

## Replacement and Removal of Board Members Policy

**Purpose:** *Raíces will ensure that at all times the board membership is comprised of at least the minimum required number of members as specified in the bylaws in Article 2: Section 2.3 and that an ongoing recruitment process is in place to have qualified candidates in the pipeline should a board member resign before his/her term expires, be removed from the board or his or her term expires.*

This policy has been put in place in compliance with the Board Bylaws, the school's Charter Application, and the regulations required by the New Mexico Public Education Commission for "Charter School Governing Body Changes" (NMPEC, v.3 Final 3/16/2-17. Found in Section 8.10(b) of the charter contract).

1. Constitution of the First Board of Directors. - In Article 2. Section 2.3 (a) the Raíces Bylaws state that "The number of Board members shall be no less than five (5) members and no more than nine (9), unless changed by amendments to the bylaws. Members shall be comprised of the community at large, with a focus on individuals who bring professional expertise, experience, or talents that the Board has identified as referenced in the Charter with a minimum of one Raíces' parent member." Further in Article 2. Section 2.3 – b) the bylaws state "For the initial term that begins upon approval of the Raíces' Charter, all members of the Board will be appointed by the founding team."
2. Reasons to Replace or Remove Board Members. - Based on the bylaws, Article 2. Sections 2.4 to 2.7, and the school's charter the members may be replaced for the following reasons:
  - a) Expiration of member board term
  - b) Voluntary resignation of a board member
  - c) Removal of a board member for the following reasons:
    - 1) failure to meet Board Meeting attendance requirements,
    - 2) failure to disclose a conflict of interest,
    - 3) failure to comply with the Board approved code of ethics, and
    - 4) moral turpitude, which is conduct that is considered contrary to community standards of justice, honesty, or good morals.
3. Process for Replacing Board Members – After the original board is constituted, the recruitment of new board members is carried out by the Governance Board Development Committee. It is a standing committee composed of 2-4 people recommended by the Board Chair and elected by the Board at its annual meeting. Each person shall serve a term of two (2) years and the terms shall be staggered. The committee shall elect its own chair. The duties of this committee are to
  - 1) study the needed qualifications of candidates for Board positions at any given time throughout the year,

- 2) publicly advertise and recruit potential Board Members that can demonstrate the necessary qualifications following the detailed action steps of the charter application in Part II: Organizational Framework, Section A. (3), [See #5 of this policy for these action steps.]
- 3) screen applications and present a slate of the best qualified nominees to replace outgoing members of the Board,
- 4) present a slate of nominees at the Annual Meeting (the last quarter of the fiscal year) for new Board Members to fill expired terms,
- 5) recommend candidates for the board to fill vacancies within 45 days of such vacancies that occur outside the regular nominating process, and
- 6) provide ongoing orientation and supervision for “onboarding” of new members to the Board.
- 7) Within 30 days of the appointment of a new Board member a “**Change of Governing Body Membership Form**” will be sent accompanied by: a) an updated “**Statement of Governing Body To Consult with PED**” form signed by all current Board members including the new governing body member; b) an “**Affidavit of Governing Body Member**” form signed by the new member and verified by a notary public; and c) the governing body minutes to show the vote to designate the member.

This committee is responsible for ensuring that an annual plan is developed for conducting ongoing development of Board knowledge and skills as needed, and that the plan is in alignment with board training requirements in the New Mexico State Statutes (NMSA 1978, 22-8B-5.1) and as indicated by the Board self-evaluation or the assessment of an outside developmental evaluator.

4. Process for Removing Board Members – Should a Board Member need to be removed for any of the reasons listed above in section 2 (c) of this policy, the following procedure must be followed as specified by the Board Bylaws in Article 2: Section 2.7:

The board may remove any Officer or Board Member by a majority vote of the entire Board at any regular or special meeting of the Board, provided that

- a) Written notice of the reason or reasons for the proposed removal shall have been delivered by electronic mail with delivery of receipt confirming the message was delivered to the recipient’s email server, or Read receipt confirming the recipient viewed the message check box, or by Registered Mail to the Officer or Board Member for removal at least thirty (30) days before any final action is taken by the Board.
- b) The date, time, and location that the action is to take place must be included in the statement informing the Board Member of the Board’s intention of removal.
- c) Reasons for removal shall include any of the following:
  - 1) failure to meet Board Meeting attendance requirements,

- 2) failure to disclose a conflict of interest,
- 3) failure to comply with the Board approved code of ethics, and
- 4) moral turpitude, which is conduct that is considered contrary to community standards of justice, honesty, or good morals.
- d) The Officer or Board Member shall be given an opportunity to be heard on the matter considered by the Board at the time and place stated in the motion.
- e) If a Board member resigns or is dismissed by a majority vote of the Board, the Board Chair will send the “**Change of Governing Body Membership Form**” to the NMPEC within 30 days along with a) the Board members signed and dated letter of resignation or other form of notification; or b) in the case of the removal of a Board member, will send the minutes of the Board meeting in which a majority vote was taken to remove the member if the member did not submit a letter of resignation.

**Selection of New Board Members:**

The Governance Board Development Committee conducts an ongoing process throughout each school year to recruit potential new Board Members, evaluate applicants as to suitability for Board Membership, and presents candidates to the Governance Board to be voted upon in an open meeting as specified in the Bylaws (Article 5: Section 5.2). The following actions steps guide this process:

Action Steps	Timeframe	Responsible
Create chart of skills and characteristics recommended for a well-rounded, effective school board.	Review annually in consultation with staff of the NMSBA	Chair of Governance Board Development Committee (GBD Com)
Use chart to survey and record current members’ skill areas and characteristics to create a composite picture of skills, characteristics, as well as gaps in needed skills and characteristics.	Update bi-annually in September at the beginning of the school year and in March of each school year school at least 90 days before the annual meeting.	Chair GBD Com
Use data from step 2 to determine the current needed qualifications of candidates for Board positions in consultation with the school Principal and the Parents Council.	Update bi-annually in September and March of each school year.	GBD Com

<p>Advertise and recruit potential Board Member applicants that demonstrate the necessary qualifications <u>throughout the year</u> so applicants can be presented to the Board to add skills if maximum number allows, replace vacancies, and elect replacements for expired terms.</p>	<p>Advertise on school website the board job description and the steps to apply for a board position throughout the year.</p> <p>Also advertise in the Las Cruces Bulletin, the SunNews daily paper, and at childcare centers/programs where we have a partnership to conduct student recruitment</p>	<p>GBD Com</p>
<p>Interview applicants and vet them on</p> <ol style="list-style-type: none"> <li>1) the requirements of the job description,</li> <li>2) their letter of intent,</li> <li>3) data on skills needed at the given point in time,</li> <li>4) their demonstration of commitment to the school mission, vision and core values of the school, and</li> <li>5) at least 2 references.</li> </ol>	<p>Can be done at any time to keep a list of applicants in the pipeline for vacancies and needed skill sets on the board.</p>	<p>A member of the GBD Com and the school principal.</p>
<p>Recommend candidates in writing to fill vacancies due to resignations and removals that occur at times other than the regular annual nominating process.</p>	<p>Submit names to Board no later than 15 days of a vacancy so the board position is filled within 45 days of a vacancy</p>	<p>GBD Com.</p>
<p>Board votes in an Open Public Meeting on nominee to fill vacancy</p>	<p>No more than 45 days from official vacancy</p>	<p>Board Members</p>
<p>Begin to develop a proposed slate of new Board Members to fill expired terms</p>	<p>Beginning no less than 90 days before the annual meeting in June</p>	<p>Principal and GBD Com</p>
<p>Finish interviewing and Screening applications and present a slate of the best qualified nominees to replace</p>	<p>No less than 30 days before June Annual Meeting</p>	<p>GBD Committee Chair and Principal</p>

outgoing members on the Board at June Annual Meeting.		
Board votes in an Open Public Board Meeting to elect new members at the annual meeting.	At annual meeting in June	All Board Members
Provide ongoing orientation and supervision for “onboarding” of new members to the Board	Begins before first <sup>s</sup> Board Meeting & Ongoing	GBD Committee

Additional details on Action Steps: - In advertising the Board application process, individuals will be instructed to visit the Raíces website to fill out an application. They will be asked to email or mail the application accompanied by a letter of interest briefly outlining the skills and expertise they possess which make them a strong fit for the Board Job Description posted on the website and they will be asked to state specifically why they would like to be a Board Member.

The Chairperson and the Principal will meet with each applicant and assess his/her leadership experience, time constraints, level of commitment, experiences, goals, expectations using the vetting process described above. They will then decide if the person fits the mission, vision, core values of the school, and is a potential member for the Board.

In order to fill the parent member requirement, the Concilio (Parent Council) recommends one family representative to serve as a regular Member-At-Large of the Board. This nominated individual will go through the same selection process as outlined for other members.

The Identified person will be asked to attend a regular Board meeting to better understand the scope of the Board’s work and to have an opportunity to meet the other members. The Board Chairperson may ask for their input regarding Board business in order to assess their insight and understanding of the agenda items and relationship to the business of the school and professional fit.

The Board votes, during an open public meeting to select a new member to the Board. The action item is included as part of the Board agenda and requires a resolution that current members of Board vote on. A majority vote selects a new member.

The Board adheres to the concept of “onboarding” for new Board members and initial committee members. Methods used in this process include formal meetings, lectures, videos, printed materials, or computer-based orientations to introduce newcomers to their new roles in the organization while at the same time ensuring that new Board Members attend the PED Required Board Training within 30 days before becoming a voting member as specified in the NM State Statutes and Administrative Codes (NMSA 1978, 22-85-5.1 and NMAC 6.80.5).