

# CESAR CHAVEZ COMMUNITY SCHOOL

## GOVERNING COUNCIL POLICY REVISED 12/6/2016

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### CESAR CHAVEZ COMMUNITY SCHOOLS (CCCS) GOVERNING COUNCIL POLICIES AND BYLAWS

#### I. NUMBER OF GOVERNING COUNCIL MEMBERS

The Governing Council will serve as the governing body of CCCS Albuquerque. The Governing Council will be established with no less than five (5) and no more than seven (7) members; each position shall be tracked by the member's entry date to the council.

#### II. GOVERNING COUNCIL MEMBERSHIP

##### A. Procedure for Electing Directors

1. **Election of Council Members.** Governing Council members shall be elected by a majority vote of the existing council and selected from the nominations. The nomination process is described in paragraph 3.a below.
2. **Term of Council Members.** Governing Council members shall serve a two-year term, which term will expire on the anniversary of each member's previous date of election or re-election to the council. Any member whose term has expired may continue in that office until re-election or until a successor has been elected.
3. **Nomination of Council Members.** The Governing Council members shall be nominated as follows:
  - a. **Nominees Council Members.** Members shall obtain nominations by notifying community, business, education leaders and/or other interested people of regular elections and/or vacancies on the council along with a description of the responsibilities of serving as a member. Prospective members will be invited to meet the president and/or school administrator, tour the school and attend a council meeting as an observing guest. The prospective member will then be informed of the date and time of the Governing Council meeting at which the position will be voted on by the Governing Council (whether new elections or vacancies). Interested individuals will be asked to submit their name and qualifications and reasons for wanting to serve on the Governing Council or to submit the names of other individuals who they believe would be an asset to the Governing Council. Nominations shall be given to the president of the Governing Council, by no later than ten (10) working days before the date of the regular board meeting at which the vote of the Governing Council shall be made.
4. **Compensation.** Governing Council members will not receive compensation for their services; however, members may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.
5. **Resignations and Removal.** Any member may resign at any time by giving written notice to the president or to the secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member may be removed by a majority vote of the Governing Council whenever such removal is in the best interests of the school. Grounds for removal will include without limitation the following acts or omissions:
  - Violation of the Conflict of Interest Policy;
  - Violation of Governing Council Members Letter of Commitment
  - Failure to attend 3 scheduled meetings during the school year (July 1 – June 30) of the Governing Council, except when such absence is excused for good cause.
  - Violation of the member's *duty* of loyalty;
  - Violation of the Governing Council's Code of Ethics; or

- Any other grounds the Governing Council deems legally and ethically appropriate.
6. **Vacancies.** A vacancy on the Governing Council shall be filled by the Governing Council after the nomination process described in paragraph 3 above has been completed. Once the vacancy is filled, the term shall only be for the unexpired portion of the term of the member being replaced.
  7. **Attendance.** Members of the Governing Council are required to attend all scheduled meetings of the Governing Council unless good cause exists for the absence. If a council member cannot be physically present at a meeting for unavoidable conflict, he/she may make arrangements to appear by telephone in accordance with the provisions of the Open Meetings Act. A member of the Governing Council who will be unable to attend a Governing Council meeting will notify the president of the Governing Council prior to the meeting and if he/she intends to appear by telephone the council member shall make arrangements with the head administrator or his/her designee.. Notice may be made by e-mail as long as it is made four hours in advance of the meeting. If the president cannot attend the meeting, he/she must notify the vice-president and forward all information regarding the upcoming meeting to him/her, including notices of non-appearances by other council members.

### III. POWERS AND AUTHORITY OF THE GOVERNING COUNCIL

#### A. Authority of the Governing Council

1. **General.** The Governing Council is the governing body of the charter school and is responsible for ensuring the fair and uniform application of all federal, state and local laws in the operation of the school as well as the school's charter and policies. The school will be operated for the educational benefit of its students. The Governing Council is the policy-making body for the school. The CCCS Governing Council will exercise leadership primarily through the formulation and adoption of policies.
2. **Delegation to the Head Administrator.** The Governing Council shall concern itself primarily with broad questions of policy and with the appraisal of results rather than with administrative detail. The application of policies is an administrative task to be performed by the head administrator and designated staff, and they shall be held responsible for the effective implementation of Governing Council policies. The head administrator shall be held responsible for keeping the Governing Council informed of all matters within its purview so that the Governing Council can fulfill the above described functions of a governing body. The head administrator will have primary responsibility for all aspects of the school's operations and programs, including the day-to-day management and implementation of the school's charter and Governing Council policies. The teachers and staff of CCCS will report to the head administrator.
3. **Individual Member's Authority.** A member of the Governing Council is a public officer, but has no power or authority individually. The charter vests power in the Governing Council, and not in the members, either individually or otherwise and these powers must be exercised by the Governing Council at a public meeting in regular or special called meetings, with action duly recorded in its minutes.
4. **Binding Authority.** The Governing Council shall not be bound in any way by any action or statement on the part of any individual governing council member except when such a statement or action is in pursuance of specific instructions from the Governing Council. Any such exception shall be recorded as an action item of the Governing Council and recorded in the minutes.
5. **Advanced Notice.** The Governing Council recognizes the importance of timely communication among its members and between the Governing Council and the head administrator. The head administrator or his/her designee will strive to insure that the Governing Council is given prior notice of matters submitted by members for deliberation at meetings.

#### B. Powers of the Governing Council

The powers and duties of the Governing Council prescribed by the CCCS Charter and the New Mexico Public School Code and all applicable laws and regulations. Complete and final control of all matters pertaining to the school's educational system shall be vested in the Governing Council. The Governing Council of CCCS shall have the following powers and duties:

1. Those powers as set forth in the CCCS charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter Schools Act, NMSA 1978 §§22-8B-1, *et seq.*
2. Employ the head administrator/principal of CCCS;
3. Delegate administrative and supervisory functions of the head administrator/Principal of CCCS when appropriate;
4. Approval of the annual budget of anticipated income and expenditures, and direct the preparation of the annual financial audit report.
5. Have the capacity to sue or be sued;
6. Contract for services facility leases with any school district, a university or college or any third party for the use of a facility, its operation and maintenance and the provision of any service or activity that CCCS is required to perform in order to carry out the educational program described in its charter.
7. Acquire and dispose of property provided that at the termination of the charter, all assets of the charter shall revert to the local school board that authorized the charter, unless otherwise amended by law.
8. Accept or reject any charitable gift, grant, devise or bequest not otherwise contrary to law or the terms of the charter.
9. Contract for provision of financial management, food services, education related services or other services.
10. Attend the required number of hours of annual training as set forth in SB- 148, effective 6/19/09.

#### **IV. GOVERNING COUNCIL OFFICERS**

##### **A. Officers**

The officers of the school shall be President, Vice President, and Secretary. The school may, at the discretion of the council, provide for different categories of Officers, including, without limitation, one or more assistant secretaries. The duties of certain officers are set forth herein. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer), the duties of the office shall, unless otherwise provided by the Board or these Bylaws, be performed by the next officer set forth in the following sequence: President, Vice President, Treasurer and Secretary.

##### **B. Appointment and Tenure**

All Officers shall be elected each year by the council at its annual meeting for terms of one (1) year or until their successors have been duly elected and qualified, or until their death, resignation or removal. Officers' terms shall commence immediately following the annual meeting of the council.

##### **C. Resignations and Removal**

Any officer may resign at any time by giving written notice to the president or to the secretary, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed by the council whenever in its judgment he/she fails to perform the duty of office or such other duties as appointed by the council and the best interests of the school would be served thereby.

##### **D. Vacancies**

A vacancy in any office may be filled by the council for the unexpired portion of the term of the officer being replaced.

##### **E. President**

The president of the Governing Council shall preside at all meetings and shall appoint committees with approval of the Governing Council. He/She shall have the right, as other members of the Governing Council, to make or second motions, to discuss questions, and to vote. The president of the Governing Council may not act for or on behalf of the Governing Council without prior specific authority from a majority of the Governing Council to do so. All communications addressed to the president shall be considered by him or her for appropriate action, which consideration may include consulting with legal counsel, and consideration by the Governing Council. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Council. It is the president's responsibility to ensure that Governing Council members uphold their commitments/responsibilities to the school. The president will compile in collaboration with the head administrator the topics for business to be placed on the agenda. Any member of the Governing Council may offer items to be heard or discussed at any meeting of the council.

**F. Vice President**

The vice-president shall perform the duties of the president in the absence of the president or at the request of the president. In the event a vacancy occurs in the presidency, the vice-president will act in the capacity of the president until the office has been filled by a vote of the council membership.

**G. Secretary**

The secretary shall keep the minutes of the Governing Council meetings, subject to the direction of the president, assure that all notices are given in accordance with the provisions of the charter, Governing Council policies and as required by law; shall countersign, when required, all authorized bonds, contracts, deeds, leases, or other legal instruments; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the Governing Council. The council may appoint a designee to assist with the responsibilities of the secretary as described herein, including recording and transcribing the minutes of the meetings, posting notices and agendas and preparing packets for the Governing Council's review. The council secretary will review the minutes prior to presentation to the Governing Council for approval. The secretary shall be responsible for presenting the minutes to the council at meetings.

**H. Compensation**

The officers shall not be compensated for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.

**I. Directors and Officers Insurance**

The Governing Council may secure officers and directors insurance in excess of the coverage provided by the NM Public School Insurance Authority upon appropriate approval of the Governing Council and if provided for in the charter school's approved budget.

**J. Delegation**

The Governing Council may delegate temporarily the powers and duties of any officer, in case of such officer's absence or for any other reason, to any other officer, and may authorize the delegation by any officer of any of such officer's powers and duties to any agent or employee subject to the general supervision of such officer.

**V. STANDING COMMITTEES OF THE GOVERNING COUNCIL**

The Governing Council will have the authority to form the following committees based on the needs of the School;

**A. Proposed Committees**

1. **Academic Oversight Committee.** The head administrator will be instrumental in developing a committee to deal with educational reporting and oversight. The purpose of this committee would be to ensure that the educational programs of the school are

accomplishing the goals of the charter, its curriculum and meeting state standards as required by law.

2. **Finance Committee.** CCCS's Finance Committee has a vital role in keeping the Governing Council apprised of the school's business affairs and financial condition.
  - a. **Appointments and Composition.** The members of the finance committee shall be a member of the Governing Council who shall serve as the chair, the CCCS Business Manager, and, if possible, at least one other member who is a non-CCCS employee and disinterested party selected by the members and business manager and approved by the council.
  - b. **Responsibilities**
    - Prepare and maintain the annual budget for the charter school in collaboration with the head administrator.
    - Also in collaboration with the head administrator, develop and annually revise a long-term financial forecast.
    - Review all grant proposals and when necessary, make recommendations to the council.
    - Prepare all Budget Adjustment Requests (BAR) and present with recommendations to the Governing Council as necessary.
    - Represent the school throughout all phases of the annual audit.
    - Review business manager's required reports and make recommendations to the Governing Council regarding the reports as necessary.
3. **Council Development Committee.** The Governing Council development committee is commissioned by and responsible to the Governing Council to assume the primary responsibility for matters pertaining to Governing Council recruitment, nominations, orientation, training, and evaluation in accordance with the Governing Council policies and bylaws as well as established policies and practices approved by the Governing Council.
4. **Committee Selection and Membership.**
  - a. **Election and Term.** Members of each committee may be chosen from time to time by the Governing Council and shall serve for such period of time as the Governing Council shall from time to time determine. The specific composition of the Finance Committee, however, shall be governed by the provisions of paragraph 2. above.
  - b. **Meetings.** Committees may meet at such times and for such purposes as they shall from time to time determine. Provisions for notice and procedures applicable to meetings of the Governing Council's committees shall be as prescribed by the Governing Council and shall comply with the Open Meetings Act if the purpose of such meeting is to set policy affecting the school.
  - c. **Resignations and Removal.** Any member of a committee may, at any time, resign by giving written notice to the President or the secretary and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member of a committee may be removed by the Governing Council whenever in its judgment the best interests of the School would be served thereby.
  - d. **Compensation.** Members of the committees shall not receive any compensation for their services; however, they may be compensated for reasonable expenses in accordance with the New Mexico Mileage and Per Diem Act.
  - e. The Governing Council has the authority to create *ad hoc* committees as deemed necessary. The policies and procedures that govern *ad hoc* committees will be determined as specified by the Governing Council action creating and approving the existence of any such committee.

## VI. MEETINGS OF THE GOVERNING COUNCIL

All meetings of the CCCS Governing Council shall be held in accordance with the New Mexico Open Meetings Act, NMSA 1978 §§10-15-1, *et seq.*

### A. Meetings

The Governing Council shall pass a resolution annually describing what notice of a public meeting is reasonable when applied to the CCCS Governing Council resolution. The resolution shall describe appropriate notice and methods for posting agendas for regular, special and emergency meetings of the Governing Council.

**B. Special Meetings**

Special meetings of the Governing Council may be called at the direction of the Governing Council. Such meetings to be held at such time and place consistent with the Governing Council's annual resolution for conducting its public meetings.

**C. Attendance via Telephone Conference Call**

Except to the extent otherwise provided by law, any meeting of the Governing Council may be attended by any or all of the Council Members by means of a conference telephone (or similar communications equipment) when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time and members of the public attending the meeting are able to hear any other member of the Governing Council who speaks during the meeting. Such attendance shall constitute presence by the Governing Council member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Governing Council at such meeting shall constitute a valid action of the Governing Council.

**D. Notice**

The Governing Council shall provide notice and post agendas in accordance with the New Mexico Open Meetings Act. Reasonable notice of the Governing Council shall include newspapers of general circulation that have provided a written proof of such notice. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Councils annual resolution. Except in cases of emergency the Governing Council shall only act on matters identified on the agenda.

**E. Emergency**

An emergency meeting or agenda item is one necessitated by unforeseen circumstances that if not addressed immediately by the Governing Council, will likely result in injury or damage to persons or property or substantial financial loss to the public body.

**F. Minutes**

The Governing Council shall keep written minutes of all its meetings. The minutes shall include a minimum the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered and a record of any decisions and votes taken that show how each member voted. All minutes are open for public inspection. Draft minutes shall be prepared within ten working days after the meeting and shall be approved, amended or disapproved at the next meeting where a quorum is present. Minutes shall not become official until approved by the Governing Council.

**VII. CONFIDENTIAL MATTERS OF THE GOVERNING COUNCIL**

The Governing Council recognizes that confidential information will be brought to the attention of individual governing council members and/or the Governing Council as a whole pertaining to, but not limited to, the following:

- matters relating to the employment or dismissal of, or charges against, specific CCCS personnel;
- matters relating to litigation or proposed litigation in which the Governing Council is or may become a party, or attorney-client communications;
- consideration of the acceptance of gifts, bequests, or donations where confidentiality has been requested by the donor;
- consideration of wages and benefits for the head administrator; ;
- consideration of suspension, expulsion, or disciplinary action in connection with a student;

- matters relating to the security of students, personnel, visitors, and/or school property; and
- such matters that may arise and qualify as being confidential by law.

The Governing Council further recognizes that public disclosure of such information should not occur. It is the policy of the Governing Council that council members shall discuss or disclose confidential information only in connection with legitimate school business and only with individuals with a legitimate right to know.

## **VIII. MANNER OF ACTION**

### **A. Quorum**

A majority of the seated council members, whether personally present or appearing telephonically shall constitute a quorum for the transaction of business at any meeting of the Governing Council.

### **B. Manner of Acting**

No action of the Governing Council shall be valid unless taken at a meeting at which a quorum as defined herein is present and which has been properly noticed pursuant to the New Mexico Open Meetings Act. NMSA (1978) §§10-15-1 *et seq.*

## **IX. CONFLICTS OF INTEREST AND CODE OF ETHICS**

### **A. General Statement**

It shall be the duty of each Governing Council member to voluntarily excuse him/herself from discussions of confidential information and abstain from voting on matters in which the Governing Council member has a personal or financial interest, including an interest by a member of the Governing Council's immediate family, or where the Governing Council's participation will or may compromise the confidential nature of the discussion. Failure to voluntarily remove himself/herself from such conflicts of interest may result in a vote to remove the member from the Governing Council.

### **B. Disclosure**

Each council member agrees to complete and sign a Disclosure of Conflicts of Interest statement prior to accepting his/her position on the council. In addition to this statement, council members shall annually update the disclosure statement and shall otherwise immediately notify the president of the council when he or she becomes aware that an actual or potential conflict may exist.

### **C. Conflict of Interest Policy**

Each council member agrees to abide by the CCCS Conflict of Interest Policy adopted by the Governing Council.

### **D. Code of Ethics**

Each council member agrees to abide by the CCCS Code of Ethics adopted by the Governing Council.

## **X. MISCELLANEOUS**

### **A. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the school shall be signed by such officer or officers, agent or agents of the school as designated by the Governing Council.

### **B. Books and Records**

The Governing Council shall keep accurate and complete books and records of the actions of the Governing Council, which records shall be open to inspection by the members of the Governing Council at any time, or members of the public pursuant to the Inspection of Public Records Act, NMSA 1978 14-2-1 *et seq.*

### **C. Financial Matters**

The Governing Council shall approve all contracts, except for employee contracts (other than the head administrator) and for purchases over the limit of the New Mexico Procurement Code; which shall be by the authority of the head administrator. The contract limit can be modified by resolution.

#### **XI. PARENTAL, COMMUNITY AND PROFESSIONAL EDUCATOR INVOLVMENT WITH THE GOVERNING COUNCIL OF CCCS**

- A. Parental:** Every effort will be made to make parents, guardians, local community members, and/or educational decision makers partners in their children's education. Such efforts will include:
- Encouraging parents to serve as school volunteers.
  - Promoting and strengthening parental responsibility and involvement
  - Encouraging parents to serve on the Governing Council and other school-based committees.
  - Recognizing the importance of the community's historic, ethnic, linguistic, and/or cultural resources in generating interest in family involvement.
  - Scheduling programs and activities in a flexible manner to reach a diverse group of families.

CCCS will make every effort to communicate with parents and families. Family members will acquire news and information relevant to parenting through a variety of methods that may include hands-on materials, e-mail and Internet access. An open invitation to participate in school affairs will be actively communicated and widely distributed.

- B. Professional Educator Involvement:** Educators will be encouraged to participate in the governance of CCCS and to participate on Governing Council Committees. CCCS's School Leader will keep an "open door" policy for the staff to provide input into the school's governance.