

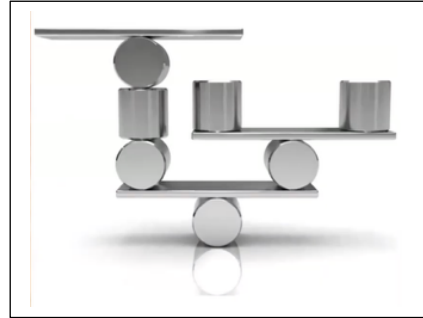
Board Governance: Purpose and Procedure

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Governance is a really important topic for independent schools. Governance is part science and part art, and it's a balance of the two. There are definitely principles we can learn about good governance, but there's also kind of an artistic side to governance → the collective wisdom of the people sitting around the table when you serve on a board.

4 parts of presentation:

1. The role of board members
2. Key responsibilities of a board.
3. Governance procedures
4. Governance model or framework



I. THE ROLE OF BOARD MEMBERS

Boards progress over time.

1. **Founders:** Founders are very involved typically in the organization they start, and they take a very hands-on approach. (e.g., painting classroom walls, performing janitorial tasks on weekends). They are so dedicated and so committed.
2. **Management:** As organizations mature and grow and become more financially stable, they move into a management model, which is where the school board gets a little bit more removed from the day-to-day. They hire a principal and a few other key staff members, but they're still fairly involved in the day-to-day operation of the school or the organization. Organizations that move to a management model tend to be a little better staffed, a little more professional, a little more mature.
3. **Governance board:** Our goal is to move to a governance model or a policy model—sometimes called a strategic governance model (“noses in, fingers out” - aware of what's going on, but not meddling with the finances or the minutia). They trust, empower competent staff and evaluate. The move from a management to a governance board in some ways is even harder, because they're stuck in management mode. They cannot get their fingers off the day-to-day operations. The move from a management to a strategic governance board takes a good deal of intentionality.

Change is a process, not an event. Change doesn't happen quickly, it takes time.

The Trustee

Sometimes board members are called trustees. A trustee is an individual person or member of a board given control or powers in trust with a legal obligation to administer this control and power solely for the purposes specified. A lot of the work that boards do is to gain the trust of the administration at the school, staff, parents and members of the school society. Gaining trust is not easy in this cultural moment. There are people who will be part of your school society that have a high degree of institutional mistrust and effective governance is really, really needed now more than ever to make sure that we can discharge those duties of being a trustee. Being a trustee gives you power. Sometimes people get elected to a board and they think they have all kinds of power. But the power that the board holds is vested in the board as a whole and is executed in duly constituted meetings as outlined by bylaws. Individual board members do not have a whole lot of power. When they're seated at the board table, power is exercised when the board acts in accordance with bylaws and governing documents.

Role

Many board members play several roles. They may be parents or an uncle or grandparent, business owner who also works for the school in some capacity, bring professional expertise (e.g., accountant, painter), or may be part of a group of people that have strong opinions about the school being better (e.g., more academic or more inclusive). Along with these roles comes the need for implicit boundaries.

A question for board members is: who are you and whose business are you minding around the board table? When board members are around the board table, they must be committed to acting in the best interest of the school's mission and vision on behalf of the society and its members. Their other roles (parent, business, etc.) is entirely separate from their role as a board member.

Boards should conduct regular training to talk about roles, responsibilities and governance principles. (Overnight board retreats can be useful for strategic planning, enhancing understanding of governance. A retreat setting takes away from the busyness and pressure – vs a 3-hour board meeting on a Monday night when everyone's tired and pressured. Having a retreat allows people to have meals together, go for walks, hang out together, get to know each other's stories. Social engagement helps a board function more effectively.)

Duties

Three duties generally associated with governance:

1. **The duty of diligence.** Diligent directors must act prudently (not recklessly) and in the best interest of the organization. Directors must be well informed and act cautiously, foreseeing potential risks and taking reasonable steps to manage those risks.
2. **The duty of loyalty.** Directors are required to put the organization's interests first—ahead of personal or other interests. Directors also have an obligation to keep organizational matters private and confidential. Directors must speak well of the school. They must be the cheerleaders of the school and people who are reminding other people what a great organization it is and how wonderful it is to be involved in the organization.
3. **The duty of obedience.** Directors must comply with the organization's governing documents (constitution and bylaws) and ensure that committees and staff do as well. Directors must also ensure that the organization complies with external rules and laws - statutory obligations to its employees, such as paying salaries, government remittances, providing holidays, and ensuring a safe work environment.

II. KEY RESPONSIBILITIES

Three key responsibilities

1. **Protect:** Protect the mission, vision of the school, protect the integrity, transparently share the financial sustainability of the school, and to guard against risks (risk management). Protect the school from a potential attack from within.
2. **Direct:** Direct the vision by articulating and making sure the vision is vibrant, relevant and the school can be sustainable and flourish far into the future. Direct through strategic plans which articulate goals for the school to move forward. Direct through the development of policy. Keep the focus on the future, not the minutia: don't spend hours talking about repairing the school furnace, instead talk about acquiring land for future expansion or a strategic merger. Have conversations that help your school along the road to long-term mission sustainability. (Boards often deviate from strategic oversight and they want to focus on management. Generally speaking, we want the board in the crow's nest, and we want the principal and the admin team down on the deck. The key is good communication between the two.
3. **Inspect.** The board must inspect (monitors/evaluates) the 1) principal, 2) the rest of the staff in the organization, and themselves. Principal/staff evaluations should be transparent, scheduled, regular, handled according to policy, predictable, clear understanding on who/what will be part of the process.

There should be no surprises in evaluations. Boards also need to look in the mirror and check out their own reflection, and they should use different metrics to help them understand how they're leading. (Are they gaining the trust of the leadership team? Do they have the trust of the staff? Do they have the trust of the members of your school society?) Boards should regularly conduct self-assessments.

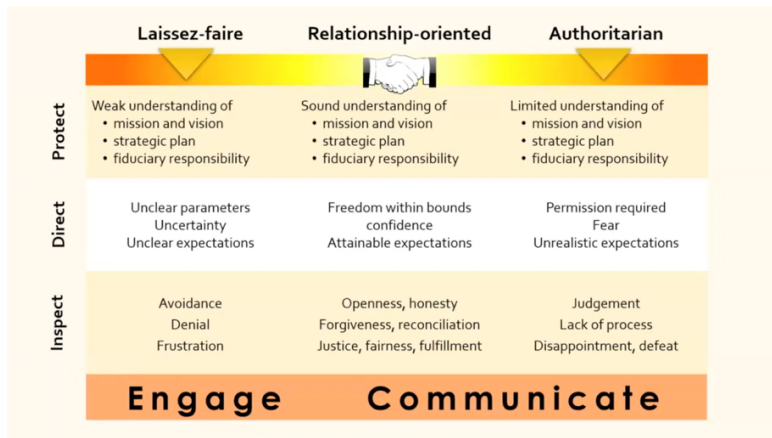
III. GOVERNANCE PROCEDURES

1. **Confidentiality.** Confidentiality is a critical principle that boards should be reminded frequently to maintain appropriate confidentiality. Individual members must not share what was discussed at a board meeting - what decisions were made. Communication about board decisions should only come from the board as a whole in a timely manner.
2. **Conflict of interest.** Conflicts of interest should be governed by policy. They should be declared, and if they are properly processed, there's no problem. If a board member has a conflict of interest, they must declare the conflict of interest and recused themselves while a discussion/vote happens where they have a conflict of interest. This is recorded in the minutes. After the discussion / vote happens, the person comes back into the boardroom, and they've not been part of the discussion or the decision.
3. **Speak with one voice.** Communication about board decisions should only come from the board as a whole in a timely manner. Effective boards speak with one voice. They work together. They have lively discussions with dissenting opinions. But once the board has decided, board members speak with one voice. Individual members respect the collective wisdom/voice of the board, regardless of whether they agree.
4. **Board members selection:** Board members are selected with careful thought and intentionality. Identify: What are the needs of the board? Do you need people with financial expertise, legal expertise, construction and development experience, etc. Understand the future needs of the school and find people with the right skill set. People must be highly committed to the school and actually understand their role. Review your bylaws to understand who nominates/decides on board members, how members vote (electronically, in-person).
5. **Balancing Act:** Two key areas the board has to balance:
 - a. Decision making and community engagement. Boards must make decisions, but not all decisions should be made behind closed doors - without community engagement. Transparency is the key. But you can't engage your school members on every decision the board makes.
 - b. Communication and confidentiality. Confidential matters cannot be shared. But you do have to decide how and when to communicate so that your members do feel like they're a vital part of the organization.

IV. GOVERNANCE MODELS OR FRAMEWORK

Three different governance models or framework

1. **Laissez-faire** model - carefree hands-off kind of model
it leads to all kinds of organizational consternation.
2. **Authoritarian** model leads to a boatload of organizational angst.
3. **Relationship-oriented** model is the balanced model that governs in a way that engenders trust and leads to a good chance of flourishing.



Suggested Resources from the Society of Christian Schools in British Columbia (SCSBC) website

1. *Guiding Schools to Flourish* (book) - Christian faith based Board PD - Board could spend 20 minutes at each meeting over 2-3 years
2. *The Link* (magazine)