



## **BOARD OF DIRECTORS SUCCESSION PLAN**

### **MISSION**

The mission of Ben Franklin Academy is to develop young adults with character like America's founding Renaissance man, Benjamin Franklin: well-read, scientifically curious, and civically engaged.

### **VISION**

Our students will excel academically through a challenging, sequenced curriculum that emphasizes math, science, the arts, and literacy. We will be a data-driven institution, focusing on individual students. Our students, teachers, parents, staff, and leaders will be held accountable for the success of our school. Finally, we recognize that an education is incomplete without fostering social emotional development, character, sports, and nature.

### **PURPOSE**

The purpose of this document is to communicate the plan (the "Plan") of the Ben Franklin Academy ("BFA") Board of Directors (the "Board") with respect to the orderly succession of Directors of the Board. This Plan is subject to the BFA Bylaws and the Board of Directors Election Policy ("Election Policy"). The provisions of the Bylaws govern any conflict between the Bylaws and the Election Policy, and the provisions of both govern any conflict with this Plan.

Succession planning is a means for an organization to ensure its continued effective performance through leadership continuity. For an organization to plan for the replacement of key leaders, potential leaders must first be identified and prepared to take on those roles. It is not enough to select people in the organization who seem "right" for the job nor is it enough to "wait and see" who is interested in potentially serving on the Board. Not only should the experience and duties be considered but also the personality, the leadership skills, and the readiness for taking on a key leadership role.

Strategic succession planning is not confined to a predetermined period of time, but is a recurring, often annual, set of tasks that include identifying where the organization is in its development, creating or revising job descriptions to match the need, developing or honing recruitment and talent-development efforts, and developing or revising emergency-succession and longer-horizon succession plans.

The following are seven (7) key steps in succession planning that will be addressed in this Plan:

- I. Organizational Structure of the Board
- II. Strategic Plan
- III. Nomination Committee
- IV. Emergency Succession Plan
- V. Communication Plan
- VI. On-Boarding
- VII. Evaluation of Process

### **SECTION 1. ORGANIZATIONAL STRUCTURE OF THE BOARD**

The Board shall be comprised of no more than seven (7) Directors. A full term for a Director is three (3) years, unless a Director resigns or is removed earlier in accordance with the Bylaws. An individual who

has been appointed to fill a term shortened by the resignation or removal of a Director pursuant to the Bylaws shall hold office until the end of the term of the Director whose vacancy they are filling. All Directors are term limited, meaning they can serve no more than two (2) consecutive three (3) year terms as set forth in BFA's Charter Application and Bylaws.

In the Succession Timeline below, each Director is identified by the seat in which the Director serves and the end of that Director's current term and term limit. As specified by the Bylaws and the Election Policy, four (4) Directors shall be subject to election by Parent Voting Group, while the remaining three (3) Directors shall be subject to appointment as determined by majority vote of the Board. Candidates shall be eligible for either election or appointment in accordance with the requirements of the Bylaws and the Election Policy.

### **BFA Charter Application**

All Directors will serve staggered three-year terms from the date of their appointments [or elections] or until their successors are seated and their term begins. Any and all board members shall be limited to two consecutive three-year terms and then be eligible to serve again after a one-year respite.

### **BFA Bylaws**

#### Article III.5. Terms

Directors shall serve a term of three (3) years from the date of their appointments, or until their successors are seated. A full three-year term shall be considered to have been served upon the passage of three (3) annual elections. After election, the term of a Director may not be reduced, except for cause as specified in these Bylaws. Directors shall take their seat beginning in the regular meeting held in May of each year.

### **Succession Schedule**

The office of one (or two) Director(s) shall be filled by election, by the Parent Voting Group, to a three-year term of office commencing at the end of the regular Board meeting held in May of each year. The office of one Director shall be filled, by appointment through a vote of the majority of the remaining Board, to a term of office commencing at the end of the regular Board meeting held in May of each year.

### **Term Notification**

At the first Board meeting of the calendar year (January meeting), the President shall review with each Director when their term is expiring and determine if they plan to run for another term if eligible. The President will then report his/her findings to the Nomination Committee.

Should a Director not be able to complete his/her current term he/she is required to deliver written notification to the Board President as soon as possible.

### **May Meeting**

Both outgoing and incoming Board members should attend the regular May Board meeting.

**Voting Powers**

At the May meeting, new Directors will not have voting rights but will only observe.

**Principal Review**

The Directors, including outgoing Directors, who served during that school year will complete the annual Principal review and evaluation. Directors must have served at least six (6) months to have their evaluations included in the review. New incoming Directors shall participate in the evaluation process as a learning/training experience; however, new Director evaluations will not be “scored” for the review and bonus calculations.

**Board Seats and Terms**

Board Members	Position *	Term	
1	Seat # 1, Class A	3 Years	General Election
2	Seat # 2, Class A	3 Years	Appointed*
3	Seat # 3, Class B	3 Years	General Election
4	Seat # 4, Class B	3 Years	Appointed*
5	Seat # 5, Class C	3 Years	General Election
6	Seat # 6, Class C	3 Years	General Election
7	Seat # 7, Class C	3 Years	Appointed*

\* Appointment, determined by majority vote of the Board.

**Officer Seats and Terms**

Position	Term	
President	1 Year	Appointed by the Board
Vice President	1 Year	Appointed by the Board
Treasurer	1 Year	Appointed by the Board
Secretary	1 Year	Appointed by the Board

**Officer Succession Schedule**

Directors may be re-appointed to serve as Officers from year to year by the Board.

**President & Treasurer**

As a best practice, the President of the Board of BFA shall not be a first-year Director. At the February Board meeting, the next year President and the next Treasurer should be identified and confirmed by Board vote. This will allow sufficient time for the President Elect and Treasurer Elect to shadow the current officers and be prepared to take on leadership duties at the end of the May meeting.

### **Vice President & Secretary**

These offices shall be filled at the May meeting and may be filled by a new Director. It is considered the responsibility of the outgoing Director to take the time to review all needed details with the new Officer.

### **SECTION 2. STRATEGIC PLAN**

During the annual Board Retreat, the current Board will evaluate Board structure, talents, and expertise, will compare future strategic goals with potential talent needs, and will prepare a written statement for the Nomination Committee.

### **SECTION 3. NOMINATION COMMITTEE**

The Nomination Committee is a group of BFA leaders and parents who will work to develop a platform of candidates to be elected or appointed for BFA Board positions. In addition, qualified individuals can also self-nominate through an open call for nominations. Board Directors will vote for the Board Officer positions.

The Nomination Committee will consist of five (5) recruited members each year as appointed by the Board. It is recommended that the committee consist of a mix of individuals such as a current Board member who will not be up for election/appointment in the next election, a Parent-Teacher Organization officer, a BFA Administrator, a Past Board President, and a BFA parent. These members will be identified by the current Board after the annual election and before the Board Retreat and will serve for a 12-month term. The Nomination Committee works within the parameters established by the Board and is guided by the characteristics identified by the Director competency matrix and director eligibility requirements.

#### Tasks:

- Determine the Key Leaders for Whom Successors Will Be Needed
- Review and Update Talent Matrix
- Write Recruitment Statement
- Develop Plan for Recruitment
- Vet Potential Candidates

When recruiting new Directors, it is important to be clear what competencies, skills, and experiences are needed on the Board and which ones, if any, are missing. To assist in clarifying this information, the Board should ensure that there is an up-to-date Director competency matrix. The process of developing the matrix should describe the competencies, skills, and experiences of the current Directors and the key ones required for new Directors. The key steps in the competency matrix development process are likely to be as follows:

1. Assess what competencies the Board needs given the challenges faced by BFA and taking into account the strengths and weaknesses of the leadership team. The roles and responsibilities of each need to be complementary. Consideration should also be given to weighting particular competencies based on the Strategic Plan and Talent Matrix.

2. Assess what competencies each current Director possesses. This is done by asking current Directors to assess themselves and their colleagues relative to the matrix. Those assessments should be reviewed by the Nominating Committee for additional feedback.
3. Evaluate the extent of any competency gaps resulting from a comparison between steps 1 and 2.
4. Define a 'recruitment specification' for the competencies a new Director would need to bring to the Board to fill defined competency gaps. It is quite likely that a new Director will need to 'tick a number of boxes'. Consequently, it may be desirable, in the first instance, to develop recruitment specifications separately for individual Directors (reflecting generic governance capabilities); Board content specialists (e.g., to the extent that a Director may be recruited to ensure there is a specific capability within the Board); and Board leadership roles (e.g., Board and committee chairs).
5. Confirm the candidate agrees with and will adhere to the BFA mission, vision and strategic plan.

#### **SECTION 4. EMERGENCY SUCCESSION PLAN**

Should a current Director unexpectedly be unable to complete his/her term, the President and Vice President will convene with the Nominating Committee to determine potential candidates for appointment by majority Board vote.

In addition, a notice will go out to all the parents of BFA students through traditional channels (newsletter/email, BFA website, etc.) to ask for additional candidates to submit an application for Director consideration.

All candidates will be expected to submit an application letter and personal biography to be published and reviewed by the Board. All candidates will be expected to attend an in-person question-and-answer session with the Board.

When the Board has reviewed all applicants, the President will call for a vote. The candidate with the majority votes will become a voting Director at the following Board meeting.

#### **SECTION 5. COMMUNICATION PLAN**

Communication with the BFA community is an essential element in maintaining not just a healthy community but also allowing for the highest positive relationship between the Board and the community. Both the Board and the Nomination Committee shall consider the appropriate communication throughout the entire process.

#### **SECTION 6. ON-BOARDING**

In order to prepare potential leaders, the gap between what they are ready for now and what preparation they need to be ready for the job when it is available needs to be determined. This information can help determine what training, experience, and mentoring is needed. By considering their past performance as a volunteer, past professional and personal experience, fit with the organizational culture, and other Directors' acceptance of them as a potential leader, the best fit can be determined. It is critical to ensure that the potential leaders are willing to carry out BFA's mission and vision and to continue BFA's

strategic plan, philosophy, and culture.

### **Mentoring**

Once Directors have been elected/appointed, they should be assigned a Director mentor. This mentor should be the Director whom they may replace or another existing Director. The Board shall allow the potential leaders time to "shadow" the leaders and encourage them to attend Board meetings and participate in discussion. This is a great way to see how they problem solve and interact.

### **Need to know**

- BFA Strategic Plan
- BFA Student Parent Handbook
- BFA Organization Structure
- BFA Curriculum Structure
- BFA History
- BFA Bylaws
- BFA Charter and related contracts
- Benjamin Franklin Biography
- E.D. Hirsch's Core Knowledge
- 13 Virtues
- Board Policies
- BFA Statistics (Students, Staff, Volunteers, Testing, Budget)
- Colorado Charter Schools / Douglas County Schools

### **SECTION 7. EVALUATION OF PROCESS**

Finally, evaluate the succession planning efforts. What went well? What went wrong? What could be done differently? The Board, after consultation with the Nomination Committee and key stakeholders, should make suggestions and recommendations for improving the process so that it runs more smoothly next time. Key to this evaluation is the input of the new Directors. If all goes as planned, the succession planning process will ensure a smooth transition and a new Director who is prepared for his or her role in BFA.

### Current Board Members

Director Name (after Articles of Incorporation)	Initial Year of Service	End of Current Term Based on Seat	Year of Term Limit	Current Office / Position	Past Office / Position	Seat (1, 3, 5, 6: elected) (2, 4, 7: appointed)	Committee Liaison and Service
<b>Mette Castor</b> <i>Public Relations / Business/ Corporate</i>	2021	2024	2027	Secretary		<b>Seat 1</b> Class A (2021-2024)	SAC
<b>Haley Maglieri</b> <i>Attorney</i>	2021	2024	2027	Director		<b>Seat 2</b> , Class A (2021 - 2024)	PTO, Succession
<b>Sarah Nisbet</b> <i>Sales/Education</i>	2019	2022	2025	Vice President	Secretary / Director	<b>Seat 3</b> , Class B (2019-2022)	CEC, Uniform, DCSD Alliance
<b>Karen Ramon</b> <i>Education</i>	2020	2022	2026	Director		<b>Seat 4</b> , Class B (2020-2022)	Curriculum, Grant, Technology
<b>Matt Keillor</b> <i>Technology/ Education</i>	2017	2023	2023	President	Vice President / Director	<b>Seat 5</b> , Class C (2017-2023)	Curriculum
<b>Adam Lucero</b> <i>Construction</i>	2020	2023	2026	Treasurer	Director	<b>Seat 6</b> , Class C (2020-2023)	Fundraising, Succession, Finance
<b>Jason Page</b> <i>Technology/ Education</i>	2020	2023	2026	Director		<b>Seat 7</b> , Class C (2020-2023)	STEM, Facility

### Historical Board Summary

Director Name (after Articles of Incorporation)	Initial Year of Service	End of Term / Service	Year of Term Limit	Current Office / Position	Past Office / Position	Seat (1, 3, 5, 6: elected) (2, 4, 7: appointed)	Committee Liaison and Service
<b>Roger Nagel</b> <i>- Finance</i>	Nov. 2010	3/31/2011	N/A		Director	Seat 2, Class A	Finance
<b>Jason Sanders</b> <i>- Attorney</i>	2010	August 2013	N/A		President	Seat 7, Class C (2010-2013)	Policy, Grant
<b>Matt Matherly</b> <i>-Investments</i>	2010	August 2014	N/A		Director	<b>Seat 3</b> , Class B (2013-2014; 2010-2013)	STEM
<b>Ward Cerny</b> <i>-Investment s</i>	April 2011	3/1/2014	N/A		Director	<b>Seat 1</b> , Class A (2012-2014); <b>Seat 2</b> , Class A (2011-2012)	Finance

# BEN FRANKLIN ACADEMY

Director Name (after Articles of Incorporation)	Initial Year of Service	End of Term / Service	Year of Term Limit	Current Office / Position	Past Office / Position	Seat (1, 3, 5, 6: elected) (2, 4, 7: appointed)	Committee Liaison and Service
<b>Staci Ferguson</b> <i>- Org. Structure</i>	2010	2015	2015		Secretary	Seat 2, Class A (2012-2015); Seat 1, Class A (2010-2012)	Uniform, PTO
<b>Amy Taylor</b> - <i>Org. Structure</i>	2014	2015	N/A		Director	Seat 3, Class B (2014-2015)	SAC, Curriculum
<b>Kimberly Smith</b> <i>-Entrepreneur</i>	2015	2016	2022		Director	Seat 3, Class B (2015-2016)	STEM
<b>Jason Sunahara</b> <i>- Insurance</i>	2010	2016	2016		Treasurer	Seat 4, Class B (2013-2016; 2010-2013)	Facility, Fundraising, Technology
<b>Becky Mullen</b> <i>-Technology</i>	2010	2017	2017	Vice President	Director	Seat 5, Class C (2014-2017; 2010-2014)	CEC, Marketing, Grant, Art
<b>Paige Brock</b> <i>- Attorney</i>	2010	2017	2017	President	Director, Vice President	Seat 6, Class C (2014-2017; 2010-2014)	PTO, Curriculum, Fundraising, STEM, Grant, Succession, Uniform
<b>Matt Warder</b> <i>-Technology</i>	2013	2017	2020	Director		Seat 7, Class C (2014-2017; 2013-2014)	Technology, Grant
<b>Kent Barwind</b> <i>- Finance</i>	2014	2018	2021	Treasurer	Director	Seat 2, Class A (2015-2018); Seat 1, Class A (2014-2015)	Finance, SAC
<b>Ann Citrin</b> <i>Attorney</i>	2016	2019	2022	Vice President	Director	Seat 4, Class B (2016-2019)	SAC, Policy, CEC, Grants, PTO
<b>Bryan Molen</b> <i>Risk/Insurance</i>	2016	2019	2020	Vice President	Secretary	Seat 3, Class B (2016-2019; 2019-2020)	SAC, Succession, Arts, CEC, Fundraising
<b>Burgandy Hodge</b> <i>HR/Ops</i>	2017	2020	2023	Director		Seat 5, Class C (2017-2020)	PTO, Succession
<b>Steve Haas</b> <i>General Management</i>	2017	2020	2023	Treasurer	Director	Seat 7, Class C (2017-2020)	SAC, Grant, Finance, Fundraising, Legislative
<b>Bill Castor</b> <i>Business Development</i>	2015	2018	2021	President	Secretary	Seat 1, Class A (2015-2018; 2018-2021)	SAC, Grant, Curriculum, CEC
<b>Courtney Jurbala</b> <i>Finance</i>	2018	2021	2024	Secretary	Director	Seat 2, Class A (2018-2021)	SAC, PTO, Finance
<b>Sarah Nisbet</b> <i>Sales/ Education</i>	2019	2022	2025	Director		Seat 3, Class B (2019-2022)	PTO, Succession, SAC, Uniform



# BEN FRANKLIN ACADEMY

<b>Director Name</b> (after Articles of Incorporation)	<b>Initial Year of Service</b>	<b>End of Term / Service</b>	<b>Year of Term Limit</b>	<b>Current Office / Position</b>	<b>Past Office / Position</b>	<b>Seat</b> (1, 3, 5, 6: elected) (2, 4, 7: appointed)	<b>Committee Liaison and Service</b>
<b>Karen Ramon</b> <i>Education</i>	2020	2022	2026	Director		<b>Seat 4</b> , Class B (2020-2022)	Technology, PTO
<b>Matt Keillor</b> <i>Technology / Education</i>	2017	2020	2023	Director		<b>Seat 5</b> , Class C (2017-2023)	STEM, Technology, Fundraising, Grant, Legislative
<b>Adam Lucero</b> <i>Construction</i>	2020	2023	2026	Director		<b>Seat 6</b> , Class C (2020-2023)	Succession, Fundraising
<b>Jason Page</b> <i>Technology / Education</i>	2020	2023	2026	Director		<b>Seat 7</b> , Class C (2020-2023)	STEM, Facility

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