



<i>The Classical Academy</i>	<i>Policies and Procedures</i>
Policy Name:	Board Meetings
Policy Number:	BE-TCA
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Author:	Board Clerk
Board Approval:	TCA Board of Directors

## BOARD MEETINGS

Any meeting of three or more Directors, at which any public business (i.e., any TCA business) may be discussed, must be “open” to the public, except for periods in which the Board is in executive session. Any meeting of a majority or quorum of the Board (i.e., four or more Directors) must be open to the public and must be noticed. The Board may only take formal action at a meeting of a majority of the Board which is open and properly noticed. The Board may meet in regular meetings, special meetings, or work sessions as described below. As a best practice, the Board will use its best efforts to address issues at regular meetings and to minimize special meetings and work sessions. Chance meetings or social gatherings at which discussion of public business is not the central purpose are not considered board meetings (and therefore not subject to the open meeting and notice requirements discussed herein). Board meetings will be conducted in a predictable manner that will be communicated to the school community.

### 1. Regular Meetings

- a. Regular meetings of the Board will typically be held on the second Monday of every month.
- b. A schedule of an entire year’s Regular Board meetings and Work Sessions will be published at the beginning of each school year and will be available on TCA’s website.
- c. Regular board meetings will usually be held at the TCA North campus.
- d. Unless otherwise scheduled, each regular meeting should begin promptly at 6:00 p.m., with the expectation that the open meeting should adjourn no later than 10:00 p.m.
- e. Notice of, and the agenda for, each meeting will be posted in an electronic format on the TCA Web Site and emailed to the community. as early as practical, but in no event less than 24 hours in advance of the meeting.
- f. The Board meeting agenda should be created following the steps outlined in *Attachment 1: TCA Board Meeting Process*.
- g. The Board meeting agenda will be developed based upon the information requested by Board members and President and outlined in *Attachment 2: TCA Board Strategic Calendar*.
- h. The agenda planning group will strive to ensure that the agenda includes only items that are appropriate for consideration by the Board, consistent with the Board’s governing policies. Any Board member may request to add an agenda item through a timely request to the agenda setting group.

- i. Scheduled Board meetings and Special Board meetings will generally follow parliamentary procedures as informed by Robert’s Rules of Order for Board actions and decision making. Generally, this means a decision/action motion would be offered by a Director and moved by a Director. If the motion is seconded, it will be discussed. If not seconded, the motion is dropped. After a seconded motion is discussed, it will be voted on by the Directors and can only be approved by a majority of the quorum present for the meeting. Tie votes result in a defeated motion. All Board actions will be recorded in the Board meeting minutes. Minutes at all Board meetings will be taken and posted on the TCA web site once approved by the Board. All regularly scheduled Board meetings will be taped and after 90 days the audio recordings will be destroyed pursuant to (C.R.S. § 22-32-108(5)(b)(c)).
  - j. Highly important and/or complex issues may be presented at a Board meeting (as agreed to by the agenda setting group) as a “First Read” and will not be voted upon until a “Second Read” is conducted at a subsequent and separately posted meeting for the purpose of community consideration and more information gathering and analysis.
  - k. The Board Chair will preside at TCA Board meetings and all Directors will endeavor to follow the meeting agenda and time allotments in order to accomplish the Board’s business in an effective and efficient manner. Much of the Board’s analysis, information gathering, and decision/action proposals/motions should be developed in Board Committees and presented to the entire Board for decisions/actions.
2. Special Meetings and Working Sessions
- a. Special Board Meetings are called for the purpose of potential Board decisions/actions on a limited number of agenda items and are open to the public. A quorum must be present for Special Board meetings. Special Meetings and Working Sessions of the Board may be called in accordance with the TCA Bylaws.
    - i. Notice of the meeting must be given to each Director at least 72 hours in advance of the meeting if such notice is mailed (or emailed), or 24 hours in advance if hand-delivered to the Director or has positive acknowledgement by phone or e-mail.
    - ii. Public notice of the meeting will be given at least 24 hours in advance by announcing the meeting by email and posting such notice on TCA’s website. Such notices will contain the time, place, and purpose of the meeting.
    - iii. Special Meetings require minutes to be taken of decision/actions and will be audio recorded. Recordings will be destroyed after 90 days pursuant to (C.R.S. § 22-32-108(5)(b)(c)).
    - iv. Minutes will be posted on the TCA web site once approved by the Board.
  - b. TCA Board Working Sessions are called for the purpose of extended Board information gathering and discussion on a limited number of specific topics, and are open to the public.
    - i. Working Sessions are defined as meetings where no Board actions will be taken. Working Sessions are intended to allow the Board to discuss ideas and work on issues that require extended discussion time.
    - ii. Working Session meeting minutes are not required to be taken nor is there a requirement to record such meetings pursuant to (C.R.S. § 22-32-108(5)(b)).
3. Executive Sessions (pursuant to C.R.S. § 24-6-402(4))

- a. All regular and special meetings of the Board will be open to the public, except that the Board may move into executive session upon the vote of two-thirds of the quorum present.
- b. The Board will not take formal action during executive session. The Board may hold an executive session for considering any of the following:
  - i. The purchase, acquisition, lease, transfer or sale of any real, personal or other property interest. However, no executive session will be held to conceal the fact that a Director has a personal interest in the property transaction. (4(a))
  - ii. Conference with an attorney for the purpose of receiving legal advice on specific legal questions. (4(b))
  - iii. Matters required to be kept confidential by federal or state law or regulations. (4c)
  - iv. Specialized details of security arrangements or investigations. (4(d))
  - v. Determination of position relative to matters that may be subject to negotiations, development of strategy for negotiations and instruction of negotiators. (4(e))
  - vi. Personnel matters, unless the employee who is the subject of the executive session requests an open meeting. (If the matter involves more than one employee, all employees must agree to the open session). "Personnel matters" will not apply to discussions concerning any Director. (4(f))
  - vii. Consideration of any documents protected by the mandatory non-disclosure provisions of the Open Records Act (the "Act"), except that consideration of work product documents, as defined in the Act, and documents subject to the governmental or deliberative process privilege as set forth in the Act, will occur in a public meeting, unless an Executive Session is otherwise allowed. (4(g))
  - viii. Discussion of individual students where public disclosure would adversely affect the person or persons involved. (4(h))
- c. Prior to convening the Executive Session, the Board Chair will announce the general topic of the Executive Session, which will be reflected in the meeting minutes.
- d. The announcement and the minutes will include the specific citation to the statute authorizing the Executive Session and identify the particular matter to be discussed in as much detail as possible without compromising the purpose for which the Executive Session is authorized.
- e. Only those persons invited by the Board may be present at the Executive Session.
- f. Discussions that occur in Executive Session will be audio recorded (in the same manner as for open meetings) by the Board Secretary. (C.R.S. § 24-6-402(2)(d.5)(ii)(A))
- g. The minutes of the Executive Session will include a citation to the specific statute authorizing the Executive Session, the actual contents of the Executive Session, and a signed statement from the chair of the Executive Session attesting that the written minutes of the Executive Session substantially reflect the substance of the discussions.
- h. "Actual content" does not require a verbatim transcript of the discussion. No record will be made of Executive Session discussions of an individual student. Minutes and recordings of Executive Sessions will not be open to public inspection, and will be retained for 90 days after the date of the Executive Session, after which they will be destroyed.

#### 4. Community Participation in Meetings

- a. Any person from the community will be given the opportunity to address the Board during the Public Comment time on the agenda. Persons wishing to address the Board may do so at this time. There will be a specified time limit for public comment; normally three minutes. When there are a large number of speakers to be heard, pertaining to a specific topic, the Board Chair may ask for only a few representatives to share comments.
- b. The Board may take comments and suggestions not related to agenda items under consideration, but will typically not have adequate time in the schedule or enough information to be able to make a decision regarding such items during the meeting. Board meetings are generally a time for the Board to hear from the President, other senior administration representatives, and those who are scheduled to make presentations on selected topics. With rare exceptions, Board meetings are not the best place for new ideas to be presented or initial discussion to take place. Nevertheless, there are times when the Board is discussing a proposal that certain individuals attending the meeting can provide valuable insight, expertise and perspective to assist the Board in making wise and well-informed decisions. Generally, those involved in bringing forth an idea, and those most active in the process of researching and presenting a proposal, will be the ones most likely to be called upon for input during the Board's discussion. In addition, senior administration officials and representatives from other active committees will be relied upon for their perspectives concerning a particular proposal and the impact it will have on their various constituencies.
- c. New ideas and suggestions are often best handled by contacting the appropriate administrator (Principal, Director of Academic Services, Chief Financial Officer, etc.). In addition, there are a number of other venues where interested individuals are encouraged to bring forth ideas and suggestions. These include, without limitation School Accountability Committees, Student Councils; Parent-Teacher Organizations (PTOs); Principals' Coffees, regularly scheduled parent meetings, and school directed committees. Proposals which are brought forth through groups such as these, in close cooperation with the administration, are typically organized in a manner that make them better suited for the Board to properly consider them and make well-informed decisions.

#### 5. Board Documents/Materials

- a. Standard financial reports are available on the TCA website.
- b. Immediately following the board meeting, all materials and handouts (Excluding Executive Sessions) will be available for inspection at the President's office. Audio recordings of regularly scheduled Board meetings and Special meetings are available for anyone to listen to in the President's office up until 90 days after the meeting; whereby they will be destroyed.
- c. Once the draft minutes have been formally approved at the following board meeting, the final minutes and all attachments (to include the materials and handouts) will be available for inspection and photocopying (without the "draft" notation) at the President's office.
- d. There will be fee for photocopying equal to \$0.35 per page.

**Legal References:**

- C.R.S. § 22-32-108(5)(b-c)
- C.R.S. § 24-6-402(2)(d.5)(ii)(A)
- C.R.S. § 24-6-402(4)
- C.R.S. § 24-6-402(4)(a-h)

This policy replaces ASD20 Policy BE.

**Attachments:**

- 1) Board Meeting Process
- 2) Board Strategic Calendar

**Policy Revision History**

<b>Date</b>	<b>Revision Details</b>	<b>Revised By</b>
7/25/2013	Reformatted policy into new template. Completed annual review.	Board Clerk
8/11/2014	Completed annual review. Changed references from Executive Director to President.	Board Clerk
2/9/2015	TCA Board Approves Changes.	Board Governance Committee
9/14/2015	Completed annual review. Changes to grammar, notification of Special meetings, clarification of "First Read".	Recommended by the Governance Committee and approved by the TCA Board.
10/17/2016	Minor Changes.	Recommended by the Governance Committee and approved by the TCA Board
12/12/2016	Minor Changes included statement at h. to include Any Board member may add an agenda item through a timely request to the agenda setting group.	Recommended by the Governance Committee and Approved by the TCA Board
9/14/2020	No Changes	Recommended by the Governance Committee and Approved by the TCA Board
9/12/2022	Changed some grammatical errors and updated current processes. Page 1, 1.c., removed second sentence; Page 1, 1.e., removed at designated areas (Entrance to the North TCA High School); Page 1, 1.h., second sentence added "Any Board member may request to ..."; Pages 2 and 3, 1.i., 2.a.iii., 3.f. added audio to references of recordings and changed tapes to audio recordings; Page 2, 2.ii., removed "and at designated areas at all TCA campuses to the TCA Community"; Page 4, 5.b. changed tapes to audio recordings; Board Meeting Process, Page 1, removed Step 1 and renumbered; Board Meeting Process Page 1, Step 2, at the end of the third sentence added "at the discretion of those at the meeting, items may be added." And removed next sentence "A draft copy of the agenda will be sent to the Board and Cabinet not later than the end of the next business day."; Step 6 removed "and the Academic Lead Team.	Recommended by the Governance Committee and Approved by the TCA Board

