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Governance Models

There are three models of governance in independent schools, but only one which NAIS fully endorses:

1. The "parents' cooperative model," where parents are members of the corporation, elect the board, and in some cases approve the budget. This is the model for most Montessori schools, many Jewish day schools, and, to some extent, a small number of independent schools (those that are "parent-driven"). In NAIS's experience, this model is fatally flawed since it naturally and typically focuses primarily on the short term, is biased towards parental opinion, and is inclined on too many occasions toward a crisis posture that undermines school leadership and board governance. Schools that begin with this model, as they grow in maturity in leadership, governance, reputation, and program, often seek to evolve to one of the other two models, having learned that governance is most effective that is focused on the long term and strategic, not the operational. (A variation of this approach is the faculty-driven board, the Waldorf model, which has the same inherent design paradoxes since the interest of faculty tend to be the present rather than the future of the organization, and there is far less potential for serious and sustained board-driven fund-raising, commitment to endowment building, and the like). That being said, there are independent schools in the Montessori, Waldorf, and Jewish Day School traditions for which this model works.

2. The Carver Model, designed as an antidote to the ills of constituent-driven boards, is an alternative for boards trying to free themselves from the limitations and foibles of the constituent-driven model. Its approach is highly prescriptive in delineating exactly what is the role of the board vs. the role of the school head/management team, and its strength is in offering an authoritative sorting mechanism, accordingly, for what is the business of the board vs. what is the business of the school leader/management team. Some, however, have criticized the Carver Model due to the lack of a financial oversight committee and anemic board involvement in fund raising. Others are concerned about a possible disconnect between the model and strategic oversight of the organization. Still, NAIS considers the approach viable, but sees its prescriptive approach as a potential weakness.

3. The "corporate model" of a self-perpetuating board is what NAIS advocates, where the board chooses itself and its successors and is focused largely on the strategic future of the school. It sees itself as having only one employee to hire, evaluate, and fire (the head of school), and it scrupulously and thankfully redirects all constituent complaints to the proper authority, the head of school, then supports the head of school in his or her adjudication of any challenges. This "above the fray" approach frees the board to focus on the larger issues of institutional stability and growth and sends a strong signal to the community that the board has confidence in the leadership of the school, never allowing itself to become "the court of last resort" to adjudicate conflict and overrule management decisions, knowing that if it does so, it will revert to the first model of governance indicated above and forever after be relegated to operational oversight rather than vision and strategy and generative thinking, its proper role. The difference between the NAIS corporate model and the Carver model is that in the former there is more of a partnership between the board and the head of school to sort out issues and to decide which are solely those for management, which are solely those for the board, and which should be addressed as a partnership. We would estimate that 90 percent or more of our schools largely employ this model - and when they devolve to the other models, we can predict they'll be calling us for assistance with one meltdown or another involving a crisis in confidence about the head, the board, or both.

Jeff Moredock, NAIS governance counsel, believes that the primary recurring theme in governance modeling has been one of trustees "acting like guard dogs" and meddling in operations rather than guide dogs leading strategic initiatives. In his opinion, no model will work any better than its users understand how it should work, and, by extension, how well the constituent community understands what the proper roles and responsibilities of a board are. Good governance is an acquired trait, not a genetic inheritance. Educate the board, but educate the community as well.

A challenge for boards and leadership that have inherited one version or another of the "parent-driven board model" and seen the limitations of that model is to convince the parent body to give it up for the NAIS-recommended corporate model. "Making the case" for change to the new model could include any or all of the following points:

- Parent-elected boards generally lead to a stance that the board's role is to be representative of that constituency alone, providing a strong incentive to "side with the parents" - making principled decision-making on behalf of the school (rather than on behalf of the customer) much more difficult. For example, parent-driven boards have a built-in conflict of interest when setting tuition.
- Parent-elected boards inevitably are driven at some point by the politics of "getting elected." It is not dissimilar to judges who are elected for terms - the desire to be "tough on crime" can unduly influence the greater imperative to follow the laws, apply precedents, and do what's right. In the school domain, the "political issue of the moment" (dress code, grading system, change in math curriculum, you name it) is really not the business of an independent school board but rather the business of the school's professionals. Independent school boards that follow the NAIS-recommended "corporate model" are not distracted by such matters, so their agenda is more strategic and visionary: "What kind of school should we become? What strategies must we

adopt to become that school?" The purpose of the board is not to run the school for board members' and parents' children but rather to create an even better school for their children's children. While in the public model, parents "run for the board" (on the "phonics platform," for example), no one "runs for the board" in a typical independent school. The board chooses members based on their capacity to address the strategic challenges facing the school and to contribute to raising image, raising students, and raising money for the school.

- In the NAIS model, trustees need to be corporately selected, in part, because of fund-raising responsibilities. The average trustee gift to annual giving is around \$6K per year. Capital campaigns have much larger expectations for trustees, who are expected to commit 1/3 to 1/2 of the campaign goals. Parent elections often don't take this factor into consideration, and such schools sometimes fall short typically of the fund-raising necessary for the school's growth and success. Ironically, it's in parents' self-interest, and that of their children, to adopt the corporate model in terms of fund-raising, since it's more likely that the board will be comprised of stakeholders who have enjoyed the benefits of the school but don't need to come up with one, two or more tuitions each year: i.e., past parents, alumni, and grandparents.
- When parent-dominated boards elect future board members and approve budgets, they do so from self-interest, typically. The "corporate board" model, which NAIS advocates, operates from a "shareholder and stakeholder" perspective, making decisions that are in the best interest of ALL the constituents (parents, faculty, staff, alumni, prospective parents and future generations of students). NAIS does believe in strong parent associations as a complement to strong corporate boards, the parents association taking on the role of enabling voice and input from parents, that voice and input should be part of a "balance of power" rather than the final authority: In the NAIS corporate model, "just because you get your say doesn't mean you get your way." It is not unlike the rationale for representative democracy rather than direct democracy: In a democracy, it's hard but not impossible for representatives to make good "corporate" decisions in the best long-term interest of the country; in direct democracy, majority rule (and sometimes the majority tyranny) prevails. Thus the bargaining chip in the transition is to make the Parents Association (with officers elected by the parent body) a strong entity whose sole purpose is to represent parental input and interests. Often boards choose a member of the Parents Association to be ex officio a member of the board so that input is voiced and so that a channel of communication is institutionalized between the board and the Parents Association.

Finally, NAIS recommends that schools consult the [NAIS *Trustee Handbook*](#) (ninth edition), where these matters are more fully explained.

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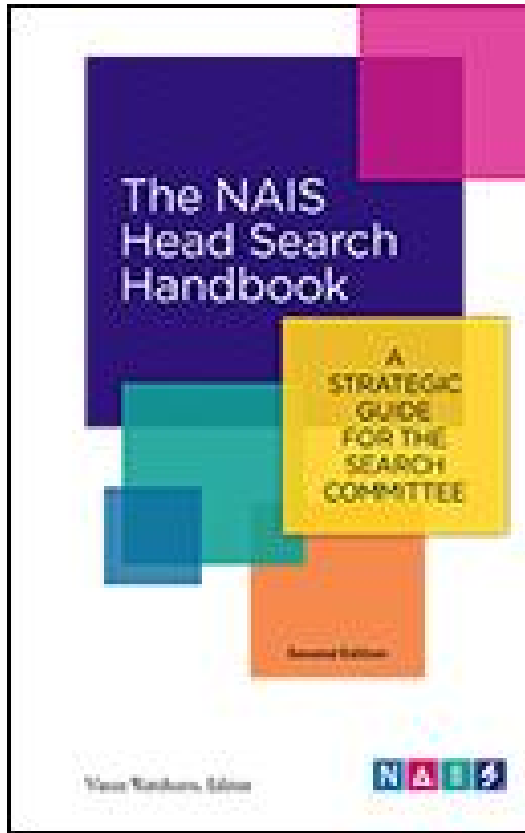
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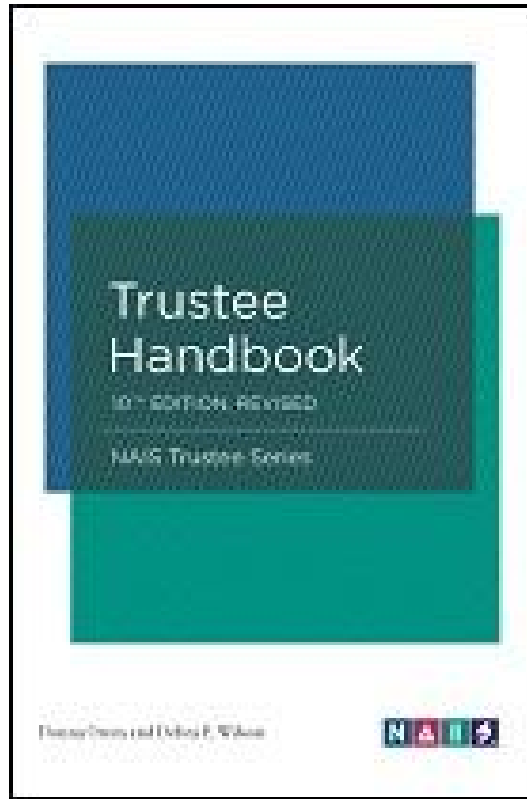
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