

Attendance at Board Meetings

As a function of a board member's duties and responsibilities to the public they serve, board members are expected to attend board meetings regularly and to come prepared. There is, however, no legal standard for how frequently a district board must meet throughout the year, so the number of meetings to attend can really vary between different districts, depending on what's necessary to keep that district running smoothly.

Sometimes board members have to miss a meeting due to illness, travel, work conflicts, or family commitments, so we recommend that your board discuss, develop and adopt a board attendance policy. A board attendance policy should set forth what types of absences will be excused and what types of absences will not be excused. For example, is a social night out with your spouse an excused absence? What about a vacation? The difference between excused and unexcused absences (and why it's important) will be discussed a little later in this Fact Sheet.

The attendance policy may also set forth a procedure to follow, including whom to notify, when a board member determines that he will miss an upcoming meeting. By having a formalized notification procedure, a meeting can be cancelled in advance if it is determined that a quorum won't be present, thereby saving the other board members from coming to the meeting.

By adopting an attendance policy in advance, all directors can be treated fairly and consistently, and the board can discuss various attendance matters before you have a problem on your hands. Your policies should reflect the way your district operates best. If you only meet quarterly, then missing a meeting for a personal (social) reason may be more of a problem than if you meet twice a month.

The Special District Act provides¹ that absences due to temporary physical or mental illness or disability must be categorized as "excused" absences.

District directors should not discuss district business amongst themselves outside of a duly-called public meeting, therefore a director who misses a meeting also misses out on a chance to be informed, and possibly persuaded, by his fellow board members and other advisors or persons in attendance at the meeting. A board member must attend a meeting in order to vote on a matter which comes before the board. The Special District Act does not make any provisions for proxy voting.

Directors who cannot be physically present (due to illness or travel, for example) may attend a board meeting by telephone, or perhaps Skype. The Open

¹ See section 32-1-905(1)(g), C.R.S.

Meetings Law defines a “meeting” as “any kind of gathering, convened to discuss public business, in person, by telephone, electronically, or by other means of communication.”² The director should be marked in the minutes as being in attendance, although a parenthetical note that attendance was by telephone may be appropriate and clarifying. A speaker phone or other device should be used which allows all directors to hear and be heard simultaneously. Attendance by telephone qualifies for director compensation purposes.³

The distinction between an excused absence and an unexcused absence becomes important in the context of determining whether a vacancy is created on the board due to excessive absenteeism. The Special District Act provides that a director’s seat becomes vacant if he has an unexcused absence at three consecutive regular meetings, and the board does not grant approval for an additional absence or absences, which approval must be reflected in the minutes of the third board meeting.⁴

So, if:

- You have a board member who has missed a lot of meetings while he recuperates from some medical problems, his seat is not in danger of becoming vacant because his absences are excused, as per statute.
- You have a board member who missed two regular meetings and then also missed a special meeting, but then made it to the next regular meeting. All the absences were unexcused. His board seat does not become vacant because he has not missed three consecutive regular meetings. However, if this pattern continues to repeat itself, the board president may wish to speak to the truant director and see if he would like to resign his board seat in favor of someone who is more available to commit the time necessary to best serve the district and its constituents.
- You have a board member who hasn’t been to a meeting since anyone can remember, but time after time, the meeting minutes list him as “excused,” the board seat does not become vacant because the absences were excused. In this case, the board may want to discuss its policies concerning what should or should not constitute an excused absence going forward.

Good advice for keeping attendance strong at your board meetings is to make the time spent pleasant and productive. Nobody likes to waste time at

2 Section 24-6-402(1)(b), C.R.S.

3 The Special District Act limits board member compensation to no more than \$100 per meeting attended, up to a maximum of \$1,600 per year. See 32-1-902(3)(a)(II), C.R.S.

4 Section 32-1-905(1)(g), C.R.S.

meetings if nothing ever seems to get accomplished and if they don't enjoy collaborating with fellow board members and district staff toward a desired goal.