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| Title: Board Meetings | Number: 2.3 | Page 1 of 6 |
| | Related Procedure? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| Legal Citation (if Applicable) C.R.S. § 23-71-119; C.R.S. § 24-6-401, 402; C.R.S. § 23-71-125. | Board Approval/Revision: 19 February 2014 | |

1. Board meetings are structured in a manner to demonstrate the Board’s commitment to effective governance, trusteeship on behalf of the College’s constituents, and distinction of the role of the Board from the role of the College President.

2. Meetings of the Board.
 - 2.1. Regular Meetings: Regular meetings of the Board are held a minimum of four (4) times per year. C.R.S. § 23-71-119.

 - 2.2. Special Meetings: Special meetings of the Board may be called by the Board President or a majority of the entire Board at any time. C.R.S. § 23-71-119.

 - 2.3. Location: Pursuant to C.R.S. § 23-71-119, all special and regular meetings of the Board shall be held at locations that are within the boundaries of the District or that are within the boundaries of any county in which the District is located, in whole or in part, or in any county so long as the meeting location does not exceed twenty (20) miles from the District boundaries. The provisions of this section governing the location of meetings may be waived only if the proposed change of location of a meeting of the Board appears on the agenda of a regular or special meeting of the Board and if a resolution is adopted by the Board stating the reason for which a meeting of the Board is to be held in a location other than under the provisions of this section and further stating the date, time, and place of such meeting.

 - 2.4. Telephone or Interactive Video System (IVS) Participation: Attendance at regular Board meetings shall be in person unless good cause exists for one or more members to participate by telephone or IVS. Attendance at special meetings may be in person, or by telephone or IVS or other remote technology if it is not feasible to meet in person. For any meetings that members participate by telephone or IVS or other remote technology, provision shall be made for public participation as required by the Colorado Open Meetings Law.

 - 2.5. Notice of Meetings to Board Members: The Board Secretary or designee shall give notice of every meeting to each Board Member. C.R.S. 23-71-119. Notice of each special meeting shall include the date, time, place, and purpose of the meeting, and such notice shall be given to Board Members no later than twenty-four (24) hours prior to the meeting.

 - 2.6. Public Notice of Meetings:
 - 2.6.1. Full and timely public notice shall be given prior to all meetings at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action occurs or may occur, or at which a majority or quorum of the Board is in attendance or is expected to be in attendance.

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- 2.6.2. Public notices of all Board of Trustees meetings will be posted at designated public areas at each of CMC’s locations no less than twenty-four (24) hours prior to the meeting. The places for posting such notices shall be designated annually at the Board’s first regular meeting of each calendar year. The posting shall include specific agenda information where possible. C.R.S. § 24-6-402(2)(c).
- 2.7. Quorum: Unless otherwise provided by law or by Board policy, a majority of the entire Board shall constitute a quorum for the transaction of business of any meeting.
- 2.8. Parliamentary Procedure: In questions of parliamentary procedure, the actions of the Board shall be conducted according to Robert’s Rules of Order, newly revised, unless specified otherwise by state law or Board policies.
- 2.9. Voting:
- 2.9.1. Any member of the Board at any meeting shall be entitled to make motions, to vote on any motion or question, or to second any motion, except if a Board Member has a conflict of interest. Participation by proxy is not allowed.
- 2.9.2. All voting at any meeting shall be by voice vote, except that voting shall be by roll call vote if requested by a Board Member, or if the meeting is held by IVS or telephone. In the case of a roll call vote, favorable votes, dissenting votes, and/or abstentions shall be recorded in the minutes.
- 2.9.3. Abstentions shall be considered appropriate when a Board Member has a conflict of interest or if circumstances have precluded that Board Member from having sufficient knowledge about the information on which the Board is acting. Unless otherwise provided by law, all motions or questions shall be decided based upon the vote of the majority of the Board Members present.
- 2.9.4. The Board President shall not be required to cast a vote unless there is a tie among the other Board members present and voting at the meeting, but may cast a vote on any issue at his or her discretion.
3. Minutes: Minutes of any meeting at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action occurs or could occur shall be taken and promptly recorded by the Board Secretary or designee, and shall be open to public inspection after Board approval. The minutes of a meeting in which an executive session is held shall reflect the topic of the discussion at the executive session. C.R.S. § 24-6-402(2)(d)(II) and C.R.S. § 23-71-125.

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4. Agenda planning. The Board shall establish an annual calendar to assure compliance with its legal requirements and to schedule reports and other agenda items. Additionally, the Board shall set appropriate schedules for assuring compliance with its policies. The Board shall review its policies, taking up sections as needed to complete a biennial review of both documents.
 - 4.1. The Board’s annual planning cycle concludes each year on the last day of June, enabling administrative planning and budgeting to be based on accomplishing a one-year segment of the Strategic Plan.
 - 4.2. The Board President shall, at the commencement of the Board’s annual planning cycle, prepare a tentative agenda for the following year’s meetings. A calendar of scheduled meetings, including Board activities to occur on a routine schedule, shall be provided to the Board by the Board President.
 - 4.3. The agenda for any particular meeting is determined by the Board President, working with the College President, although Board members are encouraged to recommend any appropriate matters for Board consideration.
 - 4.3.1. A Board member wishing to request or recommend any matter for Board discussion shall advise the Board President of such matter at least fourteen (14) days prior to the scheduled Board meeting.
 - 4.3.2. The meeting agenda and packet shall be distributed to the Board at least seven (7) days prior to any regular Board meeting, and at least twenty-four (24) hours in advance of any special Board meeting. If complete agenda information or materials are not available when the agenda is first distributed, supplemental information may be provided to the Board up until twenty-four (24) hours before any meeting.
 - 4.3.3. By an affirmative vote of a majority of the members of the Board present at any meeting, additional matters may be added to the agenda for discussion at any Board meeting, or items may be deleted or tabled. However, any items requiring Board action must be on the published agenda prior to consideration.
 - 4.3.4. The Board shall attend to consent agenda items as expeditiously as possible. Removal of an item from the consent agenda requires a motion and approval by a majority of those in attendance at the Board meeting.
5. Open Meetings Law and Open Records Act.
 - 5.1. All Board meetings shall be conducted in compliance with the Colorado Open Meetings Law (OML) (also known as the Colorado Sunshine Law). The underlying principle of OML is that the

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formation of public policy is public business, and therefore cannot be conducted in secret. C.R.S. § 24-6-401.

- 5.2. A “meeting” is defined as “any kind of gathering, convened to discuss public business, in person, by telephone, electronically, or by other means of communication.” C.R.S. §24-6-402(1)(b). This section does not apply to any chance meeting or social gathering at which discussion of public business is not the central purpose. C.R.S. § 24-6-402(2)(e).
- 5.3. All meetings of three or more members of the CMC Board, at which any public business is discussed or at which any formal action may be taken, are declared to be public meetings open to the public at all times (C.R.S. § 24-6-402(2)(b)); except that the Board may hold an executive session pursuant to C.R.S. § 24-6-402(4), as set forth in detail below.
- 5.4. If Board Members use electronic mail to discuss pending public business among themselves, the electronic mail shall be subject to the requirements of this section. Electronic mail communication among Board Members that does not relate to pending public business shall not be considered a “meeting” within the meaning of this policy. C.R.S. § 24-6-402(2)(d)(III). Emails to, from, and among Board Members on matters of public business may be subject to disclosure under the Colorado Open Records Act (CORA), C.R.S. § 24-72-201 *et seq.*, and may be subject to discovery in legal proceedings, unless exempt from disclosure under the Public Records Law or protected by attorney-client privilege or other laws.
- 5.5. No resolution, rule, regulation, ordinance, or formal action of the CMC Board shall be valid unless taken or made at a meeting that meets the requirements of the Open Meetings Law. C.R.S. § 24-6-402(8).

6. Executive Sessions

- 6.1. The Board may hold executive sessions subject to the requirements of C.R.S. § 24-6-402(4). The Board, upon (1) the announcement to the public of the topic for discussion in executive session including (a) specific citation to the statutory provisions authorizing the Board to meet in executive session and (b) identification of the particular matter to be discussed in as much detail as possible without compromising the purpose for which the executive session is authorized, and (2) the affirmative vote of two-thirds (2/3) of the quorum present, after such announcement, may hold an executive session at any regular or special meeting for the sole purpose of considering any of the matters listed below; provided, however, that the Board shall not adopt any proposed policy, position, resolution, rule, or regulation, or take any formal action during executive session.
- 6.2. The matters which may be considered in executive session are as follows, pursuant to C.R.S. § 24-6-402(4):

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- 6.2.1. The purchase, acquisition, lease, transfer, or sale of any real, personal, or other property interest; except that no executive session shall be held for the purpose of concealing the fact that a member of the local public body has a personal interest in such purchase, acquisition, lease, transfer, or sale.
- 6.2.2. Conferences with an attorney for the local public body for the purposes of receiving legal advice on specific legal questions. Mere presence or participation of an attorney at an executive session of the local public body is not sufficient to satisfy the requirements of this subsection.
- 6.2.3. Matters required to be kept confidential by federal or state law or rules and regulations. The local public body shall announce the specific citation of the statutes or rules that are the basis for such confidentiality before holding the executive session.
- 6.2.4. Specialized details of security arrangements or investigations, including defenses against terrorism, both domestic and foreign, and including where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law.
- 6.2.5. Determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.
- 6.2.6. Personnel Matters:
 - 6.2.6.1. Personnel matters except if the employee who is the subject of the session has requested an open meeting, or, if the personnel matter involves more than one employee, all of the employees have requested an open meeting.
 - 6.2.6.2. The provisions of subparagraph 6.2.6.1 of this paragraph 6.2.6 shall not apply to discussions concerning any member of the local public body, any elected official, or the appointment of a person to fill the office of a member of the local public body or an elected official or to discussions of personnel policies that do not require the discussion of matters personal to particular employees.
- 6.2.7. Consideration of any documents protected by the mandatory nondisclosure provisions of the Colorado Open Records Act, part 2 of article 72 of this title; except that all consideration of documents or records that are work products as defined in section 24-72-202(6.5) or that are subject to the governmental or deliberative process privilege

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shall occur in a public meeting unless an executive session is otherwise allowed pursuant to this subsection (6).

- 6.2.8. Discussion of individual students where public disclosure would adversely affect the person or persons involved.
- 7. Board Members and others who participate in executive sessions shall maintain confidentiality regarding discussions that occur during executive sessions.
- 8. Discussions that occur in an executive session shall be electronically recorded pursuant to C.R.S. § 24-6-402(2)(d.5)(II)(A); provided that:
 - 8.1. If, in the opinion of the attorney who is representing CMC and who is in attendance at an executive session, all or a portion of the discussion during the executive session constitutes a privileged attorney-client communication, no record or electronic recording shall be required to be kept of the part of the discussion that constitutes a privileged attorney-client communication. C.R.S. § 24-6-402(2)(d.5)(II)(B).
 - 8.2. No portion of the record of an executive session shall be open for public inspection or subject to discovery except as provided in C.R.S. § 24-6-402(2)(d.5)(II)(C) and (D).
 - 8.3. The recording of the executive session shall be retained for at least ninety (90) days after the date of the executive session, and then destroyed. C.R.S. § 24-6-402(2)(d.5)(II)(E).