



**CCNC**

**BOARD OF DIRECTORS**

**HANDBOOK**

## INTRODUCTION

Welcome to the Consolidated Communications Network of Colorado (CCNC) Board of Directors. The Board of Directors is charged with oversight of CCNC's mission, setting policy, and supporting and promoting the organization. We are looking forward to working with you and hope that you will enjoy your tenure as a Regional and/or Executive Director.

This Board of Directors Handbook provides introductory and basic board governance information and CCNC policies and other resources. The appendices offer supplemental reference material to CCNC's specific policies, procedures and forms.

Consolidated Communications Network of Colorado Inc. (CCNC) is a nonprofit 501(c) (3) organization that has been serving agencies in the state of Colorado for more than 18 years. Our organization uses and manages the statewide Digital Trunked Radio System network (DTRS).

### CCNC'S Mission Statement

CCNC's mission is to coordinate and support the Colorado Statewide Digital Trunked Radio System for first responders, in order to better serve our citizens.

### Vision

CCNC envisions to provide seamless operability and interoperability between the system-of-systems within the State of Colorado.

### Values

- Active Partnerships
- Integrity
- Stewardship
- Transparency

### About the DTRS

Discussions about a wide area system for primary or inter-agency communications began in 1992 between the state of Colorado and local governments. However, proceeding with the developed plan became difficult due to funding issues that arose in the early 1990s.

Starting in 2001, the communication system shared between two counties evolved to the standards-based (APCO Project 25) DTRS that we use today. This system is an example of a successful collaboration between the state and local governments over a technical project.

Currently, we have several different manufacturers who are producing tiered radio solutions for the user community.

## **FUNCTIONS OF THE CCNC BOARD OF DIRECTORS**

The Board and its Directors have the duties to manage the business affairs of the corporation as provided by Colorado law, the Articles of Incorporation\* and the Bylaws\*. Directors are also required to attend meetings, at least 75%, and fulfill any duties and responsibilities assigned to them. Each Director should read and be familiar with the Articles of Incorporation and any amendments, the Bylaws and the Policies and Procedures\*.

Each Director is required to sign an Affirmation Statement\* that they have read and understand the specific policies of Conflict of Interest\*, Records Retention\* and Whistleblower Protection\*, each year that they are on the Board of Directors.

Each Director is required to have on file with Secretary a letter from the home agency stating that they are authorized to be their department's representative.

Directors need to take an active role in the corporation, as they are the representatives of their respective regions. One of the main goals is to promote the purpose of CCNC.

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### **Number of Board Members**

The Board of Directory shall consist of thirty-six (36) Directors. Directors shall be elected at an annual election, which shall take place in October of each year. Until the annual election begins, there shall be six (6) directors elected from each of the five (5) Region as defined below:

Metro Region  
Northwest Region  
Northeast Region  
Southwest Region  
Southeast Region

\*See Mutual Air Channel Region Map

### **Director Qualifications**

Directors shall be at least 21 years of age and the designated representative of an agency using and transmitting on the statewide DTR system. The CEO of the agency or the local Chief officer of a federal agency must provide a Letter of Designation\*.

### **Elected Directors**

All Directors are elected from designated representatives using the DTRS Network. Each of the (5) five regions elect (6) six directors composed of (2) two from the law enforcement community, (2) two from the fire/EMS community and (2) two from all the other user agencies, within the region. Examples of the others are the School Districts, Public Works, and other

### Elected Directors Cont.

operations within a governmental body.

### Executive Directors

There are eleven (11) Executive Directors that are responsible for the daily administration, operation and financial affairs of the corporation. The Executive Directors are elected by the Board of Directors. The Director of Telecommunication for the State of Colorado shall always be a mandatory member of the Executive Directors. Each Region elects one Executive Director from its Directors to be the regional representative on the Executive Director's Committee.

### Elections and Terms

Each Director holds office for one year during the period of the fiscal year and is elected at an annual statewide meeting of users held two months prior to the end of the current fiscal year.

### Removal, Resignations, and Vacancies

The protocol and policies for removal, resignations and vacancies on the Board of Directors can be found in the CCNC Bylaws.

### Board Member Responsibilities

#### *President*

The President presides at all meetings of the Executive Director's Committee meetings and at all meetings of the Board of Directors. Subject to the direction and control of the Board of Directors, the President has general management of the business of the corporation. The President can negotiate for, enter into and execute contracts, deeds, etc. on behalf of CCNC that are approved by the Board of Directors or committees designated by the Board of Directors. *Full explanation of responsibilities of the President can be found in CCNC Bylaws.*

#### *Vice President*

The Vice President is the officer next in seniority after the President. (S)he has the authority that the Board of Directors or President prescribes. The Vice President is responsible for the Vice President Cont.

establishment and administration of the grant/assistance program and legislative issues for the corporation. *Full explanation of Vice President responsibilities can be found in CCNC Bylaws.*

#### *Secretary*

The Secretary is responsible for provided notice of all meetings of the CCNC and assures that all meeting minutes are kept. The Secretary has of the corporate seal and is responsible for the maintenance of all corporate records and files and the preparation and filing of reports to governmental agencies. *Full explanation of Secretary responsibilities can be found in CCNC Bylaws.*

### *Treasurer*

The Treasurer has control of the funds and other securities and assets owned by the corporation and shall be responsible for the preparation and filing of tax returns. (S)he shall receive all monies paid to the CCNC and subject to any limits imposed by the Board of Directors or the President, has authority to give receipts and vouchers, to sign and endorse checks and warrants in CCNC's name. The Treasurer disburses funds and keeps accurate records of the receipts and disbursements. *Full explanation of Treasurer responsibilities can be found in CCNC Bylaws.*

### Technical & Operations Committees Director

#### *Technical*

There are five (5) Directors that serve on the Technical Directors Committee. They are responsible for overseeing the technical administration and development of the DTRS. The CCNC Executive Board determines the committee members.

#### *Operations*

There are five (5) Directors who on the Operational Directors Committee. They are responsible for the overseeing the operational administration and development of the DTRS. The CCNC Executive Board determines the committee members.

### Administrative Assistant

CCNC may retain an individual to serve as a contractual administrative assistant to assist the Board of Directors and/or CCNC committees as approved by the Board of Directors.

### Other Committees

The Board of Directors may assign sub-committees comprised of board members and CCNC members to work CCNC projects and/or program as necessary and approved by the Board.

Directors of the Consolidated Communications Network of Colorado, Inc., in accordance with applicable state statutes, shall not be, or become, involved in any activity which is a conflict of interest. A Director shall not engage in activities where they may receive a gift, compensation, or payment in return for an official act, or for the performance of any service, in their role as a Director.

Should a conflict arise after a member has been elected to a director position, it is the responsibility of the Director to notify the other Board members in an open meeting before any discussion or action is taken. The affected Director(s) shall not actively participate in the discussion of any matters in which they have an identified conflict of interest or cast a vote relative thereto.

### **Conflict of Interest**

Directors of the Consolidated Communications Network of Colorado, Inc., in accordance with applicable state statutes, shall not be, or become, involved in any activity which is a conflict of interest. A Director shall not engage in activities where they may receive a gift, compensation, or payment in return for an official act, or for the performance of any service, in their role as a Director.

Should a conflict arise after a member has been elected to a director position, it is the responsibility of the Director to notify the other Board members in an open meeting before any discussion or action is taken. The affected Director(s) shall not actively participate in the discussion of any matters in which they have an identified conflict of interest or cast a vote relative thereto.

# APPENDIX

- 1) Bylaws (Copy)
- 2) Affirmation Statement (Sample)
- 3) Attendance Policy
- 4) Letter of Designation (Sample)
- 5) Mutual Aid Regional Map
- 6) Proxy Designation Form
- 7) Travel Policy
- 8) Travel Reimbursement Form (Sample)
- 9) Whistle Blower Policy

*10) Board Member Responsibilities – PowerPoint Presentation*

**Board Director – Affirmation Statement – Contact Admin for Original**

**BOARD OF DIRECTORS AFFIRMATION STATEMENT**

I, \_\_\_\_\_ hereby certify that as of this date \_\_\_\_\_, I have no conflicts of interest between my personal or corporate affairs, except as may be noted below, and that should such conflict (s) arise hereafter, I will notify the other Board members in an open meeting before any discussion or action is taken on the matter. I understand that I am not to actively participate in the discussion of any such matters or cast my vote relative thereto. I further understand that should I knowingly fail to comply; my tenure on the Board will be immediately terminated, in addition to any legal penalties, notwithstanding the protections afforded to the Member by the Colorado Governmental Immunity Act at Section 24-10-101 et seq., C.R.S.

By my signature below I affirm that I have read and understand the following policies of the Consolidated Communications Network of Colorado, Inc., also referred to as CCNC.

Conflict of Interest

Records Retention

Whistleblower Protection

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PRINTED NAME

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SIGNATURE

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DATE

The above affirmation will also be required of all persons who are elected to the Board subsequent to November 30, 2009. A copy of each certification will be maintained in the files of CCNC, Inc. as a permanent record.

This affirmation document supersedes all previous versions of the Consolidated Communications Network of Colorado, Inc., Conflict of Interest Form or affirmation documents that may have been signed by the Director noted above.

## **CONSOLIDATED COMMUNICATIONS NETWORK OF COLORADO**

### **BYLAWS OF THE CONSOLIDATED COMMUNICATIONS NETWORK OF COLORADO**

#### **ARTICLE I- Offices**

1. Offices: The principal offices of the corporation initially shall be 9008 No. U.S. Highway 85, Unit E, Littleton, Colorado 80125-9915, Attention: Don Christensen. But the corporation may, in the discretion of the Board of Directors keep and maintain offices wherever the business of the corporation may require.
  
2. Registered Offices and Agent: The corporation shall have and continuously maintain in the State of Colorado a registered office and a registered agent. The initial registered office and the initial registered agent are specified in the articles of incorporation. The corporation may change its registered office or change its registered agent, or both, upon filing a statement as specified by the laws in the office of the Secretary of State of Colorado, or by otherwise complying with Colorado law as it may apply from time to time.

#### **ARTICLE II – MEMBERSHIP**

- 2.1 Qualifications: A user agency is defined as Law Enforcement, Fire, School, City, County, State, and Federal Government (a combination of all non public-safety government functions) or any agency able to meet FCC regulation 90.20. For membership the agency must be using and transmitting on the statewide **800mhz DTRS system as its primary means of voice communications in performance of its duties**. Placing an order for equipment shall be acceptable as an act of good faith to join the system.
  
- 2.2 Each User Agency may designate one representative (within the agency) to serve as a member of the Users Representative Group.
  
- 2.3 Each **User Agency through their designated** Representative has one vote to elect the members of the General Board of Directors.
  
- 2.4 Associated Members may be approved by the Board of Directors. Associated Members are those persons or organizations affiliated with the Statewide Digital Trunk **One Radio**

**System.** Associated Members are non-voting membership. **Agencies using the Statewide DTRS solely for mutual aid or data do not qualify as a User Agency but as an Associate Agency. Affiliated Agencies may participate in activities but do not vote or hold office.**

### **ARTICLE III – DIRECTORS**

1. Authority and Duties of the Board of Directors: A Board of Directors shall manage the business and affairs of the corporation, except as otherwise provided by Colorado law, the articles of incorporation, or these bylaws. In addition to any duties imposed by law, the articles of incorporation or these bylaws, each director shall have the duty to attend meetings of the Board of Directors and to fulfill any responsibilities assigned to him by the Board of Directors.

2. Number: The Board of Directory shall consist of thirty-six (36) Directors. Directors shall be elected at an annual election, which shall begin in 2007. Until the annual election begins, there shall be six (6) directors elected from each of the five (5) Region as defined below:

Northwest: Moffat, Routt, Jackson, Grand, Gilpin, Clear Creek, Summit, Lake, Pitkin, Eagle, Garfield, and Rio Blanco.

Northeast: Larimer, Weld, Logan, Sedgwick, Phillips, Yuma, Kit Carson, Washington, and Morgan.

Metro: Boulder, Adams, Arapahoe, Douglas, Jefferson, Broomfield and Denver.

Southwest: Mesa, Delta, Gunnison, Chaffee, Saguache, Alamosa, Costilla, Conejos, Rio Grande, Archuleta, Mineral, Hinsdale, La Plata, San Juan, Ouray, Montezuma, Dolores, San Miguel, and Montrose.

Southeast: Park, Teller, El Paso, Elbert, Lincoln, Cheyenne, Kiowa, Powers, Bent, Baca, Las Animas, Otero, Huerfano, Pueblo, Custer, Crowley, and Fremont.

3. Qualification: Directors shall be at least 21 years of age and the designated representative of an agency using and transmitting on the statewide ~~800 megahertz~~ DTR system. The CEO of the agency or the local Chief officer of a federal agency must provide a letter of designation.

4. Classification of Directors: The directors shall be chosen to serve in the following manner:

Executive Directors: There shall be eleven (11) Executive Directors who shall serve as the Executive Directors Committee responsible for the daily administration, operation and financial affairs of the corporation. Executive Directors shall be elected from the Board of Directors. By virtue of his/her position, the Director of Telecommunication for the State of Colorado shall always be a mandatory member of the Executive Directors. Each Region shall elect one Executive Director from its Directors to be the regional representative on the Executive Director's Committee.

- a) By virtue of their investment, a representative from Douglas County, Jefferson County, Weld County, Northern Colorado Radio Network, and Arapahoe County shall be on the Executive Director's Committee until the **2007** annual election commences. At that time the build out phase should be completed.
- b. The technical and operational directors, as defined herein, shall report to the Executive Director's Committee as determined by the Board of Directors.
- c. Technical Directors: There shall be five (5) Directors who shall serve as **on** the Technical Directors Committee, responsible for the overseeing the technical administration and development of the statewide **800 mhz. DTRS** Network. The Executive Directors shall determine standing sub-committees.
- d. Operational Directors: There shall be five (5) Directors who shall serve as **on** the Operational Directors Committee, responsible for the overseeing the operational administration and development of the statewide 800 MHz Network. The Executive Directors shall determine standing sub-committee.
- e. Elected Directors: All Directors must be elected from designated representatives of using and transmitting agencies on the **800 MHz DTRS** Network. No Director may serve on more than one functional assignment (i.e. Executive, Operational or Technical). Each of the (5) five regions must elect (6) six directors composed of (2) two from the law enforcement community, (2) two from the fire/ems community and (2) two from all the other user agencies, within the region. Examples of the others are the School Districts, Public Works, and other operations within a governmental body. The initial Directors named in the articles of incorporation shall hold office until the annual meeting of the corporation held in 2003, and until their successors have been elected and qualified by the Executive Director's Committee.

5. Election and Terms: Each Director shall hold office for one year during the period of the fiscal year and will be elected at an annual statewide meeting of users held two months prior to the end of the current fiscal year. Directors shall be elected by the highest number of votes received, consistent with paragraph 3.2 hereof (i.e. the highest six vote recipients from the Regions designated herein will become Directors regardless of the number of votes received by others). Each director will retain office until a replacement has been properly elected.

6. Removal and Resignation: Any director may be removed for cause (in the nature of misconduct, negligence or disregard of duty) by action of a two-thirds (2/3) vote of the remaining directors of the corporation. Voting by mail or e-mail is acceptable. Alternate voting is not permitted. Any elected or designated director may resign at any time by giving written notice to the Executive directors and is effective upon receipt.

7. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by a vote of those persons attending the last annual election meeting. The greatest number of votes will select the replacements of any existing vacancies. Any regional representation required by these by-laws must be maintained. Replacements will serve the remainder of the term.

8. Meetings: The Executive Director's Committee may by resolution, establish a time and place for regular meetings, which may thereafter be held without further notice. Special meetings of the Executive, Operation, or Technical Director's Committees shall provide thirty (30) days notice for any and all meetings not established by resolution of the Director's Committee. Emergency meetings may be called with 24 hours notice provided written minutes are forwarded to the Board of Directors within two working days following completion of the meeting. Minutes may be provided by either U.S. Postal or E-Mail. Emergency meetings can be called by 25 % of the members of the Executive Director's Committee.

9. These meeting rules shall apply to all meeting of Directors and Committees.

10. Quorum: A majority of the members of each class of Directors shall constitute a quorum to conduct its official business. Each class of Directors will maintain an active list of one alternate per Director who is eligible to vote for the absent Director. The list cannot be altered within 30 days prior to the vote.

#### **Article IV – Officers**

1. Number and Election: The Executive Directors Committee shall select a President, Vice-President, Secretary and a Treasurer, from within the Executive Directors Committee, at the annual meeting of each fiscal year.

2. President: The President shall preside at all meetings of the Executive Director's Committee meetings and at all meetings of the Board of Directors. Subject to the direction and control of the Board of Directors, (s)he shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. (S)he may negotiate for, enter into and execute contracts, deeds and other instruments and agreement on behalf of the corporation as are necessary or appropriate or as are approved by the Board of Directors or committees designated by the Board of Directors. He shall have such additional authority; power and duties as are appropriate and customary for the office of President, general manager and chief executive officer and as the Board of Directors may prescribe from time to time.

3. Vice-President: The Vice President shall be the officer next in seniority after the President. (S)he shall have such authority; the Board of Directors or President prescribes. Upon the death, absence or disability of the President, the Vice President shall have the authority, power and duties of the President. The Vice President shall be responsible, subject to the approval of the Executive Director's Committee, for the establishment and administration of the grant/assistance program and legislative issues for the corporation.

4.4 The Secretary shall give, or cause to be given, notice of all meetings of the Executive Directors Committee and of the Board of Directors pursuant to section 3.8, keep the minutes of such meeting, have charge of the corporate seal, be responsible for the maintenance of all corporate records and files and the preparation and filing of reports to governmental agencies (other then tax returns), have authority to impress or affix the corporate seal to any instrument requiring it (and, when so impressed or affixed, it may be attested by his/her signature) and have such other authority, powers and duties as are appropriate and customary for the office of Secretary or as the Board of Directors or the President may prescribe from time to time.

5. Treasurer: The Treasurer shall have control of the funds and the care and custody of all stocks, bonds and other securities and assets owned by the corporation and shall be responsible for the preparation and filing of tax returns. (S)he shall receive all monies paid to the corporation and subject to any limits imposed by the Board of Directors or the President, shall have authority to give receipts and vouchers, to sign and endorse checks and warrants in the corporation's name and on the corporation's behalf and give full discharge for the same. The Treasurer shall also have charge of disbursement of the funds of the corporation, shall keep full and accurate records of the receipts and disbursements, and shall deposit all moneys and other valuable effects in the name of and to the credit of the corporation in such depositories as shall be designated by the Board of Directors. (S)he shall have such additional authority; powers and duties as are appropriate and customary for the office of Treasurer and as the Board of Directors or President may prescribe from time to time.

6. Committee Chair: The Technical and Operational Committee will elect a Chair Person at the first meeting of each fiscal year. These Chair Person's are responsible for providing notice and presiding over the meetings and affairs of the committee. (S)he will be responsible for the records, reports and minutes of the committee. They are required to serve notice of all meetings and publish minutes to the rest of the Directors **and Administrative Assistant/ Assistant Secretary/ Assistant Treasurer in 4.8.**

7. Committee Vice Chair: Each committee shall select a Vice Chair who will act in the absence of the Chair as the Chair, with the same responsibilities and authority of the Chair.

8. Appointment: The President may appoint an Administrative Assistant and there maybe Assistant Secretary and Assistant Treasurer appointed as approved by the Executive Director's Committee.

9. Removal and Resignation: Vacancies: Any Officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors. Any Officer appointed by the President may be removed at any time by the Board of Directors or the President. Any Officer, or Director may resign at any time by giving written notice of his resignation to the President or to the Secretary, and acceptance of such resignation shall not be necessary to make it effective unless the notice so provides. Any vacancy occurring in any office, the election or appointment to which is made by the Board of Directors, shall be filled by the Board of Directors. Any vacancy occurring in other offices of the corporation may be filled by the Board of Directors or the President for the unexpired portion of the term.

10. Compensation: Officers or Directors may receive such compensation as the Board of Directors may authorize.

## **Article V – Seal**

5.1 Seal: the Board of ddirectors may adopt a seal which shall be circular in form and shall bear the name of the corporation and the words "Seal" and "Colorado" which, when adopted, shall constitute the corporate seal of the corporation. Causing it or a facsimile thereof to be impressed, affixed, and manually reproduced may use the seal or rubber stamped with indelible ink.

## **Article VI – Definitions**

6.1 Meetings: All meetings will be governed and determined in accordance with Roberts Rules of Order.

- 6.2 Notice: Notice is defined as written or e-mail notification thirty (30) calendar days prior to the day in question, unless otherwise provided herein.
- 6.3 Fiscal year: the fiscal year of the corporation shall be the twelve months beginning January first of each year. This may be changed by a resolution of the corporation at any time.
- 6.4 User Representative Group consists of those designated by agencies recognized by the Executive Director's Committee as users of the system **guided by Article II Membership Qualifications**.

### **Article VII – Amendments**

- 7.1 Amendment: These by-laws may at any time and from time to time be amended, supplemented or repealed by the Board of Directors. A two-thirds vote of all Directors is required for an amendment. Voting by mail or e-mail is acceptable for amendments. Proxy voting is not allowed.

END BYLAWS

## Attendance Policy



### **Board of Directors Attendance Policy**

#### ***Purpose***

This policy is intended to support full contribution of all board members. All board members receive a copy of this official policy. The policy is reviewed once a year and maintained in each member's Board Manual. The policy has been reviewed and authorized by the board as indicated by the signature and date below.

#### ***Definition of a Board Attendance Problem***

A board-attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call ahead to a reasonable contact in the organization before the upcoming meeting to indicate they would be gone from the upcoming meeting or did they not have a proxy present).
2. The member has three notified absences in a row.
3. The member misses one fourth of the total number of board meetings in a twelve-month period.

#### ***Response to a Board-Attendance Problem***

If a board-attendance problem exists regarding a member, the President will promptly contact the member to discuss the problem. The member's response will promptly be shared by the President with the entire board at the next board meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted per the bylaws. The board member may also resign from the Board by providing a letter indicating the desire to resign. The board will promptly initiate a process to begin recruiting a new board member.

The President will also request the member to return any CCNC owned or provided material, equipment or documents back to CCNC by dropping it off at a specified location over the next two weeks following removal or resignation.

Approved by a two-thirds vote of the Board of Directors on 5th, 2016.

*Mark Wolf*, President

CCNC, Inc. President  
Digitally Signed

*Liz Shortt*

CCNC, Inc. Secretary  
Digitally Signed

**Letter of Designation (Sample)**

ORGANIZATION LETTERHEAD

October 10, 2022

Consolidated Communications Network of Colorado, Inc.  
40 West Littleton Blvd., Suite 210-129  
Littleton, CO 80120

Letter of Designation

To Whom It May Concern:

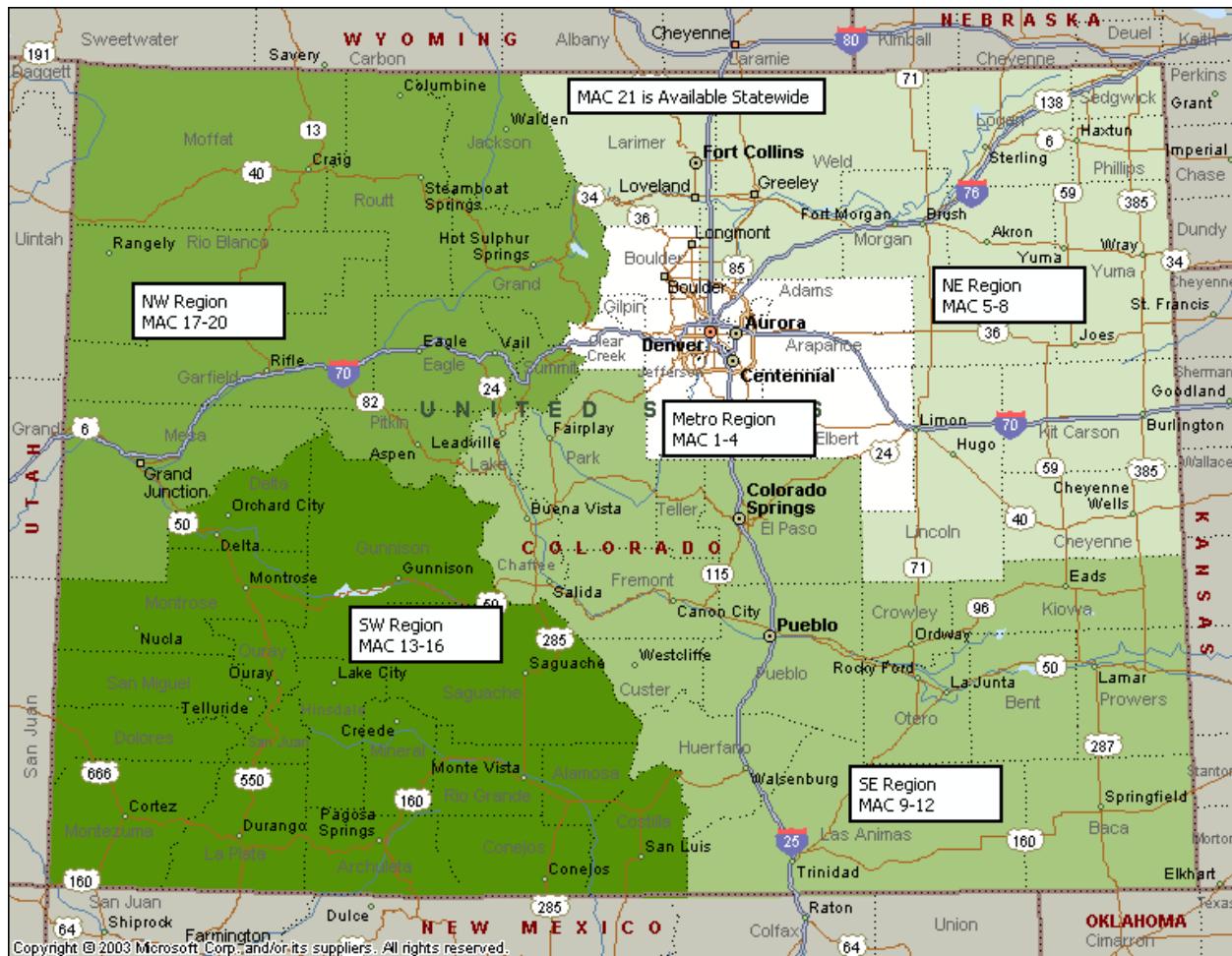
In accordance with Section 3.3 of the CCNC By-Laws dated \_\_\_\_\_ and as Primary Users of the Colorado Digital Trunked Radio System, Delta County Ambulance District designates \_\_\_\_\_ to be our representative to CCNC.

This designation shall continue for subsequent years, until rescinded and should serve as continued compliance with the CCNC By-Laws. We request that this letter be kept on file with the CCNC Secretary for future reference.

Please contact me if you need any further information or have any questions.

Thank you.

## Mutual Aid Regional Map



**Proxy Voting Designation Form – Contact Admin for Original**



**\*\*\*PROXY VOTING FORM\*\*\***

Consolidated Communications Network of Colorado

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By way of this proxy, please allow \_\_\_\_\_, a  
(Name)

member in good standing of the Consolidated Communications Network of Colorado Board of Directors,

to vote on my behalf during 20\_\_\_\_ CCNC Board of Directors and/or Executive Board meetings.

Note: In the event the Board member whom I give my proxy is not in attendance, I authorize my proxy be given to another Board member.

Print name \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_

**EMAIL MAIL PROXY FORM TO THE MEMBER OF YOUR CHOICE or  
CCNC ADMINISTRATION AT [malcott21@ccncinc.org](mailto:malcott21@ccncinc.org).**

## **Travel Policy**

### **Eligible CCNC members for Per Diem & Mileage Reimbursement:**

CCNC Officers and Administration shall be eligible for Per Diem, Mileage reimbursement for any corporate responsibility which requires a travel distance greater than 100 miles from point of departure to destination one way. CCNC Executive Board members may request reimbursement for annual CCNC Executive Board Work Session. Other members wishing reimbursement requires Executive Board approval.

### **Eligible CCNC members for Lodging Reimbursement:**

CCNC Officers and Administration shall be eligible for Lodging reimbursement for any corporate responsibility which requires a travel distance greater than 100 miles from point of departure to destination one way and will be attending a CCNC function that warrants an overnight stay for preparation or safe return to home based on not being able to return by a normal close of business. CCNC Executive Board members may request reimbursement for annual CCNC Executive Board Work Session. Other members wishing reimbursement requires Executive Board approval.

### **Per Diem (Meals), Lodging, & Mileage Reimbursement Rates:**

Per Diem, lodging, and mileage reimbursement rates will be the rates published on the government site GSA.GOV at <http://www.gsa.gov/portal/content/104877> . Exceptions to this must be approved by the Executive Board on a case-by-case basis. The attached CCNC mileage form will be provided with any request for reimbursement. There is an alternative Excel spreadsheet that can be requested through the CCNC Secretary.

### **Per Diem (Meals), Lodging, & Mileage Reimbursement:**

Requests for reimbursement will be processed through the CCNC Secretary or Designee and paid by the CCNC Treasurer. Any requests for exceptions to this policy will be brought to the attention of the Executive Board by the CCNC Secretary.

**Travel Reimbursement SAMPLE Form** Contact Admin for Original

CCNC Report of Travel and Request for Reimbursement			
Members Printed Name:	Date:		
Purpose of Travel:			
Travel Destination:			
Date and Time of Departure:		Date and Time of Return:	
Summary of Reimbursement Request			
Transportation-			
Personal			
Vehicle -	1.0	miles @	\$54.500 =
		\$54.50	
Airline (attach receipt, explain if more than standard fare)		0.00	
Rental Car (attach receipt, explain if more than standard size)		\$0.00	
<b>SUBTOTAL - Transportation:</b>			\$54.50
Meals - (not included in lodging or programs)			
Per Diem Rate			
\$0.00			
Breakfast @ 20% of			
1	per diem =	\$0.00	\$0.00
Lunch @ 30% of per			
1	diem =	\$0.00	\$0.00
Dinner @ 50% of			
1	per diem =	\$0.00	\$0.00
<b>SUBTOTAL - Meals:</b>			\$0.00
Registration Fee (Attach receipt if not prepaid and agenda)			
\$0.00			
Lodging (Attach receipt)			
\$0.00			
non-reimbursable expenses listed on receipt			
<b>SUBTOTAL - Lodging:</b>			\$0.00
Incidentals (Attach receipts)			
Parking:			
\$0.00			
Taxi/Shuttle:			
\$0.00			
Tolls:			
<b>SUBTOTAL - Incidentals:</b>			\$0.00
\$54.50			
Subtotal:			
\$0.00			
Advances received:			
\$0.00			
Prepays received:			
<b>BALANCE DUE:</b>			\$54.50
<p>I hereby certify, to the best of my knowledge, the above information is a complete and accurate accounting of my travel expenses which were incurred as reasonable and necessary expenses in the performance of my CCNC duties and responsibilities. I further certify that this request conforms in all material aspects with established CCNC policies.</p>			

## **Whistle Blower Policy**

If any director, officer, member, or employee reasonably believes that some policy, practice, or activity of the Consolidated Communications Network of Colorado, Inc., is in violation of law, a written complaint may be filed by that director, officer, member or employee with the President of the Executive Board. If the complaint involves the President of the Executive Board, the director, officer, member, or employee may file the written complaint with any officer of the Executive Board.

It is the intent of the Consolidated Communications Network of Colorado, Inc., to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all directors, officers, members, and employees is necessary to achieving compliance with various laws and regulations.

A director, officer, member or employee is protected from retaliation only if the director, officer, member or employee brings the alleged unlawful activity, policy or practice to the attention of the Consolidated Communications Network of Colorado, Inc., and provides the Consolidated Communications Network of Colorado, Inc., with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to directors, officers, members, or employees that comply with this requirement.

The Consolidated Communications Network of Colorado, Inc., will not retaliate against a director, officer, member, or employee who, in good faith, has made a protest or raised a complaint against some practice of the Consolidated Communications Network of Colorado, Inc., or of another individual or entity with whom the Consolidated Communications Network of Colorado, Inc., had a business relationship, on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

The Consolidated Communications Network of Colorado, Inc., will not retaliate against a director, officer, member, or employee who discloses or threatens to disclose to a director, officer, or a public body any activity, policy, or practice of the Consolidated Communications Network of Colorado, Inc., that the director, officer, member, or employee reasonably believes is in violation of a law, a rule, or a regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

*The following information was prepared and presented by our attorney, Mr. Bob Cole, Collins, Cockrel and Cole, P.C.*



## Consolidated Communication Network of Colorado

### Board Member Responsibilities

presented by:

**Bob Cole**

**Collins, Cockrel & Cole, P.C.**

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### **CCNC Board Members' Primary Responsibilities**

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Governance, General Oversight and Evaluation

Strategic Direction

Fiscal Oversight

Policy Development

2

## **CCNC Board Members' Primary Duties**

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Duty of Care

Duty of Loyalty

Duty of Obedience

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### **Duty of Care**

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- Exercising responsibilities in good faith and with diligence, attention, care and skill.
- Carrying out the purposes and the mission of CCNC.
- Complying with CCNC's governing documents.
- Completing required filings.

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## Duty of Care

- Attend board meeting regularly;
- Participate in discussions;
- Read meeting minutes;
- Understand CCNC's programs and mission;
- Maintain oversight of finances; and
- Question unclear or troubling activity.

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## Duty of Loyalty

- Place the interests of CCNC before your own private interests and avoid using organizational opportunities for personal gain.

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## Duty of Obedience

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- Comply with federal, state and local law;
- Adhere to the CCNC's governing documents (articles of incorporation, bylaws); and
- Guard CCNC's mission.

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## What Every Board Member Should Know

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# Budget

- Budget (and Amendment) §29-1-101, C.R.S.

- Timing, notice and hearing requirements, filing
- Transparency, fiscal oversight

- CCNC Timing

- October 15, 2014 – 2015 Budget submitted to Executive Board
- November, 2014 – Publish notice of date of hearing on budget.
- December 31, 2014 - Last date to adopt 2015 Budget but only after publishing notice and holding a public hearing

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# Audit

- Required of local governments

- Broad definition of term § 29-1-600, C.R.S. includes CCNC

- CCNC can seek exemption under § 29-1-604, C.R.S. from state auditor if revenues or expenditures is less than \$500,000.00

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## Laws Associated with General Oversight Functions

- Employment laws
- General Contracting
- Construction Contracting
- Corporate Governance Laws Title 7, C.R.S., Articles 121-137

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## Public Meetings

- Public Meetings - §§ 24-6-401, *et seq.*, C.R.S.

- All meetings of a quorum or three members of a local public body, whichever is fewer, at which any public business is discussed or at which a formal action may be taken, is a public meeting- includes emails between three or more Directors. §24-6-402(2)(b), C.R.S.

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## Public Meetings

- Public Meetings - §§ 24-6-401, *et seq.*, C.R.S. (continued)

- Executive sessions may only be called for specific reasons. §24-6-402(4), C.R.S.

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## Taking Minutes

- Minutes required for any meeting of a local public body at which the adoption of any proposed policy, position, resolution, rule, regulation, or formal action occurs or could occur. § 24-6-402(2)(d)(II), C.R.S.
- The minutes shall be open to public inspection upon request. § 24-6-402(2)(d)(II), C.R.S.

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## Minutes of Executive Session

- Executive Sessions must be electronically recorded.
- Privileged attorney-client communications do not need to be recorded.
- Recordings must be kept for at least 90 days-they are not a public record-record is made only for judge's review to determine compliance with the open meetings law.

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## Public Records Rules

- Colorado Open Records Act (CORA) 24-72-201, *et seq.*, C.R.S.
  - All writings made, maintained, or kept by CCNC are public records (including email). §24-72-202(6), C.R.S.
  - All public records are open for inspection by any person at reasonable times, unless otherwise provided by CORA or other law. §24-72-203(1), C.R.S.

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## Public Records Rules

- **CORA 24-72-201, *et seq.*, C.R.S.**  
**(continued)**

- Copy and research charges allowed but limited by statute, case law and CCNC policy.
- Public Records Requests: What are they looking for?
- Designate a custodian.

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## Emails-Could Yours End Up on the Newspaper's Front Page?

- Most emails that relate to public business and which are not deleted can become public records and can be requested by members of the public, including the press, at any time.
- Recommended Board practices:
  - Use separate CCNC email folders
  - Do not use personal computers for CCNC business
  - Avoid emails and email threads among 3 or more Board members
  - Don't write or email anything you are not willing to see on the front page of the Denver Post
- If it's not deleted, it's a public record!

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## Donations/Gifts

### ● To or By CCNC

- The state, counties, municipalities and school districts are prohibited from making donations/grants to public and private companies. Art. XI, Sec. 2, Colorado Constitution.
- Must receive some value/public benefit in exchange for a contribution.
- Connection to CCNC's mission

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## Donations/Gifts

### ● Gifts to Board Members

- Rules governing gifts adopted by home agency
- In general, local government employees may not accept a gift of substantial value or a substantial economic benefit:
  - which would tend improperly to influence a reasonable person in his position to depart from the faithful and impartial discharge of his public duties; or
  - Which he knows or which a reasonable person in his position should know under the circumstances is primarily for the purpose of rewarding him for official action he has taken. §24-18-104(1), C.R.S.

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## Conflicts of Interest

- Historical Common Law – “Appearance of Impropriety.”
- Duty of Corporate Loyalty – § 7-128-401, C.R.S.
- 1988 Legislation – Statutory Code of Ethics.
  - § 24-18-101, *et seq.*, C.R.S.
  - We recommend using the state code for adopting an ethics policy.

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## Conflicts of Interest (continued)

- General Procedure for Disclosing & Declaring a Conflict
  - Disclose potential conflict to Board prior to taking any action.
  - Do not vote and refrain from attempting to influence the decisions of other Board members voting on the matter.

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## Board Member Liability

- ④ Directors are generally not liable for the acts, debts, liabilities or obligations of CCNC. § 7-126-103, C.R.S.
- ④ Liability for breach of fiduciary duty can be further limited in the Articles of Incorporation.
- ④ Liability for unlawful distributions **cannot** be limited. § 7-128-403, C.R.S.
- ④ Liability for improper conflicting interest transactions **cannot** be limited. § 7-128-501, C.R.S.

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Conflicting interest transaction means “A contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest.”

## Board Member Liability (continued)

- ④ Unlawful distributions any distribution other than:
  - Distributions of its income or assets to its members that are domestic or foreign nonprofit corporations;
  - Pay compensation in a reasonable amount to its members, directors, or officers for services rendered; and
  - Providing benefits to its members in conformity with its purposes.
  - Upon dissolution as provided in the Articles of Incorporation or §§ 7-134-101, C.R.S., *et seq.*
- ④ Personally liable for the amount of the distribution that exceeds what could have been distributed without violating the Articles of Incorporation so long as it is shown that the Director did not comply with her or his duties (care, loyalty, obedience).

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Unlawful distributions liability - personal liability for the amount of the distribution that exceeds what could have been distributed without violating said section or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with section 7-128-401.

Non profit corporations may

- (a) Make distributions of its income or assets to its members that are domestic or foreign nonprofit corporations;
- (b) Pay compensation in a reasonable amount to its members, directors, or officers for services rendered; and
- (c) Confer benefits upon its members in conformity with its purposes.

Conflicting interest transaction means "A contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest."

### Board Member Liability (continued)

- Conflicting interest transactions means a "contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest." § 7-128-501, C.R.S.

Unlawful distributions liability - personal liability for the amount of the distribution that exceeds what could have been distributed without violating said section or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with section 7-128-401.

Non profit corporations may

- (a) Make distributions of its income or assets to its members that are domestic or foreign nonprofit corporations;
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Conflicting interest transaction means "A contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest."

## CCNC Insurance

- CCNC does not maintain insurance except for Zone 3 equipment.
- Director obligation to protect assets of CCNC.
- Insurance policies to consider
  - General Liability
  - Errors and Omissions
  - Workers Compensation

Unlawful distributions liability - personal liability for the amount of the distribution that exceeds what could have been distributed without violating said section or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with section 7-128-401.

Non profit corporations may

- (a) Make distributions of its income or assets to its members that are domestic or foreign nonprofit corporations;
- (b) Pay compensation in a reasonable amount to its members, directors, or officers for services rendered; and
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Conflicting interest transaction means "A contract, transaction, or other financial relationship between a nonprofit corporation and a director of the nonprofit corporation, or between the nonprofit corporation and a party related to a director, or between the nonprofit corporation and an entity in which a director of the nonprofit corporation is a director or officer or has a financial interest."

## Board Member Interaction

## Your Vote Matters, But So Do the Votes of Others

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- At times your vote may be a deciding vote.
- Listen to the discussion.
- Be transparent about your opinion or vote.
- Be thoughtful.
- Find balance.

## Functioning as a Group

- Playing nice in the sandbox.
- Group dynamics are an important part of how you function and how you are perceived as functioning.
- Respect.

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## Dealing with an Unruly Board Member

- If a Director acts inappropriately or there is a personal issue which may affect the Board or CCNC, it should be discussed immediately with the President.
- The CCNC Board has adopted Robert's Rules of Order.

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## Dealing with an Unruly Board Member

- **Board Members acknowledge the legitimacy of a Board decision once it has been made.**
- **Board Members' actions and comments are a reflection on CCNC.**

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## Board Member roles and Meetings

### ● **Board Bylaws**

- Establishes roles of Board Members, Officers and Committees
- Board member authority and conduct
- Conduct of meetings
- Conflicts and ethics – should be addressed
- Administration
- Amendment by vote of two-thirds of all Directors.

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## General Meeting Etiquette

- Agree that it is acceptable to disagree.
- Arrive on time.
- Proper oversight requires that Board Members arrive prepared...Read your board packet and know the agenda, have your questions clearly thought out on each issue.
- Cell phones...Please turn phones off or to vibrate during meetings and no texting.

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## General Meeting Etiquette

- Recognize good ideas-Acknowledge, recognize and respect each other's ideas even if they differ from your own.
- Listen-Respect others by giving them the courtesy to hear what they have to say.
- Always have the best interest of CCNC in mind.

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## Affirmation of Relations with the Public, and Each Other

### ⦿ Single Spokesperson Policy

- For the press, the public, and other agencies
- President, Vice-President or person appointed to such role
- Expectation of honesty and transparency
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## Affirmation of Relations with the Public, and Each Other (continued)

### ⦿ Single Spokesperson Policy

- Provides consistent messages
- Avoids undermining Board decisions

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