



## **Policy Number 1.4**

**Chapter: Governance**

**Title: Auraria Board of Directors Code of Ethics and Conduct**

**Division/Department: Auraria Board of Directors**

**Policy Administrator: General Counsel**

**Adoption Date: April 3, 2024**

**Revision Dates:**

### **1. PURPOSE**

The Board of Directors of the Auraria Higher Education Center (“Auraria Board”) is committed to governing the Center in a manner that is ethical and consistent with the standards and expectations of the community, while exercising the authority and duties set forth in Title 23, Article 70, of the Colorado Revised Statutes (C.R.S.), and upholding the Center’s mission. The purpose of this policy is to establish standards of conduct, in addition to those specified by statute, that members of the Auraria Board will adhere to in the performance of their duties as directors.

### **2. DEFINITIONS**

- 2.1. Auraria Higher Education Center or “AHEC”: The higher education complex established in C.R.S. Title 23, Article 70, and located in the City and County of Denver.
- 2.2. Board of Directors of the Auraria Higher Education Center or the “Auraria Board”: The Board of Directors created in C.R.S. § 23-70-102 that oversees AHEC and has the powers and duties assigned to it by the Colorado General Assembly as set forth in Title 23, Article 70, C.R.S.
- 2.3. Fiduciary: A person holding the character of a trustee, or a character analogous to that of a trustee, in respect to the trust and confidence involved in it and the scrupulous good faith and candor which it requires. Thus, a person is a Fiduciary who is invested with rights and powers to be exercised for the benefit of another person or entity.

### 3. POLICY

- 3.1. Members of the Auraria Board agree to uphold and hold each other accountable for the following standards of ethical conduct. Each director, by accepting appointment to the Auraria Board, commits to the following standards and requirements:
  - 3.1.1. To fulfill our role of Fiduciary for AHEC, acting in the best interest of AHEC in all respects connected with our responsibilities as a director and with the utmost good faith and loyalty.
  - 3.1.2. To perform all Auraria Board responsibilities ethically, honestly, impartially, with integrity, and otherwise in compliance with applicable laws and AHEC policies.
  - 3.1.3. To dedicate the time and effort needed to responsibly and capably perform our duties as a member of the governing body of AHEC, and thoroughly prepare for, regularly attend, and actively participate in board meetings and committee meetings. This means attending all regular and special meetings of the Auraria Board and committees of the Board to which one is assigned, unless extenuating circumstances exist to be excused from a meeting.
  - 3.1.4. To lead by an example that demonstrates AHEC's values, philosophy, and operating style as reflected in the AHEC Strategic Plan and policies. The Auraria Board and AHEC management set the tone at the top and throughout AHEC by their example.
  - 3.1.5. To avoid conflicts of interest and appearances of impropriety, and otherwise conduct oneself in a manner that conforms with the Auraria Board Conflict of Interest Policy.
  - 3.1.6. To not accept special benefits or anything of value for oneself or others in exchange for performing one's duties as a director, other than approved AHEC resources and courtesies and the reimbursement of authorized expenses.
  - 3.1.7. To exercise responsible stewardship and ensure necessary and proper controls safeguarding public resources and the integrity of AHEC's business and reputation.
  - 3.1.8. To maintain and respect the confidentiality of AHEC's records and information, and not to disclose nonpublic information except as authorized by law, or misuse or exploit for personal benefit any records or information to which one obtains special access as a result of their position.

- 3.1.9. To avoid undue influence by upholding the Auraria Board’s role as the supervisory and policymaking body of the institution; to properly elect, support, and evaluate the Chief Executive Officer; and to abstain from involvement in administrative matters not subject to the direct authority of the Auraria Board, including hiring and personnel decisions, purchasing and contracting decisions, and day-to-day management decisions.
- 3.1.10. To support open communication, transparency, and the free expression of ideas and not condone any form of deceit, incivility, intimidation, silencing, or retaliation.
- 3.1.11. To communicate through the Chief Executive Officer, or other administrator designated by the Chief Executive Officer and/or the General Counsel, when conducting official business, and at all times observe the Colorado Sunshine Law, C.R.S. §§ 24-6-101, et seq., including the open meetings requirements of C.R.S. §§ 24-6-401-402, by not holding meetings or conducting business outside of regular or special meetings called in accordance with the Bylaws of the Auraria Board of Directors.
- 3.1.12. To think independently and make informed decisions based on what is in the best interests of AHEC, consistent with our duty of undivided loyalty to AHEC, while supporting the majority decisions of the Auraria Board and working cooperatively with fellow board members and the AHEC administration to advance the goals of AHEC.
- 3.1.13. To commit ourselves to the principles of federal and state law guaranteeing equal opportunity and nondiscrimination and support an environment that respects the rights and opinions of all people.
- 3.1.14. To ensure that AHEC management and staff adhere to high standards of integrity and ethical values across the organization.
- 3.2. Reporting and Enforcement
  - 3.2.1. Concerns regarding potential violations of this Code of Ethics and Conduct or unethical behavior by any member of the Auraria Board, including instances of undue influence or other inappropriate behavior, should be promptly reported to the Auraria Board chairperson (or, in the case of a report concerning the chairperson, the vice chairperson) and the AHEC General Counsel.
  - 3.2.2. If a director is absent from more than two meetings in an academic year, except under extenuating circumstances, the chairperson (or, in the case of the chairperson’s own absences, the vice chairperson) will consult with the

absentee director and, if necessary, the General Counsel and the director's appointing authority regarding the continuing service of the director.

3.2.3. Purported violations of this Code of Ethics and Conduct will be appropriately investigated by the Board Committee on Governance and Audit. The AHEC General Counsel shall serve as an *ex officio*, nonvoting member of the committee for purposes of the investigation. The following procedures shall apply:

- a. A director who has allegedly committed unethical conduct in a particular matter shall abstain from any involvement in the consideration and resolution of the matter and shall not be present except when called by the committee to testify or attend.
- b. The committee may interview those involved and any witnesses, gather facts, review documents, and consult with the General Counsel on procedural issues.
- c. The committee shall consider the actions to be taken to resolve the matter. The committee shall report its findings and conclusions to the full board and shall recommend actions to be taken. Such actions may include, but are not limited to:
  - i. Requesting the director to take such actions as are necessary to correct or redress the conduct.
  - ii. Recusing the director from considering, speaking, or voting on any matter relating to the misconduct.
  - iii. Requesting the resignation of the director from the Auraria Board.
  - iv. Determining that the director has the inability to act, or has refused to act, disqualifying that director from serving on the Auraria Board, and notifying the appointing authority for that director that there is a vacancy to be filled.
  - v. The committee will issue a report to the full Auraria Board, including its recommendations for corrective action with regard to confirmed violations. Recommended corrective actions may range from censure to referral to the respective appointing authority of the director for review and consideration.
- d. Following the recommendation from the committee, the Auraria Board shall decide by majority vote what action is to be taken with respect to the misconduct.

- e. All actions of the Auraria Board with respect to a director's misconduct shall be promptly reported to the authority responsible for electing or appointing such director to the board, including the governing board of the director's institution of higher education, if applicable, and the office of the governor.

3.2.4. False reports of violations of this Code of Ethics and Conduct shall not be made for the purpose of discrediting or otherwise harming the reputation of an individual, and doing so constitutes a violation of this Code.

#### **4. APPROVAL AND ADOPTION**

This Policy has been reviewed and approved by the Board of Directors for the Auraria Higher Education Center.

Date: April 3, 2024

Approved by: Tracy Huggins  
Chairperson of the Auraria Board