-401
  - b. A crime of violence, as defined by C.R.S. 18-1.3-406 (2)
  - c. A felony involving unlawful sexual behavior, as defined in C.R.S. 16-22-102 (9)d. A felony of domestic violence, as defined in C.R.S. 16-22-1-3 (9)
  - d. A felony drug offense, as defined in Part 4 of article 18 of title 18
  - e. A felony indecent exposure, as defined in C.R.S. 18-7-302

- g. Any offense in another state, the elements of which are substantially similar to the elements of the offences described above C.R.S. 22-32-109.8 (6.5) (a) (I) (G)

Additionally, any Board Director who is arrested or charged with one of the following misdemeanor offences must notify the Board Chair and Vice Chair within three business days and the Board Chair must notify TCA's President immediately upon notification of any of the following misdemeanors C.R.C. 22-32-109.8 (7):

- h. A misdemeanor or municipal violation involving children
- i. A misdemeanor or municipal violation involving indecent exposure, as defined in C.R.S. 18-7-303
- j. A misdemeanor domestic violence, as defined in C.R.S. 18-6-800.3 (I)
- k. A misdemeanor sexual assault, as defined in C.R.S. 18-3-404
- l. A misdemeanor unlawful sexual contact, as defined in C.R.S. 18-3-405.5
- m. A misdemeanor internet sexual exploitation of children, as defined in C.R.S. 18-3-405.4
- n. A misdemeanor or municipal violation involving the illegal sale or possession of controlled substances, as defined by C.R.S. 18-18-403.5 / 18-18-405

**COMPLIANCE**

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, respect of roles, and ensuring continuance of governing capability.

**CONFLICT OF INTEREST NOTIFICATION**

Board Directors will describe below any relationships, transactions, positions they hold (volunteer or otherwise), or circumstances that they believe could contribute to a potential conflict of interest between The Classical Academy and your personal interests, financial or otherwise (If none, please state, "none").

**SIGNATURES**

Board Directors will adhere to the provisions of this agreement as evidenced by the annual signature of each director as signed below:

Board Signatures	Date	Conflict of Interest Notification
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Attachments:

1. Board Annual Evaluation Process
2. Board Annual Evaluation Form
3. Board Affidavit for Executive Sessions
4. Discipline or Removal of a Board Director

**Policy Revision History**

<b><i>Date</i></b>	<b><i>Revision Details</i></b>	<b><i>Revised By</i></b>
2/4/2014	Completed annual review. Added Annual Board Evaluation Process and Board Annual Evaluation Form.	Board Clerk
8/11/2014	Completed annual review. Changed references from Executive Director to President.	Board Clerk
10/6/2014	Added #14 under Board Code of Conduct.	Board Clerk
4/8/2015	Added Conflict of Interest Notification and updated Board requirements for professional development.	Board Governance Committee and Approved by the TCA Board
9/14/2015	Included grammar changes, clarity on attendance at scheduled meetings, persons to fill out Board evaluation, Board evaluation questions.	Recommended by the Governance Committee and approved by the TCA Board.
3/14/2016	References to members changed to Directors, shalls changed to wills, and deleted extraneous sentences.	Revised by the Governance Committee and approved by the TCA Board.
10/12/2016	Amended questions to Board Evaluation and Board Code of Conduct reference missing meetings.	Revised by the Governance Committee and approved by the TCA Board.
8/14/2017	Annual review. Added requirement #27 for Board Directors to report arrests or charges of listed actions.	Revised by the Governance Committee and approved by the TCA Board.
3/12/2018	Reworked several topics to consolidate and delete obsolete content. Added new #26 regarding discipline or removal of Board Directors.	Revised by the Governance Committee and approved by the TCA Board.
5/13/2019	Completed annual review. Nominal updates to Code of Conduct.	Revised by the Governance Committee and approved by the TCA Board.
6/08/2020	Completed annual review with no changes	Approved by TCA Board
2/15/2022	Revised Board Code of Conduct #16, #25, and #26.	Revised by the Governance Committee and approved by the TCA Board.
12/11/23	No Changes	Recommended by the Governance Committee and approved by the TCA Board.