

**ACE LEADERSHIP HIGH SCHOOL
GOVERNING BOARD POLICY**

**ACE GOVERNING BOARD POLICIES, PROCEDURES
AND BYLAWS**

I. ACE LEADERSHIP HIGH SCHOOL INFORMATION/MISSION/PURPOSE

- A. Location.** The name of this organization is ACE Leadership High School. (“ACE”) ACE’s location is 1240 Bellamah Ave. NW, Albuquerque, New Mexico
- B. Mission:** The Mission of ACE Leadership High School is to engage young people who love to design and build things with the skills they need to become leaders in the construction profession. We serve young people to have successful careers by caring for their intellectual, physical, and emotional well-being as students.
- C. Purpose.** The ACE Governing Board will engage families and communities in the operations and governance of the school.

II. NUMBER OF GOVERNING BOARD MEMBERS

The Governing Board will serve as the governing body of ACE. The Governing Board will be established with no less than five (5) and no more than nine (9) members. Recruitment of Board Members will be from diverse segments of the community including the construction profession, other private and public sector organizations, education, an attorney, parents, and a Certified Public Accountant.

III. GOVERNING BOARD MEMBERSHIP

A. Procedure for Electing Board Members.

- 1. Election of Board Members.** Governing Board members shall be elected by a consensus of the existing Board and selected from the nominations. The nomination process is described in paragraph A.3., below.
- 2. Term of Board Members.** The terms of the Governing Board members shall be for three years and until his/her successor is elected. Governing Board members may serve for a maximum of five (2) terms.
- 3. Nomination of Board Members.** The Governing Board members shall be nominated as follows:
 - a. Nominees Board Members.** The Governing Board shall obtain nominations by notifying community, business, and/or education leaders of regular elections and/or vacancies on the Board along with a description of the responsibilities of serving as a member and the date and time of the Governing Board meeting at which the position will be voted on by the Governing Board (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 Board or to submit the names of other individuals who they believe would be an asset to the Governing Board. Nominations shall be given to the secretary of the Governing Board, by no later than ten (10) working days before the date of the regular board meeting at which the vote of the Governing Board shall be made.
- 4. Compensation.** Governing Board 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 Board 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 Board whenever such removal is in the best interests of ACE. Grounds for removal will include without limitation the following acts or omissions:

- Violation of the Conflict of Interest Policy
- Failure to attend three (3) scheduled meetings in a the school year (July 1 – June 30) of the Governing Board, except when such absence is due to exigent circumstances.
- Violation of the member's *duty* of loyalty
- Any other grounds the Governing Board deems appropriate

6. Vacancies. A vacancy on the Governing Board shall be filled by the Governing Board after the nomination process described in paragraph A.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 Board are required to attend all scheduled meetings of the Governing Board unless exigent circumstances arise. If a Board member cannot be physically present at a meeting for unavoidable conflict, he/she may make arrangements to appear by telephone or video conference platform in accordance with the provisions of the Open Meetings Act. A member of the Governing Board who will be unable to attend a Governing Board meeting will notify the president of the Governing Board prior to the meeting and if he/she intends to appear by telephone or video conference the Board 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 Board members.

IV. POWERS AND AUTHORITY OF THE GOVERNING BOARD

A. Authority of the Governing Board

- 1. General.** The Governing Board is the governing body of ACE and is responsible for ensuring the fair and uniform application of all federal, state, and local laws in the operation of the ACE as well as the school's charter and policies. ACE will be operated for the educational benefit of its students. The Governing Board is the policy-making body for the school. The ACE Governing Board will exercise leadership primarily through the formulation and adoption of policies.
- 2. Delegation to the Head Administrator.** The Governing Board 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 Board policies. The Head Administrator shall be held responsible for keeping the Governing Board informed of all matters within its purview so that the Governing Board 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 Board policies. The teachers and staff of ACE will report to the Head Administrator.
- 3. Individual Member's Authority.** A member of the Governing Board is a public officer but has no power or authority individually. The charter vests power in the Governing Board, and not in the members, either individually or otherwise and these powers must be exercised by the Governing Board at a public meeting in regular or special called meetings, with action duly recorded in its minutes.
- 4. Binding Authority.** The Governing Board shall not be bound in any way by any action or statement on the part of any individual Governing Board member except

when such a statement or action is in pursuance of specific instructions from the Governing Board. Any such exception shall be recorded as an action item of the Governing Board and recorded in the minutes.

5. **Advanced Notice.** The Governing Board recognizes the importance of timely communication among its members and between the Governing Board and the Head Administrator. The Head Administrator or his/her designee will strive to ensure that the Governing Board is given prior notice of matters submitted by members for deliberation at meetings.

B. Powers of the Governing Board

The powers and duties of the Governing Board prescribed by ACE 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 Board. The Governing Board of ACE shall have the following powers and duties:

1. Those powers as set forth in the ACE charter that are not inconsistent with federal or state laws or constitutions, or as otherwise set forth in the Charter School Act, NMSA 1978 §§22-8B-1, *et seq.*
2. Employ the Head Administrator of ACE
3. Delegate administrative and supervisory functions of the Head Administrator of ACE when appropriate
4. Approval of the annual budget of anticipated income and expenditures, and direct the preparation of the annual financial audit report in connection with the authorizer's annual audit
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 ACE 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 authorizer that authorized the charter, unless otherwise amended by law.
8. Accept or reject any charitable gift, grant, device, 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.

V. GOVERNING BOARD OFFICERS

A. Officers

The officers of the ACE Governing Board shall be President, Vice President, Treasurer, and Secretary. 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/Finance Committee Chair and Secretary.

B. Appointment and Tenure

All Officers shall be elected annually by the Board. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

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 Board whenever in its judgment he/she fails to perform the duty of office or such other duties as appointed by the Board and the best interests of ACE would be served thereby.

D. Vacancies

Any vacancy among the Officers shall be filled by the President of the Governing Board. In the event of a vacancy in the Presidency, the Vice President shall be appointed President. An Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. These decisions shall then be ratified by the Governing Board.

E. President

The president of the Governing Board shall preside at all meetings and shall appoint committees with approval of the Governing Board. He/She shall have the right, as other members of the Governing Board, to make or second motions, to discuss questions, and to vote. The president of the Governing Board may not act for or on behalf of the Governing Board without prior specific authority from a majority of the Governing Board 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 Board as a whole. The president shall sign legal documents as required by law and perform such other duties as may be prescribed by the Governing Board. It is the president's responsibility to ensure that Governing Board 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 Board may offer items to be heard or discussed at any meeting of the Board.

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 Board membership.

G. Treasurer/Finance Committee Chair

The treasurer shall be familiar with the fiscal affairs of the school and keep the Board informed thereof in the event that ACE's business manager is unable to so act. He/She will have knowledge of public school finance laws, rules and policies and shall serve as the chairperson of the ACE Finance Committee. He/She shall attend the PED Spring Budget Workshop and/or any other financial regulatory training recommended by the head administrator or the business manager.

H. Secretary

The secretary shall keep the minutes of the Governing Board meetings, subject to the direction of the President, assure that all notices are given in accordance with the provisions of the charter, Governing Board 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 Board. The Board 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 Board's review. The Board secretary will review the minutes prior to presentation to the Governing Board for approval. The secretary shall be responsible for presenting the minutes to the Board at meetings.

I. Directors and Officers Insurance

The Governing Board may secure Directors and Officers insurance in excess of the coverage provided by the NM Public School Insurance Authority upon appropriate approval of the Governing Board and if provided for in the ACE's approved budget.

J. Delegation

The Governing Board 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.

VI. STANDING COMMITTEES OF THE GOVERNING BOARD

The Governing Board will have the authority to form the following committees based on the needs of ACE.

A. Proposed Committees

1. **Executive Committee.** Ensure smooth operations and compliance of the board. Serve as oversight of the board and associated committees.
 - a. **Responsibilities (Scope of Work)**
 - Lead Performance Evaluation of Executive Director process
 - Maintain ACE Foundation board relationship
 - Review of Performance Framework
 - Set and monitor progression of goals for Executive Director
 - Responsibility to hire and fire Executive Director
 - Oversee and hold accountable strategic goals from board retreat and committees
 - Initiate and coordinate strategic planning sessions
 - Schedule and create agenda for Board meetings
 - Develop, maintain and update Board timelines
 - Update and oversee Board By-laws
2. **Finance Committee.** ACE's Finance Committee has a vital role in keeping the Governing Board apprised of the school's business affairs and financial condition.
 - a. **Appointments and Composition.** The members of the finance committee shall be the treasurer of the Governing Board who shall serve as the chair, the ACE Business Manager, one other Board member, a member who is a non-ACE employee and disinterested party selected by the treasurer and business manager and approved by the Board.
 - b. **Responsibilities**
 - Prepare and maintain the annual budget for ACE 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 Board.
 - Review all Budget Adjustment Requests (BAR) and present with recommendations to the Governing Board, as necessary.
 - Review business manager's required reports and make recommendations to the Governing Board regarding approval of the reports, as necessary.
3. **Audit Committee.** The audit committee is to consist of 2 governing Board members, 1 volunteer member who is a parent of a student attending ACE; and 1 volunteer member who has experience in accounting/financial matters. The Head Administrator and ACE business manager are ex-officio members of the

committee.

a. Responsibilities

- Attend the entrance and exit conference for the annual and any special audits.
- Meet with the external financial auditors at least monthly after field work begins until the conclusion of the audit.
- Be accessible to the external financial auditors as requested to facilitate communication with the Governing Board and the Head Administrator.

4. Board Development Committee. Ensure diverse board talent development to meet board / committee functions

a. Responsibilities

- Identify, recruit, nominate potential board and committee members
- Oversee and ensure onboarding process
- Facilitate evaluation process for existing board members
- Track board training requirements

5. Mission Specific Outreach Committee. Cultivate relationships/partnerships with industry and other strategic stakeholders to support successful student transitions

a. Responsibilities

- Ensure relationships/partnerships are being leveraged
- Identify, initiate and disseminate volunteer events/opportunities
- Liaison between Board and CE Director
- Follow-up (get pulse on) existing relationships/partnerships
- Ensure adequate representation from industries and other strategic stakeholders

6. Committee Selection and Membership.

a. Election and Term. Members of each committee may be chosen from time to time by the Governing Board and shall serve for such period of time as the Governing Board shall determine. The specific composition of the Finance and Audit Committees, however, shall be governed by the provisions of paragraph A.2 and A.3 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 Board's committees shall be as prescribed by the Governing Board and shall comply with the Open Meetings Act if a quorum of the Governing Board is present at the committee meeting and the purpose of such meeting is to set policy affecting ACE.

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 Board whenever in its judgment the best interests of ACE 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. Governing Board Legal Powers. The Governing Board possesses certain legal powers and prerogatives which cannot be delegated or surrendered to others. Therefore, all recommendations of an advisory committee must be submitted to the Governing Board for official action. The Governing Board shall have the power over the advisory committee and shall reserve the right to exercise this power at any time during the life of any committee. Advisory committees to the Governing Board shall comply with the requirements concerning public meetings that are specified by the open meetings act.

- f. **Ad Hoc Committees.** The Governing Board 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 Board action creating and approving the existence of any such committee.

VII. **MEETINGS OF THE GOVERNING BOARD**

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

A. **Meetings**

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

B. **Special Meetings**

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

C. **Attendance via Telephone Conference Call or Video Conference Platform**

Except to the extent otherwise provided by law, a meeting of the Governing Board may be attended by any of the Board members by telephone (or similar communications equipment) or by a video conference platform, when it is otherwise difficult or impossible for the member(s) to attend the meeting in person, provided that each member participating by conference telephone or video conference 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 Board who speaks during the meeting. Such attendance shall constitute presence by the Governing Board member as if in person at such meeting and for purposes of determining a quorum. Any action taken by the Governing Board at such meeting shall constitute a valid action of the Governing Board.

D. **Notice**

The Governing Board shall provide notice and post agendas in accordance with the New Mexico Open Meetings Act. Reasonable notice of the Governing Board shall include broadcast stations licensed by the Federal Communications Commission, ACE website, and newspapers of general circulation. Notice of meetings and the availability of meeting agendas shall be consistent with the Governing Board annual resolution. Except in cases of emergency the Governing Board 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 Board, will likely result in injury or damage to persons or property or substantial financial loss to the public body.

F. **Minutes**

The Governing Board 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 Board.

VIII. CONFIDENTIAL MATTERS OF THE GOVERNING BOARD

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

- matters relating to the employment or dismissal of, or charges against, specific ACE personnel
- matters relating to litigation or proposed litigation in which the Governing Board 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 ACE property
- such matters that may arise and qualify as being confidential by law

The Governing Board further recognizes that public disclosure of such information may result in injury to individual or potential harm and possible liability to ACE and that the Governing Board members must respect confidentiality of information that is privileged under applicable law. It is the policy of the Governing Board that Board members shall discuss or disclose confidential information only in connection with legitimate ACE business and only with individuals with a legitimate right to know.

IX. MANNER OF ACTION

A. Quorum

A majority of the seated Board members, whether personally present or appearing via telephone or video conference shall constitute a quorum for the transaction of business at any meeting of the Governing Board.

B. Manner of Acting

No action of the Governing Board 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 Meeting Act. NMSA (1978) §§10-15-1 *et seq.*

X. CONFLICTS OF INTEREST AND CODE OF ETHICS

A. General Statement

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

B. Disclosure

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

C. Conflict of Interest Policy

Each Board member agrees to abide by the ACE Conflict of Interest Policy adopted by the Governing Board.

XI. MISCELLANEOUS

A. Checks, Drafts, Etc.

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

B. Books and Records

The Governing Board shall keep accurate and complete books and records of the actions of the Governing Board, which records shall be open to inspection by the members of the Governing Board 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 Board shall approve contracts, except for employee contracts (other than the Head Administrator), for purchases over the limit of \$60,000 and those contracts required by the New Mexico Procurement Code. All other contracts shall be by the authority of the Head Administrator. The contract limit can be modified by resolution.

D. Board Training

Pursuant to NMAC 6.80.4.20 Governing Board Training:

Pursuant to 6.80.5.9 NMAC

1. **Continuing Governing Board Members.** Unless exempted from specific hourly training requirements as described below, each Governing Board member continuing to serve on the Governing Board beyond the end of their first fiscal year of shall annually complete a governing body training course that consists of, at a minimum, eight hours of training.

The continuing governing body training shall include:

- (1) one hour of training on public official/charter school governing body ethics and responsibilities
- (2) three hours of training on charter school fiscal requirements
- (3) two hours of training on understanding and evaluating academic data
- (4) one hour of training on open government, legal, and organizational performance requirements
- (5) one hour of training on equity and culturally and linguistically responsive practices
 - a. Governing body members who have served on a governing body beyond the end of their first fiscal year of their service may be exempted from specific hourly training requirements based on the school's fiscal performance.
 - (1) For any school that has received an unmodified annual audit in each of the past three years with no material weaknesses, no multi-year repeat findings, no significant deficiencies, and that has received no more than two compliance findings in the current year, the school's governing body member

shall be exempted from two of the three hours of required training relating to charter school fiscal requirements.

(2) The department shall annually identify the schools that are eligible, under the criteria established above, to claim an exemption for their governing body members.

2. **New Governing Board Members.** Within the first fiscal year of service, each new governing body member shall complete a governing body training course that consists of, at a minimum, 10 hours of governing body training. The PED Charter School Division shall provide seven (7) hours of required introductory governing body training. The new governing body training shall include:
 - (1) two hours of training on public official/charter school governing body ethics and responsibilities
 - (2) two hours of training on charter school fiscal requirements
 - (3) one hour of training on understanding and evaluating academic data
 - (4) one hour of training on open government, legal, and organizational performance requirements
 - (5) one hour of training on equity and culturally and linguistically responsive practices
 - (6) three hours of additional hours of training in any of the above areas identified by the individual Governing Boards and their members. This training may be administered by any approved governing body training provider.
3. The mandatory governing body training course(s) shall be completed in one or multiple sessions during the fiscal year.
4. Annually, the Governing Board training in each of the areas identified above shall be related to specific areas of growth within each area for individual governing bodies or governing body members based on the annual governing body evaluation.
5. It is the responsibility of each Governing Board member to complete the training within the fiscal year.

XII. PARENTAL, COMMUNITY AND PROFESSIONAL EDUCATOR INVOLVEMENT WITH THE GOVERNING BOARD OF ACE

- A. Parental:** Every effort will be made to make parents and/or guardians partners in their children's education. Such efforts will include:
- Encouraging parents to serve as ACE volunteers
 - Promoting and strengthening parental responsibility and involvement
 - Encouraging parents to serve on the Governing Board and other ACE-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

ACE 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 ACE affairs will be actively communicated and widely distributed.

- B. Professional Educator Involvement:** Educators will be encouraged to participate in the governance of ACE and to participate on Governing Board Committees. ACE's Head Administrator will keep an "open door" policy for the staff to provide input into ACE's governance.