



## Board of Directors Agreement

Adopted: October 14, 2014

Revised: \_\_\_\_, 2021

2013 to 2016

**VISION:** Addenbrooke will develop free and independent thinkers in a collaborative community through an integrated and exemplary educational program supported by its families.

- Provide a complete educational institution based on proven methods of instruction and challenging content;
- Have high academic and moral expectations for all students; and
- Cultivate relationships between parents and teachers to ensure the complete development of the student, including academics, music, and character.
- Prepare students for life after high school using time tested methods of teaching focusing on knowledge and music, but preparing for them for the 21st century using innovative technology as learning tools.

**MISSION:** ACA is a place where a collaborative community develops curriculum, instructional strategies, and assessment to ensure all students learn through a rigorous Music Program, Core-Knowledge and Classical curriculum and instructional models integrated by becoming an iSchool Campus to create a SMART school. In design and delivery, the school has an integrated model of tradition and innovation.”

*In 2016, as a part of charter renewal, the mission was revised.*

**REVISED MISSION:** ACA utilizes an integrated model of tradition and innovation to develop free and independent thinkers through classical instructional strategies.

## I. Introduction

The purpose of this board agreement is to provide continuity as individual board members change and to ensure the original intent of the school's charter is fulfilled. By establishing protocols for meaningful conversations and establishing structures for the board to do its work, the board can be more effective in conducting its fiduciary responsibilities.

The charter school governing board acts with one voice on behalf of the charter school. The board is party to the charter contract with the authorizer. It is the board that is authorized by statute and Bylaws to represent the charter school in contractual arrangements with the board President being the individual authorized to sign on behalf of the board.

Individual directors and the board as a whole will make decisions using the school's mission statement as a guide. The original intent for the charter school will supersede secondary objectives. Whenever possible, the board will engage various stakeholders within the school (e.g., staff, parents, students) in the decision-making process to include committee recommendations, surveys, or public comment.

The governing board implements the mission statement while the school leader is responsible for daily management. The board adopts policy to make sure its values are implemented on a daily basis by the school leader. The school leader is the board's sole employee. Individual board members should be mindful of the different hats they wear while at school: parent, volunteer, board member. Directors should not use their position of authority while acting in their parent or volunteer roles. With humility, each director will serve the best interests of the school. Directors shall remember that stepping out of their advisory or director capacity and attempting to manage or unduly influence the operations of the school will always cause problems. The Board protocols, procedures and agreements are the tools the members use to address and solve Board level conflicts.

## II. Qualifications

- Read *Cultural Literacy* and *The Knowledge Deficit* by E.D. Hirsch
- Classical
- Read the Articles of Incorporation and Bylaws

Prior board experience is helpful, but not required. Placing a high value on professionalism and the success of the school is mandatory. Motivation for serving on the board shall be to facilitate the educational success of students.

All directors are required to attend an annual board retreat where the strategic plan is updated and goals defined. Further, the board shall conduct an annual self-evaluation, at the end of each school year, to gauge board performance.

Directors shall fulfill their board and committee responsibilities to their fullest capacity. The board agrees it is not a best practice to abstain from a board vote without having a potential conflict of interest that requires recusal.

### III. Behavioral Expectations

Directors shall abide by the Colorado Revised Statutes (C.R.S.) open meetings law [C.R.S. § 24-6-401]. The open meetings law states that anyone discussing board business, policy, actions, resolutions, etc. amongst three or more directors, except at meetings for which notice has been properly posted at least 24 hours prior to the meeting, is illegal.

“Meeting” with another director is defined as communication in person, by telephone, by electronic mail, or through any other means. Executive sessions and confidentiality laws are also outlined in the statute. Personnel matters, individual students, negotiations, property/lease agreements, attorney conferences, security arrangements and certain documents protected by mandatory nondisclosure provisions are confidential by law and are typically discussed in an executive session. Once the executive session is concluded, any actions resulting from the discussion are conducted and documented as part of the regular (or special) meeting in the usual manner of conducting business.

Expectations include a professional demeanor at all board and school functions. Issues being discussed shall not be personalized and directed toward a fellow director, ACA personnel, parent or anyone else. Discernment should be used in interpersonal relationships and communications.

A diversity of opinions and solutions are necessary for the effective governance of ACA; however, directors shall respect and listen to ideas being presented by another director. Directors shall encourage each other to fulfill their responsibilities to the fullest of their potential.

When receiving criticism from parents or other parties about school personnel or other directors, the director shall direct the speaker to the director/personnel, which the situation involves. Directors shall avoid speaking negatively about school personnel or other directors to the school community, or parties outside the school community.

Conflict shall be resolved by those between whom it exists. 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 ACA, including, but not limited to, other parents, other school personnel, or the media.

Directors shall exemplify integrity, honesty, and respect. A dedication and commitment to the vision of ACA and the charter school movement shall be top priority for any directors. Any director finding himself or herself involved in an irresolvable conflict shall put the vision and interest of the school first.

#### IV. Tools

A high functioning charter school governing board utilizes a variety of tools to conduct its business. The tools adopted by the Addenbrooke Classical Academy board are included in the appendix.

The primary documents for ACA include the charter contract, Bylaws, and the school's mission statement. Based on these foundational documents, greater detail is provided in the board's strategic plan and board policies. Additional tools include the board calendar, agenda template, committee evaluation template, committee report template, training needs assessment, individual and Board goal templates and school dashboard.

It is expected that the board will utilize its tools in conducting its work. The board will not deviate from its established protocols.

#### V. Governance

ACA shall be governed by the board. The board shall be made up of a minimum of five directors and a maximum of seven directors. The board shall establish and maintain fundamental school policies to ensure adherence to the vision and mission statements. ACA's Executive Director shall make day-to-day management decisions and is responsible for all administration duties for the school. The Executive Director shall report directly to the board and serve at the pleasure of the board.

As with all charter schools, ACA is an entity separate from the school district in the area of governance. Each director shall guard this unique characteristic of ACA and other charters schools.

Directors should remember that derogatory statements concerning matters regarding ACA in a public forum tend to bring disrepute on the school as a whole and could be counterproductive to not only ACA, but also the Colorado charter school movement. If a director questions a school related decision, he or she shall immediately take that concern or disagreement to the Executive Director in a confidential and diplomatic manner. Likewise, the Executive Director shall agree to the same commitment regarding board decisions.

While at the school, directors shall be mindful of the different roles they play: parent, volunteer, director, etc. Directors shall not use their position of authority while acting in their parent or volunteer roles. With humility, each director shall serve the best interests of the school.

Directors shall remember that stepping out of their advisory or director capacity and attempting to manage or unduly influence the operations of the school will frequently cause problems.

The vision and mission statements of ACA, will serve to guide and direct the function and decisions of the board. The goal to continually improve, maintain integrity, serve ACA families and ensure academic success for ACA's students shall take precedence in all situations.

## VI. Training

The board is responsible to model to the rest of the school community, the value of continuous improvement through ongoing training. Expectations for students in the classroom should be the same for the governing board. Therefore, the board will adhere to a plan for training that includes both external and internal topics. All ACA board members will complete board training each year. Internal training is based on the completion of a needs assessment that identifies areas or topics the board needs information on and/or has expressed an interest in learning more about. The board should also have a standard training agenda for new board members and regular training topics to discuss at each board meeting.

Training for new board members includes a review of the original charter school application, with a particular emphasis on understanding the school's vision and mission. New board members will read the primary documents and numerous previous board meeting minutes to gain an understanding of the board's work and protocols.

Training materials in the Appendix include Roles and Responsibilities of Officers, Board Member Fiduciary Responsibilities, Communication Pathways, and the board's strategic plan.

It is expected that the board's annual training needs will be identified through a needs assessment. Further, these training needs, and the contents of this publication, will be reviewed quarterly by the board in workshop session. All board members will establish goals in the strategic plan. New members will focus on completing the training as expected while returning board members will focus their individual goals driven by the needs assessment and strategic goals for the school year.

## VII.Meeting Protocols

The board uses established meeting protocols to ensure everyone understands what will occur at board meetings. This includes a template for the board agenda, reporting

templates (administration, business services, etc.), and board policy explaining how parents can bring an issue to the board and address the board if they have concerns.

Board members are bound by executive session law to maintain confidentiality. In general, it is wise for board members to use discretion when at school functions and speaking outside the board room. Even though the board member may perceive him/herself as not wearing his/her board hat, others may perceive the board member in that role.

One of the board's strengths is its wide diversity of strengths, skills, and opinions. It is these different viewpoints that allow the board to reach the best conclusions, through vigorous debate and discussions. Board members must be mindful of speaking with one voice on matters that have been voted by the full board.

The board has outlined communication pathways in its policies and encourages the Executive Director to likewise clearly articulate communication pathways for staff, students, and parents. The board will adhere to these communication pathways and not circumvent the established process.

Board members are expected to attend all board meetings. A member may receive an excused absence by notifying the board President or at least two other board members prior to the scheduled meeting. Board members should be aware of their fiduciary responsibility as a board member and not abstain from voting on a matter unless there is a conflict of interest that has been declared.

The board will use Robert's Rules of Order to conduct its meetings.

### VIII. Board Succession

The board holds a high value for developing people and models this value for administration and staff. The board expects the Executive Director to create an administrator pipeline in which staff members can receive additional training and/or

responsibilities in order to move their career toward administration. Additionally, the board welcomes staff members on its committees.

Likewise, the board is always watching for individuals who may be a good addition to the ACA board. The board expects individuals to serve on school committees for at least one year prior to placing their name into consideration for a board member position. Ideally, a prospective board candidate will have served on a committee, then serve as a committee chair, before placing his/her name into board consideration.

### IX. Compliance

As a public body, the TCA board adheres to the Colorado Open Meetings law, 24-6-402, C.R.S. Additionally, the board signs and agrees to comply with the board's Conflict of Interest policy each year. These forms are located at the beginning of this publication.



## Responsibilities and Duties of the Board of Directors

The board is responsible for:

1. Implementing the vision and mission statements as well as the school's philosophy and objectives. This philosophy should be read on a regular basis and taken into consideration whenever possible changes of policy are under discussion.
2. Establishing policies for the Executive Director's operation of ACA as well as ensuring that the provisions of the corporation's Articles of Incorporation, Bylaws, the charter, and other contracts or agreements with the Jefferson County R-1 School District are being followed.
3. Establishing fiscal policy and boundaries, including but not limited to, budgets and financial controls for the school.
4. Selecting and hiring a new Executive Director, when necessary.
5. Establishing necessary working committees and ensuring that all directors are actively involved in appropriate committee assignments.
6. Periodic evaluations of ACA, taking into consideration the school's philosophy and goals as stated in the vision and mission statements.
7. Conducting a written annual evaluation of the performance of the Executive Director and establishing his/her performance goals for the following year.
8. Conducting a written annual self-evaluation, including consideration of whether the board and its committees are independently knowledgeable concerning school matters or are relying too heavily upon the Executive Director and other school personnel for guidance in establishing and maintaining policies.
9. Keeping full and accurate minutes of board meetings and those of its committees.
10. Maintaining a policy book so that governing decisions made over a period of years may be readily available to subsequent directors and administrators.
11. Developing and maintaining a communication link to the community.

Remember that each director has no individual authority; it is only as a collective board that there is authority.

## BOARD OFFICER RESPONSIBILITIES

### CHAIR

- Chair board meetings
- Utilize Roberts Rules of Order for clarity of action taken at board meetings
- Understand Roberts Rules of Order and be prepared to make a judgement call on whether proper parliamentary procedures have been used
- Prepare meeting agendas and ensure proper posting of the agendas
- Primary point of contact for the Executive Director
- Primary point of contact for legal issues with counsel
- Sign contracts (charter, employee, or vendor) on behalf of the board, when authorized
- Ensure the agenda focuses on the strategic plan
- Ensure the standard board calendar issues are addressed by the board
- Facilitate conflict management among board members, when needed

### VICE CHAIR

- Chair meetings if the President is absent, or as assigned
- Fulfil the President's duties if the President is absent, or as assigned

### SECRETARY

- Prepare and properly file meeting minutes
- Sign contracts when two signatures are required
- Distribute board packets prior to the meeting
- Maintain audio recordings of Executive Session or attestations, if needed, as required by law
- Monitor time (if restricted) during public comment
- Maintain corporate documents

## TREASURER

- Interpret and clarify the school budget for the rest of the board and the school community
- Serve as a member of the Finance Committee
- Present the budget to the board for consideration in a timely manner, to meet required deadlines

## DIRECTOR (ALL)

- Network with constituents and community members
- Monitor charter school legislation; get involved as may become necessary
- Recruit new board members
- Raise funds for the school, as needed, and as guided by the strategic plan
- Read, understand, and adhere to the school Bylaws and board policies
- Understand and adhere to the Colorado Open Meetings laws
- Participate in the development and implementation of the strategic plan
- Attend meetings having read the board packet and ready to succinctly discuss agenda items
- Provide financial oversight and budget approval
- Recommend and adopt board policy
- Commit to the Board Agreement
- Negotiate contracts and charter renewal
- Delegate work to committees
- Engage in board training as provided in online training modules and in-person
- Select, review, and support the Executive Director
- Adhere to established communication pathways

# Signature Page

Each Director is required to sign this agreement annually in August or upon appointment. The signature of the Director acknowledges that the Director has read and agrees to the terms of this Board Agreement. Further, the Director's signature acknowledges he/she:

1. has received a **copy of the Board Conflict of Interest policy** (Policy 3.4),
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands the school is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Agreed to and Signed, this \_\_\_\_ day of \_\_, 2021.

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President, Addenbrooke Classical Academy

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Vice President, Addenbrooke Classical Academy

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Secretary, Addenbrooke Classical Academy

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Treasurer, Addenbrooke Classical Academy

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Director, Addenbrooke Classical Academy

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Director, Addenbrooke Classical Academy

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Director, Addenbrooke Classical Academy