

BOARD STRUCTURE: GET THE SCAFFOLDING RIGHT!

Presenters



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Today's Format

- Content rich webinar
- Brief time for Q&A at the end
- Evaluation

This session is being recorded. The recording and PowerPoint will be made available at www.TheCenterForCharters.org/Events.

What We Are Going To Cover

- Board Structure: What does this mean? Why is it important?
- Bylaws: Most important things you need to know
- Officers
- Committees
- Board Composition
- Q&A

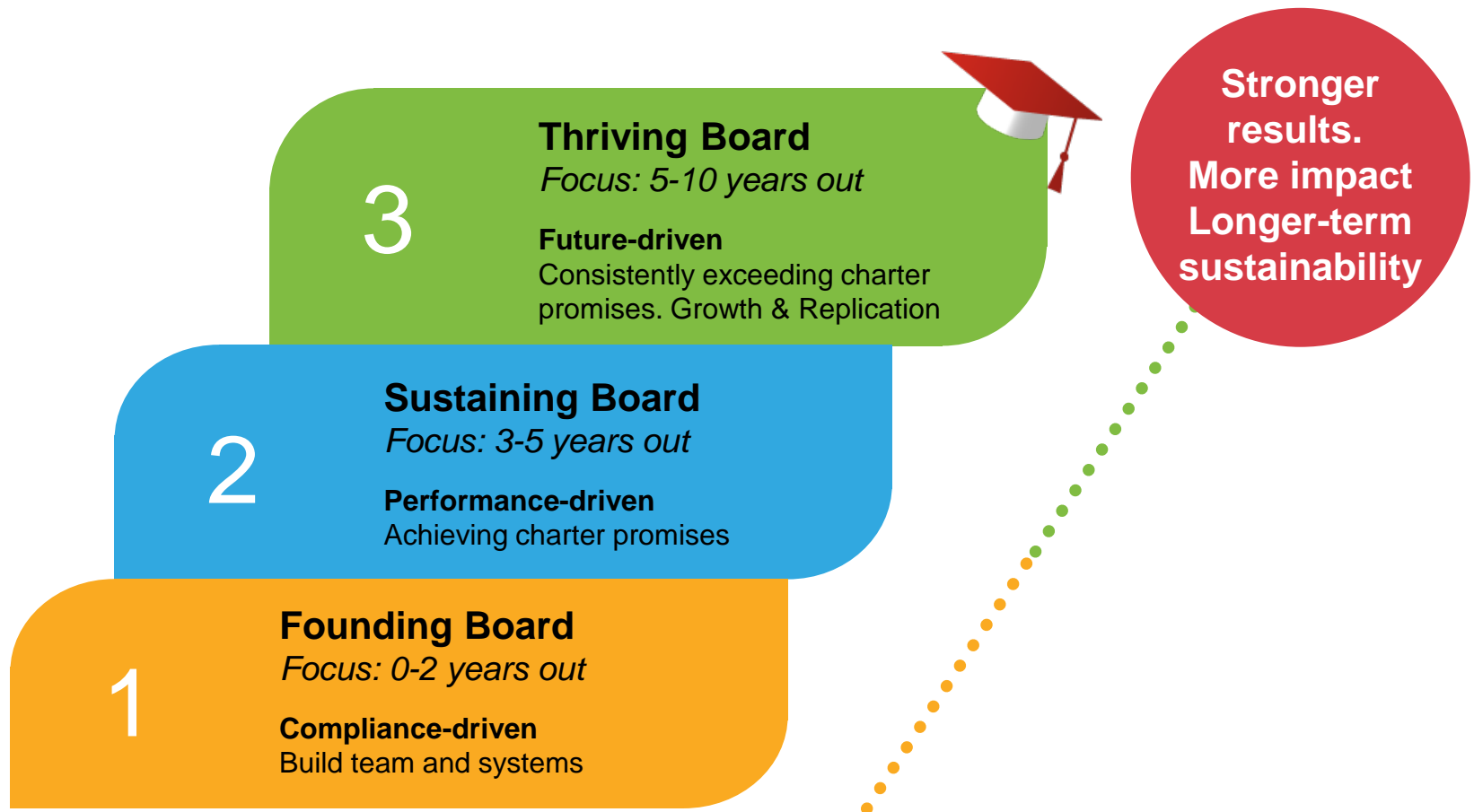
Some Framing Thoughts

A Few Notes Before We Dive In

- It's all about the kids.
- We are going to articulate a very high bar. The students in your charter school deserve nothing short of excellence.
- Terminology:
 - BoardOnTrack uses the term "CEO" to denote the person at the very top of the org chart, who reports directly to the board.

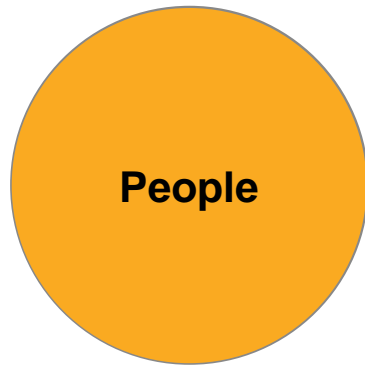
Great Boards Evolve Overtime

To Reach Excellence Charter School Boards Go Through a Natural Cycle of Organizational Development

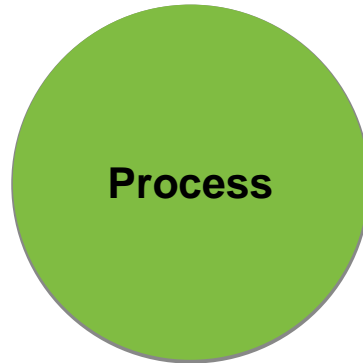


BoardOnTrack's Board Development Framework

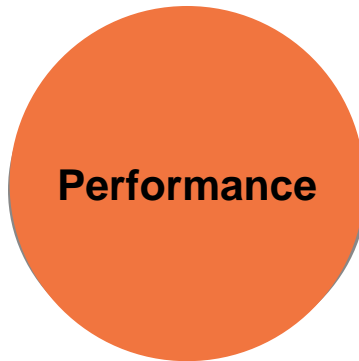
Your Board Should Evolve in Four Key Areas



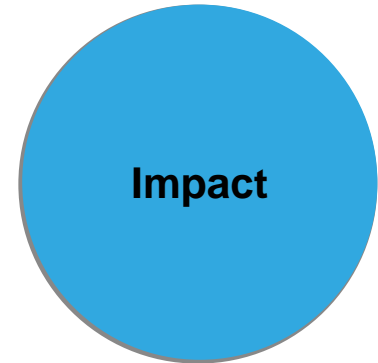
- Fully engaged team achieving tangible results
- The right structure and composition
- Succession planning



- Strong repeatable, institutionalized systems for compliance, transparency and group accountability



- Exceed charter promises
- Set and achieve annual board and CEO goals
- Annual evaluation of board and CEO performance
- Continuous improvement loop



- Deepening and broadening impact

BoardOnTrack's Board Development Framework

Charter School Board Development

Level	People	Process	Performance	Impact
1. Founding <i>Focus on 0-2 years out</i>	<ul style="list-style-type: none"> • Right people on the bus • Organized for productive engagement 	<ul style="list-style-type: none"> • Basic systems for compliance, transparency and group accountability 	<ul style="list-style-type: none"> • Board and CEO Goals • Board and CEO Annual Evaluation 	<ul style="list-style-type: none"> • Consistent tracking results against charter promises
2. Sustaining <i>Focus on 3-5 years out</i>	<ul style="list-style-type: none"> • Consistent participation by all • Strong partnership with CEO 	<ul style="list-style-type: none"> • Consistent use of "best practice" systems and processes • Sustainability of systems 	<ul style="list-style-type: none"> • Consistently setting and tracking goals • Consistently conducting effective evaluations 	<ul style="list-style-type: none"> • Consistently meeting and exceeding charter promise
3. Thriving <i>Focus on 5-10 years out</i>	<ul style="list-style-type: none"> • High engagement by all • Leadership succession plans 	<ul style="list-style-type: none"> • Improvement "loop" in place 	<ul style="list-style-type: none"> • Best in class performance measures • Long term focus 	<ul style="list-style-type: none"> • Opportunity to deepen and broaden impact

Organizing for Success

Why the Hoopla About Board Structure?

- The right structure sets you up for success.
- The wrong structure will cause harm.
- Your board issues may just be symptoms of having the wrong structure.

Bylaws

Bylaws 101

What are bylaws?

- Provide the framework for effective governance
- Outline general guidelines for the way the board operates
- Are not intended to delineate operating procedures. Should provide big picture guidance around the structure and procedures of the board.

Bylaws 101

Why are bylaws important?

- Give you rules of the road within which to operate
- Help you preserve the spirit/intent of the board
- Provide guidance during difficult periods

Bylaws 101

How do bylaws fit into the hierarchy of legal authority?

- Applicable federal and state laws, including IRS regulations
- Charter contract with the charter authorizer
- Bylaws of the charter school
- Standing policies of the board of the charter school
- Other one-time, short-term board policies
- Administrative policies

Bylaws 101

How to locate your bylaws?

- Bylaws for the academy can be found at:
www.TheCenterforCharters.org
- Then go to Schools → Choice → Our Schools

Board Officers

Board Chair

Role

- The chair is the senior volunteer leader of the organization who presides at all meetings of the Board

Characteristics

- Strong group facilitation skills
- Works well with/complements the CEO/School Leader

Board Chair

Common Misconceptions or Flaws in Implementation

The Board Chair is NOT

- The CEO's boss
- The decision maker for the board
- Invested with more power or more of a vote than the other trustees
- The "best name on the letterhead"

Vice Chair

Role

- The Vice Chair is the secondary volunteer leader of the organization and assists the Chair in carrying out essential duties

Characteristics

- Strong group facilitation skills
- Skills/personality that complements the chair

Vice Chair

Common Misconceptions or Flaws in Implementation

The Vice Chair is NOT

- Automatically the chair elect
- Merely needed to preside at meetings when the chair is not available
- Vested with more power or more of a vote than the other trustees

Secretary

Role

- Provides direction for the keeping of legal documents including minutes of all meetings of the board

Characteristics

- An understanding of the required record keeping and state laws
- A capacity for attention to detail

Secretary

Common Misconceptions or Flaws in Implementation

The Secretary is NOT

- On the hook for all the record keeping
- On the hook to actually take the minutes

Their key responsibilities are to ensure that accurate legal minutes are taken for all board and committee meetings, that they and other vital documents are being archived, and that you are complying with open meeting law requirements.

- They are ensuring that it is done –not necessarily doing all the work.

Treasurer

Role

- Provides direction for the financial management of the organization and facilitates the board in meeting its financial oversight responsibilities.

Characteristics

- Well-versed in record keeping, accounting systems, and financial reports.
- An ability to focus on both the short-term and long-term financial health of the organization.
- An ability to teach those without financial acumen how to conduct proper financial oversight.

Treasurer

Common Misconceptions or Flaws in Implementation

The Treasurer is NOT

- On the hook for all financial oversight
- There to relieve the fiduciary responsibilities of the full board
- There to take the place of paid staff

Officer Job Descriptions

- Job descriptions for each officer position are contained within your bylaws however you may wish to further define them
- They should be reviewed and suggested tweaks submitted by the individual officer and/or governance committee annually
- Full board should reaffirm or adjust annually with a formal vote

Officer Term Limits

BoardOnTrack recommends:

- One year terms – renewable 3 times

Board Committees

Which
Standing
Committees?

We advocate for the following three standing committees:

- Finance
- Governance
- Academic Excellence

Finance Committee

Key Tasks

- Working with CEO to develop and monitor the organization's financial health
- Educate the full board to conduct proper oversight of the financial health of the organization

Governance Committee

Key Tasks

- Finding, recruiting, nominating, orienting trustees
- Succession planning for officers and board members
- Health of the board – board education, annual board evaluation, retreats, etc.

Academic Excellence Committee

Key Tasks

- Working with CEO to develop a plan to monitor academic results and end of year leader evaluation
- Educates the full board to conduct proper oversight of the academic program
- Working with CEO to develop a process for providing feedback throughout the year

Academic Excellence Committee

Special Attention:

- Most important committee; hardest one to get right
- Academic Excellence Committee does the same thing but it is academic “budget to actuals” rather than financial.
- Think about it functioning like a finance committee:
 - CEO brings draft budget to Finance Committee
 - Finance Committee and CEO go back and forth to refine
 - Bring bigger strategic questions forward for full board deliberation while preparing the budget
 - Final draft brought forward for full board discussion, buy-in and final vote to approve for the year
 - Throughout the year committee monitors budgets to actuals
- Academic Excellence Committee does the same thing but it is academic “budget to actuals” rather than financial.

Committee Job Descriptions

- You should have written job descriptions for each committee
- They should be reviewed and suggested tweaks submitted by the committee and/or governance committee annually
- Full board should reaffirm or adjust annually with a formal vote

Committee Composition

Tips

- Always chaired by a board member
- Non board members on committees—way to develop a farm team for the board
- Add members because they bring a concrete skill you need
- Every committee should be staffed and supported by a member of the senior leadership of the school

Committee Size

Tips

- Minimum of three people on a committee
- Trustees only serve on one committee – serving on more than one committee leads to burn out

What if our board is too small for all these committees?

Other Committees /Taskforces

- Facility Committee
- Fundraising/ Development

Committees to Avoid

- Executive committee
- Student recruitment committee
- Education/program committee
- Parent engagement committee

Stakeholders on Committees?

- Key to effective governance is a level of objectivity
- Hearing from stakeholders:
 - Parents, Teachers and Students
 - Is a management function – not a board function
- Board committees exist to do important governance related work, not to help fulfill management functions

Board Composition

What's the Right Size for a Charter School Board?

- Bylaws suggest five, seven or nine member board
- At least **three** committees: Governance, Finance, Academic Excellence
- Might need some other taskforces: Development, Facilities
- Minimum of three people on a committee
- Trustees only serve on one committee – serving on more than one committee leads to burn out

Prioritized Skills

- Finance
- Facilities—acquisition, build out, financing
- Legal
- Fundraising
- Education – but not too narrow a focus
- Previous governance experience

Start with
Balanced
Skill Sets but
Don't Stop
There

Board Member Qualities

- Entrepreneurial
- Sense of humor
- Passion for the mission
- TIME
- Group process

Diversity Considerations

- Ethnicity
- Gender
- Age
- Geography
- Religion
- Socio-economic

Role of
Stakeholders
on the Board

CAUTION!

Key to effective governance
is a level of objectivity

Role of Stakeholders on the Board

Proceed with Caution!

- Parents
- Teachers
- Students

Roles & Responsibilities

- Job Description for the Full Board
- Individual Performance Expectations
- Board Member Agreement

Term Limits?

What is the right term limit for trustees?

- Board on Track recommends two terms and then you have to take a minimum of one year off
- Boards can consider implementing a policy to meet their beliefs on term limits
- Board on Track believes in term limits. Founder's syndrome is too common a problem in the charter world.

Votes?

Should our school leader / CEO be a voting member?

- Board on track recommends “ex-officio, non-voting”
- In truth the vote doesn’t really matter
- If you are following Robert’s Rules they will never be a tie breaker and will have ample chance to weigh in prior to a vote

Questions?

Upcoming
Events

Building Board Structure – Unit Two

Webinar, January 16

Changing the Mindset of College and Career Readiness

Novi, February 8

www.TheCenterForCharters.org/Events