

# Good Governance Matters

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Beyond 2020: The Moment We're In  
Five Years of Learning, Leading, and Moving Forward*

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# Rolling Up Our Sleeves - How Boards WORK

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## Board “Powers”

The Board of Trustees (“Board”) shall have all the powers and duties necessary to conduct the activities of the Corporation except as otherwise required by these Bylaws or a resolution duly adopted by the Board.




# Principles of Good Practice

The board is the guardian of the school's mission. It is the board's responsibility to ensure that the mission is relevant and vital to the community it serves and to monitor the success of the school in fulfilling its mission. The following principles of good practice are set forth to provide a common perspective on the responsibilities of independent school boards. The board and the head work in partnership to fulfill these principles.



The board adopts a clear statement of the school's mission, vision, and strategic goals and establishes policies and plans consistent with this statement.



The board reviews and maintains appropriate bylaws that conform to legal requirements, including duties of loyalty, obedience, and care.


The board assures that the school and the board operate in compliance with applicable laws and regulations, minimizing exposure to legal action. The board creates a conflict of interest policy that is reviewed with, and signed by, individual trustees annually.

The board accepts accountability for both the financial stability and the financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, and participating actively in fund raising.







The board selects, supports, nurtures,  
evaluates, and sets appropriate  
compensation for the head of school.




The board recognizes that its primary work and focus are long-range and strategic.




The board undertakes formal strategic planning on a periodic basis, sets annual goals related to the plan, and conducts annual written evaluations for the school, the head of school, and the board itself.



*The board keeps full and accurate records of its meetings, committees, and policies and **communicates its decisions widely**, while keeping its **deliberations confidential**.*




Board composition reflects the strategic expertise, resources, and perspectives (past, present, future) needed to achieve the mission and strategic objectives of the school.



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As leader of the school community, the board engages proactively with the head of school in cultivating and maintaining good relations with school constituents as well as the broader community and exhibits best practices relevant to equity and justice.



The board is committed to a program of professional development that includes annual new trustee orientation, ongoing trustee education and evaluation, and board leadership succession planning.



# Statutory (Legal) Duties

Board members must ***collectively...***

- Be responsible for the "business of the institution"
- Have power to promote and preserve it
- Follow bylaws and policies
- Monitor operations
- Appoint and delegate board roles

# Statutory (Legal) Duties

Trustees must ***individually*** exercise:

- "**Prudence**...care you use in handling your own business & personal affairs"
- "**Loyalty**...undivided allegiance to the corporate purpose"
- "**Obedience**...carry out institutional purpose per articles of incorporation & bylaws"

*From the preamble:*

The PGPs are not a set of required actions. Rather, membership in NAIS is contingent upon agreement to abide by the spirit of the PGPs which are to be implemented consistently with existing law.

# Role of an Independent School Board: to Govern

## What it is:

- To hold the school and its mission in “trust”: care, loyalty, obedience
- To ensure the ongoing financial sustainability of the School
- To hire, cultivate, support and team with the Head
- To set policy
- To strategize for the future
- To advocate for the school
- To evaluate the performance of the Head, the Board and the School

## What it is not:

- To get involved in the day to day operations of the School
- To influence personnel decisions
- To establish a power base and forward a personal agenda
- To advocate for the interests of individual students

# Board Governance

- ❑ Trustee engagement
- ❑ Meeting effectiveness
- ❑ Execute critical course correction
- ❑ Broad strategic focus



# The Role of the Head

Appointed by the board and is its only employee.

The head functions as the mayor and town band director of the municipality. It's her job to:

- Oversee day to day operations.
- Execute policies as set by board.
- Serve as the faculty's colleague, advocate, and boss.
- Negotiate peace among parents, faculty, board (and other constituencies).
- Lay down the theme & encourage talented partners to improvise.

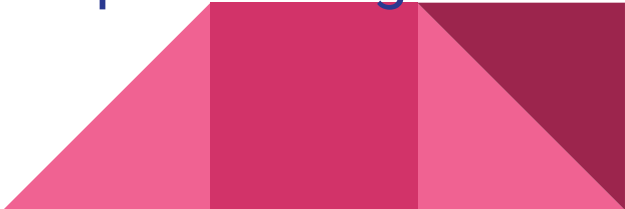
# Problem Solving via Strategic Governance

## Three Tiers of Trusteeship - Co-Equal Modes

- **Level One: *Fiduciary*** (auditing function of oversight and assessment of mission & finance)
  - **Level Two: *Strategic*** (leadership function: “less management/more governance” via scanning and planning)
  - **Level Three: *Generative*** (visionary function of shared leadership, R&D orientation for imagining, innovating, and experimenting).
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# Three-Tier Thinking


## Example: Rising Benefits Costs

- Fiduciary thinking: “Increase co-pays” to share costs with employees”
  - Strategic thinking: “Market our absorbing of increased costs as recruitment/retention benefit”
  - Generative thinking: “Form a benefit-purchasing consortium”
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# Three-Tier Thinking

Example: Add a world language

- Fiduciary thinking: “OK: which other language do we drop?”
  - Strategic thinking: “Why don’t we offer small enrollment courses on an a la carte pricing basis?”
  - Generative thinking: Which languages will be not a feature but a benefit in terms of market niche and long-term advantage to graduates? (1900s: German, Russian → 2000s: Mandarin, Arabic, ASL)
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# BOARD MEMBERS and RELATIONSHIPS



**FACULTY/  
ADMIN/STAFF**



**BOARD MEMBERS**



**PARENTS**



**SELF/EXPERTISE**



**HEAD OF SCHOOL**



**PHILANTHROPY**





# **Case Studies: Lightning Round**



**Scenario(s)**

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# GETTING INVOLVED



**Faculty representative to board  
or committees**



**Attend faculty-board social  
gathering opportunities**



**Task force/ strategic planning**



**Join another school's board l or  
seek community board service**



**Present on curriculum,  
innovation, student success**



**ADVIS! NAIS!**





**Q&A**