

# Charter School Board

## Board Meeting

---

### Date and Time

Wednesday August 2, 2023 at 5:00 PM EDT

### Location

Conference Room A  
123 Sample St  
Providence, RI

---

### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>5:00 PM</b>
<b>A.</b> Record Attendance			1 m
<b>B.</b> Call the Meeting to Order			
<b>C.</b> Approve Minutes	Approve Minutes	Isley Smith	1 m
	Approve minutes for Board Meeting on January 6, 2023		
<b>D.</b> Public Comment			
	<a href="#">Public Comment Sign Up Sheet</a>		
<b>II. Governance</b>			<b>5:02 PM</b>
<b>A.</b> Best Practices	Discuss	Brianna Stuczynski	6 m
<b>III. Development</b>			<b>5:08 PM</b>
<b>A.</b> Fundraising Goal for 2021	Discuss	Richard Thomas	15 m

	Purpose	Presenter	Time
<b>IV. Academic Oversight</b>			<b>5:23 PM</b>
A. 5th Grade Math Curriculum	Discuss	Isley Smith	5 m
<b>V. Closing Items</b>			<b>5:28 PM</b>
A. Adjourn Meeting	Vote		

# Coversheet

## Approve Minutes

**Section:** I. Opening Items  
**Item:** C. Approve Minutes  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:** Minutes for Board Meeting on January 6, 2023

**DRAFT**

# Charter School Board

## Minutes

### Board Meeting

---

#### **Date and Time**

Friday January 6, 2023 at 5:00 PM

---

#### **Directors Present**

B. Stuczynski, I. Smith, K. Zaid, R. Thomas (remote)

#### **Directors Absent**

S. Falk

---

### **I. Opening Items**

#### **A. Record Attendance**

#### **B. Call the Meeting to Order**

B. Stuczynski called a meeting of the board of directors of Charter School Board to order on Friday Jan 6, 2023 at 5:00 PM.

#### **C. Approve Minutes**

### **II. Closing Items**

#### **A. Adjourn Meeting**

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 6:00 PM.

Respectfully Submitted,

B. Stuczynski

# Coversheet

## Best Practices

**Section:** II. Governance  
**Item:** A. Best Practices  
**Purpose:** Discuss  
**Submitted by:**  
**Related Material:** Board Data Dashboard 21-22.xlsx

## Notice

The following file is attached to this PDF. You will need to open this packet in an application that supports attachments to pdf files, e.g. [Adobe Reader](#):

Board Data Dashboard 21-22.xlsx

# Coversheet

## Fundraising Goal for 2021

**Section:** III. Development  
**Item:** A. Fundraising Goal for 2021  
**Purpose:** Discuss  
**Submitted by:**  
**Related Material:** FINAL BOT\_BoardStructure\_v1\_9 (1).pdf

# BOARD STRUCTURE

---

A Guide to Bylaws, Officers,  
Committees, Responsibilities, and  
More for Exceptional Charter Schools

Marci Cornell-Feist



Graphic Design by Kerry Kenneally, [www.kerrykenneally.com](http://www.kerrykenneally.com)

© 2015 by BoardOnTrack. All Rights Reserved.

For more information, contact BoardOnTrack at [www.boardontrack.com](http://www.boardontrack.com).

# CONTENTS

Introduction: What is “board structure,” and how does your organization’s success depend on it?

## Part I. Q&A

- |   |   |
|---|---|
| 1. Bylaws   | 1 |
| 1.1. What are bylaws?   |   |
| 1.2. Why are bylaws important?  |   |
| 1.3. How do bylaws fit into the hierarchy of legal authority?   |   |
| 1.4. How do effective charter schools create bylaws?  |   |
| 1.5. How often should our board revisit the bylaws?   |   |
| 1.6. What are the most important components of our bylaws?  |   |
| 1.7. What should not go in our bylaws?  |   |
| 1.8. Who should have access to our bylaws?  |   |
| 1.9. What are the most common mistakes charter school boards make regarding bylaws?                                     |   |
| 2. Officers   | 5 |
| 2.1. What officers do we need?  |   |
| 2.2. During our founding phase, do we really need all four officers?  |   |
| 2.3. Who decides what the roles and responsibilities should be for each officer position?                               |   |
| 2.4. How long should officers serve?  |   |
| 2.5. How do we create an officer succession plan?   |   |
| 2.6. What is the ideal process for nominating officers?   |   |
| 2.7. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the board chair? |   |
| 2.8. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the vice chair?  |   |
| 2.9. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the secretary?   |   |
| 2.10. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the treasurer?  |   |

### 3. Committees

12

- 3.1. What are the general roles of board committees?
- 3.2. What standing committees should our board have?
- 3.3. How many people should serve on a board committee?
- 3.4. Who should serve on committees?
- 3.5. Should every trustee serve on a committee?
- 3.6. How many committees should a trustee serve on?
- 3.7. What if our board is too small to have the committees you recommend?
- 3.8. What is the board chair's role on committees?
- 3.9. What is the CEO's role on board committees?
- 3.10. What is the staff's role on board committees?
- 3.11. What is the parents' role on board committees?
- 3.12. How are committee chairs appointed?
- 3.13. Who decides who should serve on each committee?
- 3.14. Should non-board members serve on committees?
- 3.15. What is the right process to add non-board members to committees?
- 3.16. How important is committee work between full board meetings?
- 3.17. Who determines the scope of work for each committee?
- 3.18. How often should committees meet?
- 3.19. What are the key responsibilities and common mistakes of the governance committee?
- 3.20. What is the different between a nominating committee and a governance committee? Do we need both?
- 3.21. What are the key responsibilities and common mistakes of the finance committee?
- 3.22. What are the key responsibilities and common mistakes of the academic excellence committee?
- 3.23. What are the key responsibilities and common mistakes of the development committee?
- 3.24. What are the key responsibilities and common mistakes of the CEO support and evaluation committee?
- 3.25. Should we have an executive committee?
- 3.26. Should we have a policy committee?
- 3.27. Should we have an accountability committee?
- 3.28. Should we have a student recruitment, parent involvement, staff retention, or curriculum committee?

4. Trustees 26
- 4.1. How many members should the board have?
  - 4.2. What are the roles and responsibilities of individual trustees?
  - 4.3. What skills are needed on a charter school board?
  - 4.4. In addition to skills, what should we be looking for in board candidates?
  - 4.5. What level of diversity should the board have?
  - 4.6. Should parents of current students serve on the board?
  - 4.7. Should teachers serve on the board?
  - 4.8. Should students serve on the board?
  - 4.9. Should multiple family members serve on the same board?
  - 4.10. Should trustees have term limits?
  - 4.11. How long should trustees serve?
  - 4.12. How should we stagger term limits so that trustees rotate off at different times?
  - 4.13. How much time should a trustee devote to the board each month?
  - 4.14. Should all trustees be held to the same standard?
  - 4.15. Should we have a trustee attendance policy?
  - 4.16. What should we do with board members who don't do anything?
  - 4.17. What are the key elements of a trustee job description?
  - 4.18. How does the board remove a trustee?
5. CEO 40
- 5.1. Should the CEO be a voting member of the board?
  - 5.2. What are the roles and responsibilities of the CEO relative to effective governance?
  - 5.3. How much time should a CEO devote to creating and maintaining an effective board?
  - 5.4. Our CEO or founding leader is leaving their position. Should we invite him or her to serve on the board?
6. Charter Support Organizations 43
- 6.1. Should we have an advisory council in addition to a board of trustees?
  - 6.2. Do we need a separate "friends of the charter school" foundation/fundraising entity?
  - 6.3. What do we need to consider when setting up a charter school foundation?
  - 6.4. How do a charter school board and its supporting foundation relate to each other?

## Part II. Samples

A. Bylaws	52
Essential Table of Contents	
Key Elements and Clauses	
B. Officer Job Descriptions	60
Board Chair	
Vice Chair	
Secretary	
Treasurer	
Charter School CEO	
C. Committees	74
Governance Committee Job Description Finance	
Committee Job Description Development	
Committee Job Description Academic Excellence	
Committee Job Description	
CEO Support and Evaluation Committee Job Description	
Standard Operating Procedures for Committees	
D. Trustees	88
Board of Trustees Job Description	
Individual Trustee Performance Expectations	
Trustee Agreement	
Attendance Policy	
Guilt-Free Trustee Scorecard	
E. Charter School Support Organizations	96
Advisory Council	
F. Defining Excellence	98
Board Structure	
Board Composition	
CEO	
About the Author	103

# INTRODUCTION

## **What is “board structure,” and how does your organization’s success depend on it?**

Let’s face it, nuances of “board structure”—term limits, officers, committees, attendance requirements—can be pretty dry stuff. Most charter school boards address the structure of the board when applying for their initial charter, copying another organization’s bylaws and slapping them at the end of a 200 or 300 page charter application as part of the required appendices. There they sit, until some crisis emerges or when a new board chair is looking for direction.

Having worked with hundreds of charter school boards since the mid 1990s, I can attest to the importance of creating an appropriate structure for your board. The right structure provides the scaffolding for great governance to happen. The wrong structure can cause harm, such as with a board that is too small to get the work done, or founders that just don’t know when it is time to step aside and let the organization continue to evolve and thrive.

This book answers the most commonly asked questions about charter school board structure and gives you actionable steps to set up your board for optimal success. The advice in this book is based on work with 500+ charter schools in 20+ different states.





### **How to Use This Book**

Part I features some of the most commonly asked questions about charter school board structure. These are organized by topic and listed in the table of contents.

Part II features samples that illustrate some of the recommendations described here. Feel free to customize them as you see fit.

Four icons help you find more information.

## ICON CODE

-  There's a sample in part II.
-  Digital version at [boardontrack.com](http://boardontrack.com) that you can customize.
-  Better check with your lawyer.
-  Become a BoardOnTrack member; we have tools to help you do this.

## Note about Terminology

### Board of Trustees vs. Board of Directors

The terms *board of directors* and *board of trustees* mean the same thing and are often used interchangeably. At BoardOnTrack, we use board of trustees throughout our materials. Our advice is to use whichever term is used in your state's charter school law. Some laws use *board of trustees* to refer to the governing entity; others use *board of directors*.

## CEO

Charter schools come in all shapes and sizes, and they call their leader a wide range of terms: executive director, head of school, school director, principal, and CEO.

In the BoardOnTrack lexicon, we have chosen to call the person at the very top of the org chart the CEO. A charter school is a multimillion-dollar public enterprise, and many of the flaws of charter schools come from not having the right leader/leadership structure in place. The most successful schools that we see typically have someone at the top who serves as both an academic leader and a manager of the “business”—not just the instructional lead, but someone who conducts effective oversight of the financial health and operational systems of the school, as well as fundraises and works effectively with the board.

Throughout this book, we use the term “CEO” to denote the person at the top of the org chart who reports to the board of trustees.

---

# PART I. Q&A

## 1. Bylaws

### 1.1. What are bylaws?

Bylaws provide the framework for effective governance. Typically, the first set of bylaws is written when the organization forms to outline general guidelines for how the board operates. They are not intended to delineate operating procedures, but rather should provide big-picture guidance around the structure and procedures of the board.

### 1.2. Why are bylaws important?

Bylaws provide the framework for how the board will operate, describing the scaffolding on which effective governance is built. They are an important document for the board to reference, providing vital guidance through difficult situations. They can be modified as the organization grows and matures.

For charter schools, the first set of bylaws is typically written as part of the charter application process. In practice, they are often borrowed from another group or written in haste by the lawyer on the board, and many charter school boards set themselves up for unnecessary challenges by not paying enough attention to the bylaws' content. For example:

- a board that is too small will lead to the inability to get the work done and burn out of the founding members.
- an entrenched group of founders who stay too long may prevent the organization from adapting to necessary change.
- a trustee with a personal agenda may derail the hard work of the group.

An effective set of bylaws will specify the number of trustees, limit the length of their service on the board, and provide procedures for how to remove a troublesome board member.



## 2 Board Structure

---

### 1.3. How do bylaws fit into the hierarchy of legal authority?

Bylaws fit into a hierarchy of other laws and frameworks that determine how a charter school board can operate. The hierarchy is as follows, ordered from highest to lowest authority:

1. applicable federal and state laws, including IRS regulations
2. charter contract with the charter authorizer
3. bylaws of the charter school
4. standing policies of the charter school board
5. other one-time, short-term board policies
6. administrative policies

### 1.4. How do effective charter schools create bylaws?

Many charter schools throw their bylaws together at the last minute as a required attachment for their charter application. Often, bylaws are drafted by a lawyer on the board or an outside lawyer on a pro bono basis with very little input from the full board. Bylaws created like this are generally insufficient.

Since the bylaws determine the functioning and structure of your board, effective charter school boards spend careful time creating the bylaws, discussing the implications for their decisions and understanding why various choices are being made. Then, as a final step, they may have an attorney review them.

Use the bylaws as a tool to guide a substantive conversation about the board structure with the board. Have a healthy debate about the right number of board members, which committees are vital, whether committees should be standing committees or task forces, how you will handle chronically absent board members, etc.

Cautionary note: Don't let your bylaws get bogged down by complex legalese. This isn't necessary. The bylaws should be a working tool for your board, and the full board should be able to understand and interpret the intention of the bylaws without a lawyer doing the translating.

### 1.5. How often should our board revisit the bylaws?

Bylaws should be general enough that they do not need continuous revision. In this way, they are similar to the mission statement. But, just like the mission statement, it is important to revisit the bylaws periodically, such as after the first operating year of the school and again at the end of the first charter (or five years), to make sure they are still relevant. This is particularly true in the start-up phase of the organization. As you live with your bylaws, you will see how well they are working, and will then be able to identify any sections that require revision. Also review them during new trustee orientation.

### 1.6. What are the most important components of our bylaws?

In the “Samples” section of this book, we have suggested an essential table of contents that itemizes the most common sections to include in your bylaws, as well as a set of sample clauses for some key elements. Make sure to include term limits for trustees and officers, and include a provision for removing trustees.

 *Bylaws sample on page 52*

### 1.7. What should *not* go in our bylaws?

Your bylaws should remain a high-level roadmap for how the board will operate. It is important not to make them too specific—a common mistake, because changing bylaws tends to be a relatively complex and high profile process with your charter authorizer. Amending supporting documents is easier. For example, under “Roles and Responsibilities,” it is better to say “All trustees are required to abide by the roles and responsibilities of trustees as spelled out in the ‘Board of Trustees Job Description.’” Then, the job description can present the details and be updated as needed, without amending the bylaws. Or you might say, “All trustees will adhere to the board-approved attendance policy,” and then spell out what the policy is in a separate document, rather than including that level of detail in the bylaws. As your organization grows and evolves, the roles and responsibilities as well as the right attendance policy may change. What will work in year one of the school may be different in year ten.

## 4 Board Structure

---

### 1.8. Who should have access to our bylaws?

Your organization's bylaws are a public document and can be requested at any time by a member of the public. It is important that each trustee have a copy of the most recent set of bylaws. If you don't have a copy, definitely request them, and confirm whether they have missing elements or need any revisions. Your organization's bylaws are an important document to include and review during new trustee orientation.

### 1.9. What are the most common mistakes charter school boards make regarding bylaws?

Common mistakes boards make regarding their organization's bylaws include:

1. Insufficient attention to content during their initial drafting as part of the charter application process.
2. Not reading the bylaws until an emergency arises. In tense moments, trustees frequently discover that their bylaws either do not provide the answers they were looking for or provide answers they don't like.
3. Copying bylaws from another organization without customizing them to the organization's specific situation.
4. Writing them in complex legal language, making it challenging for trustees to use the bylaws without interpretation from a lawyer.
5. Including too much detail. Too much specificity leads to having to amend the bylaws frequently.
6. Not revising them periodically. Ideally, after the first year of operation and at the end of the first charter period (which is typically five years).
7. Not including procedures for how to remove a trustee.
8. Not including term limits.

---

## 2. Officers

### 2.1. What officers do we need?

The board should never be without four distinct individuals serving as the four officers: chair, vice chair, treasurer, and secretary. If an officer resigns, someone should be immediately appointed to complete the duties of that office temporarily until a replacement can be formally instated.

### 2.2. During our founding phase, do we really need all four officers?


We recommend having four officers prior to submitting your charter application.

A key part of the founding phase is to distribute leadership from one visionary founder to a founding team. One of the best ways to do this is to appoint officers. It would be ideal to have all four, but you could start with a chair, secretary, and treasurer and add a vice chair when the group has been rounded out.

This will also send a clear message to your authorizer and those reviewing your charter application that there is a true team ready to step up and lead, not just a group of people rubber-stamping the ideas of an individual founder.

### 2.3. Who decides what the roles and responsibilities should be for each officer position?

The full board should approve a written job description for each officer position. We have included our recommended job descriptions in the samples section of this book; digital versions are also available online for you to adapt to your needs, via [boardontrack.com](http://boardontrack.com).

 *Job Descriptions samples on page 60*

We recommend that the governance committee take a stab at drafting the initial job descriptions. Then, share them with the relevant officer for input. Next, solicit feedback from the full board, and finally, vote and adopt the job descriptions as policy.

Annually, the board should adjust the job descriptions as necessary and reaffirm them with an official vote.

## 6 Board Structure

---

### 2.4. How long should officers serve?

BoardOnTrack recommends one-year terms for officers, renewable three times. Typically, it takes a whole year to learn how to do the job well, and it is the hope when someone is nominated for an officer position that they will stay in that position for more than one year. One-year terms allow the board to reassess the officers annually—particularly important with a founding board, which will be adding a substantial number of new people with additional talents during the first few years of operations. The one-year terms help you avoid awkward situations of limping through a longer term of an ineffective officer. It also helps the team assess itself once a year and ask the questions, “Do we have the right people on the team, and are they in the right roles?”

### 2.5. How do we create an officer succession plan?

Succession planning for officers is the responsibility of the governance committee. Annually, the governance committee should review the performance of the officers against a stated job description and review term limits for the various officer positions. It is wise to identify a successor for each position the year prior to their term ending. This could serve as an understudy year and make transitioning into the position smoother for the new officer.


### 2.6. What is the ideal process for nominating officers?

The most important strategy for nominating officers is to develop a clear, consistent process. The governance committee should draft an officer nominating policy, share it with the full board, receive feedback, and have the board vote to adopt it as policy. It is important to have a written policy approved by the full board and to follow it with fidelity. Our recommended steps include:

1. **Map backwards from your annual meeting.** Unless there is an unexpected vacancy to fill, officers are elected at the board’s annual meeting. The best time to hold the annual meeting is late spring (May or June), so that the new officers can begin at the beginning of the school’s fiscal year.

The nominating process should begin two or three months before your annual meeting.

2. **Create or revise the officer job description.** Each officer should have a clear stated job description that is approved by the full board. *Samples are included in the samples section of this book, and are available in a digital format that you can adapt to your needs.*

 *Job Descriptions samples on page 60*

3. **Evaluate the performance of current officers.** Compare current officers' performance against the stated job description. Provide feedback to the officers as necessary.
4. **Make sure you are clear on officer term limits.** Clarify when officers' term limits are up.
5. **Ask officers if they are interested in continuing to serve.** It is important to get a pulse check on the willingness and interest of current officers as soon as possible.
6. **Ask the full board for nominations.** Allow the full board to weigh in if they feel the current officers are doing a good job or if it is time for a change in leadership.
7. **Seek input from the CEO and senior staff, if appropriate.** The governance committee should have a lengthy discussion with the CEO about the various candidates. The CEO should not have veto power over the chair (or any officer), but the governance committee and the full board should strongly take into consideration the CEO's thoughts. It is essential that the CEO have a collegial, trusting relationship with the board chair. The chemistry, personalities, and complementary skills may be a better fit with one person than another. Careful attention should be paid to this aspect of the nominating process.

In addition, if there are senior staff in addition to the CEO that work closely with a particular officer, it is advisable to solicit their opinion. For example, your CFO or business manager should be asked their opinion about the treasurer position.

8. **Submit a slate of officers for consideration.** Submit a slate, and let the full board weigh in on final recommendations.

## 8 Board Structure

---

It isn't the job of the governance committee to winnow down the list. If there are multiple candidates for one position, the governance committee should lead the full board in a deliberation of the candidates and ultimately reach consensus about who should be on the slate. The governance committee should certainly make recommendations, but it is not their ultimate decision. It is important, if there are multiple candidates for a position, that the governance committee and the full board reflect on the job descriptions and determine who would be the best fit. For example, the most essential skills for the chair are: time for the job, group facilitation skills, and the ability to work well with the CEO.

If two people are vying for the same officer position, the full board should vote, with the candidates recusing themselves.

### 2.7. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the board chair?

#### Roles

The board chair is the senior volunteer leader of the organization who presides at all meetings of the board of trustees.

#### Ideal Characteristics

Effective board chairs share the following characteristics:

- Strong leadership skills to inspire a shared vision for the organization and for the board's work
- Strong facilitation and communication skills and an understanding of group process
- Objectivity so that dialog is productive and contributions are encouraged from all sides of an issue
- Decisiveness in order to tackle and resolve difficult issues and to keep the business of the board moving
- An ability and willingness to support, encourage and develop a strong, entrepreneurial CEO

- Strong organizational skills
- Significant time to devote to this role

### **Common Misconceptions/Flaws in Implementation**

The board chair is not:

- the “boss” of the CEO. The CEO reports to the full board of trustees, though the CEO communicates more frequently with and has a unique relationship with the board chair.
- the decision-maker for the board. The board chair is a group facilitator and brings all important issues before the board for group deliberation.
- vested with more power or more of a vote than the other trustees. In fact, if the board chair does their job right, they will always be the last person to weigh in on a topic, spending their time soliciting input and building consensus among the group rather than weighing in.
- the “best name on the letterhead.” Often boards mistakenly pick the person they think publically has the most stature to be the board chair. Although this strategy sometimes works out, you really need someone with the time and skills at group process to be an effective chair, rather than name recognition.

2.8. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the vice chair?

### **Roles**

The vice chair is the secondary volunteer leader of the organization and assists the chair in carrying out essential duties in building a cohesive team and leading the organization.

### **Ideal Characteristics**

The vice chair should have similar skills to the chair—the most important, being, strong group facilitation skills and a personality that complements the chair’s.



## 10 Board Structure

---

### **Common Misconceptions/Flaws in Implementation**

The vice chair is not:

- automatically the chair elect. It is ideal to have the vice chair become the next chair but it is important not to get locked in to this. If you are developing a healthy board, each year you will have trustees rotate off and new talent added to the board. Leave yourself some room to explore whether new talent should take on an officer position rather than automatically appointing someone “chair elect.”
- merely needed to preside at meetings when the chair is not available. Make sure the vice chair has substantial work. Typically, the board chair is over-extended and the vice chair doesn’t have enough leadership responsibilities. Consider divvying up the liaison work with board committees—sharing this responsibility between the chair and vice chair.

2.9. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the secretary?

### **Roles**

The secretary provides direction for the keeping of legal documents including minutes of all meetings of the board and board committees.

### **Ideal Characteristics**

Ideally, the secretary will have an understanding of (or willingness to learn) the required record keeping and the laws of the jurisdiction (city/state) in which the organization operates. In addition, a capacity for attention and strong organizational skills are a must for this position.

### **Common Misconceptions/Flaws in Implementation**

The secretary is not:

- on the hook for all the record keeping or on the hook to actually take all the minutes of the organization. Rather, 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. The secretary's role is to ensure that this work is getting done, not necessarily doing all of the work.

## 2.10. What are the roles, key characteristics, and common misconceptions or flaws in implementation for the treasurer?

### **Roles**

The treasurer provides direction for the financial management of the organization and facilitates the board in meeting its financial oversight responsibilities. Typically, the treasurer is also the chair of the finance committee.

### **Ideal Characteristics**

The treasurer should be well versed in record keeping, accounting systems, and financial reports. They should have the ability to focus on both the short-term and long-term financial health of the organization. And most importantly, they should possess the ability to teach those without financial acumen on the board how to conduct proper financial oversight.

### **Common Misconceptions/Flaws in Implementation**

The treasurer is not:

- responsible for all financial oversight. There is a portion of financial oversight that belongs to the board committee, and this is where the treasurer provides significant leadership as the chair of the finance committee.
- there to relieve the fiduciary responsibilities of the full board. The entire board is on the hook for the long-term financial viability of the organization. The treasurer helps facilitate the group's oversight role, but should not let the full board abdicate authority to the treasurer.
- there to take the place of paid staff. During the founding phase of a charter school it is common to have the treasurer (and other members of the finance committee) step in and help perform key management-level tasks prior to staff being hired. It is important that the organization builds staff capacity to assist with key finance tasks and doesn't overly rely on board members to do this work.

### 3. Committees

#### 3.1. What are the general roles of board committees?

An effective board committee should engage the board in strategic dialogue and help the board facilitate decision-making.

The role of the committee can be to prepare recommendations for the board, to decide that a matter doesn't need to be addressed by the full board, to advise staff, and in some cases, to take on significant projects.

For example, a detailed review of the cash flow for the organization might be done by the finance committee, which then recommends to the board that a line of credit be established. Although the full board is responsible for the decision, board members rely on the diligence and thoughtfulness of the finance committee's recommendations. Or, the fundraising committee may develop a fundraising strategy that is brought to the board for approval.

Anyone on the board can object to a committee recommendation, and the board can still reject the plan or ask the committee to revise it. Over time, committees gain the confidence of the board by doing their work well and engaging the board when appropriate.

To ensure smooth committee functioning, the full board annually should approve a committee job description and a set of prioritized goals for the committee. These two documents set the parameters for the committee's work and serve to clarify the full board's buy-in to the committee's proposed work for the year.

#### 3.2. What standing committees should our board have?

Most charter school boards can't function effectively without the following permanent committees: governance, finance, academic excellence, development (fundraising), and CEO support and evaluation. These five committees should be named as standing committees in your organization's bylaws. Standing committees are permanent committees that the organization cannot function without. Standing committees are the committees you anticipate needing year in and year out.

---

All the other areas where you think you might need a committee are better named as “task forces.” Task forces are temporary committees, dedicated to specific projects, and they dissolve when their required purpose is complete. Task forces can be created ad hoc, and they do not require amending the organization’s bylaws. Charter schools often form personnel or facilities task forces.

### **3.3. How many people should serve on a board committee?**

Generally, each committee should have a minimum of three members. Every committee should be chaired by a trustee and ideally include at least one or two other trustees. Additional non-board members can serve on committees as well.

### **3.4. Who should serve on committees?**

Primary committee membership should be full voting trustees of the board. Committee membership should also be augmented by senior staff members in leadership positions at the organization or by non-board members. It is essential that committee membership is determined by skills, not by role. For example, add a variety of financial skills to your finance committee: accounting, financial planning, banking, etc.; don’t just add parents or teachers to a committee because they are “interested in getting involved.” Only include committee members who bring the skills and experience needed to get the work done.

### **3.5. Should every trustee serve on a committee?**

Yes, every trustee should serve on a committee. There may be unique circumstances where someone devotes their time to a special project rather than serving on a committee, but generally, committee participation should be a requirement for all trustees.

### **3.6. How many committees should a trustee serve on?**

A trustee should only serve on one committee. It is a common mistake made by charter school boards to have trustees serving on multiple committees. This can quickly lead to burnout, unrealistic expectations, and inefficiencies. The chair serves on all committees, as an ex officio member.

## 14 Board Structure

---

### 3.7. What if our board is too small to have the committees you recommend?

It is better to start with a few committees and execute well on agreed-upon committee tasks than it is to spread trustees too thin. Initially, you may have committees of just one person and task him or her to help identify additional members with the requisite skills to accomplish that committee's priorities. Shifting to having substantive committee work happening in between board meetings is a key step in a charter school board's evolution. The sooner you can make this shift, the better.

### 3.8. What is the board chair's role on committees?

The board chair is an ex-officio member of all board committees and task forces. This means that by virtue of their position, they can attend and participate in any committee. Typically, the chair does not regularly and actively participate in any specific committee, but rather attends those meetings that are most important at any given time. The chair also plays an important air-traffic control role with committees, making sure there is collaboration where committee work intersects, and scheduling presentations and discussion at board meetings appropriately.

### 3.9. What is the CEO's role on board committees?

As the senior staffer of the organization, the CEO is an ex-officio member of all committees and taskforces of the board. In the early days of the organization the CEO may attend all committee meetings and play a key support role to each committee. As the organization grows and evolves the CEO may delegate this role to other members of their senior team. For example the CFO may attend the finance committee meetings and the director of development may attend the Development Committee meetings.

### 3.10. What is the staff's role on board committees?

Each committee should have a staff member assigned to it to play a support role and connect the board-level committee work with the key management-level work. Members of the organization's senior leadership team typically are assigned to the relevant committee: the

---

CFO or business manager supporting the finance committee, the director of development supporting the development committee, etc. In addition to providing helpful perspective and area specific knowledge, the staff member will keep the CEO informed of the committee's work and help determine which committee meetings are vital for CEO input. The staff member assigned to each committee is often the person tasked with taking the committee minutes, draft committee agendas with the committee chair, and circulating documents and agreed upon to-dos.

Some charter schools open up committee membership to any interested staff member or reserve a spot on each committee for a faculty member. In our experience, this is a mistake. Committees exist to get vital governance related work done. It is important to establish clear boundaries between the governance of the organization and the day-to-day management. Adding staff members to committees significantly blurs the line between governance and management and can undercut the authority of your CEO. Instead, add members to committees because they bring the requisite skills you need, not because they have a particular role in the organization.

### **3.11. What is the parents' role on board committees?**

A key to effective governance is a level of objectivity. To this end, we recommend limiting the involvement of parents currently enrolled in your charter school in the governance of the organization.

Some charter schools open up committee membership to any interested parent. Committee membership should really be focused on the skills that a member brings rather than the role they play in the organization. So, if you have a parent who has fifteen years of experience cultivating major donors for a leading nonprofit, by all means, add them to your development committee, but don't just add parents to a committee as a matter of course.

### **3.12. How are committee chairs appointed?**

Typically, the board chair, with input from the governance committee, invites trustees to chair each of the committees.

**16 Board Structure**

---

**3.13. Who decides who should serve on each committee?**

Typically, committee assignments are recommended by the board chair, with input from the governance committee and after soliciting input from individual trustees.

**3.14. Should non-board members serve on committees?**

Yes, including non-board members on committees is a fantastic idea. It helps bring needed skills to the committees. It is a great succession planning strategy, allowing you to be constantly building a farm team. When a trustee position becomes available, if you can fill it with someone who has served as a non-board member on a committee, you will already know that this person has the time to serve, doesn't have a personal agenda, and can contribute meaningfully to the group.

Charter schools are complex public entities, and board service can be daunting. Starting someone as a committee member is a great way to ease him or her into service. In serving on a committee, he or she can begin in an area where they are comfortable and knowledgeable, it is less of a time commitment, and it does not require the public responsibility as a full board member.

**3.15. What is the right process to add non-board members to committees?**

Typically, once the committee work is defined for the year and the committee has a clear annual charge, committee members should take stock of their current composition and skills and determine what additional support is needed. Ideally, the governance committee will draft a policy and procedures for adding non-board members to the committee, and each committee will be responsible for finding and recruiting additional non-board members in accordance with that policy. Members of the committee often have better personal networks in the specific areas of expertise and therefore are the best at finding additional members. For example, an accountant likely will know many other people with strong financial skills and be better positioned than other trustees to find additional members of the finance committee. Each non-board member should be approved by a vote of the full board before serving on a committee.

### 3.16. How important is committee work between full board meetings?

Committee work in between board meetings is vital. Committee work is the heart and soul of any board. Charter school boards are much more effective when they have active, functioning, committees.

Small boards sometimes choose to do most tasks as a “committee of the whole.” This is only a good strategy for fledgling organizations. During the initial creation of the school, the founding board often needs to meet as a “committee of the whole,” but once your charter has been granted, it is essential that you form committees, have clear committee work plans, and ensure that committees do substantive work in between meetings.

Committee work ideally distills the big issues and frames recommendations for the board to discuss. Committees save the full board valuable time by presenting committee reports that outline key issues and recommendations for deliberation by the full board.

### 3.17. Who determines the scope of work for each committee?

Each committee should have a written job description that is approved by the board annually.

 *Committee Job Descriptions samples on page 74*

### 3.18. How often should committees meet?

Committees should meet as often as necessary to accomplish their work.

Form follows function. Committees (and task forces) should only feel compelled to meet when there is substantive work to be done. For example, a facility task force racing to close a deal on a new building might need to meet every week for six weeks straight, whereas the finance committee might need a standing meeting once a month to review the monthly financials.

Remember, substantive committee work in between board meetings is one of the keys to an effective board.



**BEST PrACTiCE TiP**

To the extent possible, map out all your committee meetings for the year, and get them on your committee members' calendars. Volunteers are busy people, and it is much more likely they will come to meetings if they know about them far in advance.

If you are unclear about how many meetings you will need, it is better to pencil them all in. It is easier to cancel meetings than it is to schedule them at the last minute.

### 3.19. What are the key responsibilities and common mistakes of the governance committee?

The key responsibilities of the governance committee are:

- ensuring that all trustees of the full board understand their roles and responsibilities and that there is an established process for holding individuals accountable to fulfilling their obligations
- finding, recruiting, and screening board candidates
- succession planning for trustees and officers
- providing orientation for new trustees and exit interviews with departing ones
- organizing board retreats and board training
- conducting annual evaluations of the full board and individual trustees

The most common mistakes charter school boards make when creating and implementing a governance committee include:

- **not having one!** This should be one of the first committees established by your board. Tending to the health, education, and evolution of your trustees is vital to having an effective board.
- **fulfilling only the nominating functions.** Often, boards have a governance committee in name, but the committee really only focuses on the nominating aspects and doesn't spend sufficient time on evaluating the board annually, organizing board trainings, etc.

- **claiming responsibility for all written policies.** Creating policy should be the purview of the entire board and each committee. All policies do not need to flow through the governance committee. The governance committee should focus only on policies related to board process: job descriptions, attendance policies, bylaws, etc.
- **organizing the annual evaluation of the CEO.** Support and evaluation of the CEO is better organized by a committee set up specifically for this function.



*Committee Job Description sample on page 74*

3.20. What is the difference between a nominating committee and a governance committee? Do we need both?

A *nominating committee* focuses exclusively on the recruitment of new board members. However, it has become an industry standard in nonprofit management for boards to combine the nominating committee into a broader-reaching committee called a “governance committee” (sometimes called a “committee on trusteeship”). You do not need both of these committees. We recommend sticking with the more complete *governance committee*.

3.21. What are the key responsibilities and common mistakes of the finance committee?

The key responsibilities of the finance committee are to:

- ensure that the full board understands the organization’s financial health
- ensure compliance with all state and federal regulations
- work with the 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

The most common mistakes charter school boards make when creating and implementing a finance committee include:

20 Board Structure

---

- **abdicated responsibility to this committee.** The full board is on the hook for the long-term financial viability of the organization. A finance committee is not a substitute for the full board understanding and carefully reviewing the organization's financial statements and financial health.
- **having a finance committee that is too small.** A robust finance committee is absolutely essential. The number one reason why charter schools fail is financial mismanagement. This committee should be large enough to bring several different perspectives and a variety of financial skills to the important task of financial oversight.
- **allowing this committee to fill in for management functions**
- **not including board education as a key responsibility for this committee**

 *Committee Job Description sample on page 74*

### 3.22. What are the key responsibilities and common mistakes of the academic excellence committee?

The key responsibilities of the academic excellence committee are to:

- ensure that the full board and the CEO have a shared vision of academic excellence and a clear road map to achieve it
- ensure that all trustees understand the promises in the charter and accountability plan and understand how well the organization is currently performing against those promises
- educate the full board to conduct proper oversight of the academic program

The most common mistakes charter school boards make when creating and implementing an academic excellence committee include:

- **misunderstanding the role and functions of this committee.** The main purpose of the academic excellence committee is to measure the academic results of the organization against the goals laid out in the organization's charter, accountability plan, and annual CEO goals. In one sense, the academic excellence

committee is similar to the finance committee: both exist to monitor performance against stated goals. For the finance committee, this means measuring financial results against the budgeted goals. For the academic excellence committee, this means measuring organizational outcomes against stated goals for metrics such as: performance on state tests, performance on nationally normed standardized tests (e.g., the TerraNova, SAT 10, etc.), and performance on interim assessments (e.g., Achievement Network tests, the STEP, the DIBELS, or interim assessments created by the school). In addition, this committee may look at “budgets to actuals” on metrics such as attendance, student and staff retention, and family and staff satisfaction surveys.

- **focusing on inputs rather than outputs.** One of the biggest pitfalls for academic excellence committees is to engage over inputs—the means by which the organization pursues its mission, rather than outcomes—the objective data used to assess how well the organization is meeting its mission. Inputs are management level issues, which should be handled by the CEO. Outputs/ outcomes are what the board should be focused on and governing towards. The best academic excellence committees help CEOs set clear goals for the year of outcomes that are related to the mission and then set up checkpoints throughout the year at which they meet with the CEO to monitor progress towards those goals.
- **committee membership.** While it can be useful for some members of the academic excellence committee to have a background in education, it is by no means necessary in order to participate meaningfully. Many effective academic excellence committees do not have educators on the committee. We find that the key functions of the committee—helping the CEO to set ambitious goals and then monitoring data to assess progress towards those goals—are often well met by people with strong analytical skills; these people need not be educators.
- **focusing on management level work.** Other activities that academic excellence committees should *not* be involved in include:
  - evaluating teachers
  - selecting, designing, or reviewing the quality of curricula

22 Board Structure

---

- planning professional development for teachers
- interacting with teachers or other staff members on a regular basis (i.e., daily or weekly)
- interacting with families or students on a regular basis (i.e., daily or weekly)
- presenting themselves as an outlet for staff, family, or student complaints or concerns that have not first been formally addressed to the CEO

 *Committee Job Description sample on page 74*

### 3.23. What are the key responsibilities and common mistakes of the development committee?

The key responsibilities of the development committee are to:

- work with the CEO to develop a realistic fundraising plan
- assist fellow trustees with completing essential board-level fundraising tasks
- organize training as needed for the full board to support the realization of fundraising goals

The most common mistakes charter school boards make when creating and implementing a development committee include:

- **not having a philosophical conversation about development prior to forming this committee.** Most charter school boards are split between members who feel fundraising is essential and those who are nervous about fundraising or even disdain the concept. Your board should have an honest conversation about whether you can achieve your organization's goals without private fundraising. If private fundraising is necessary, then it is important to clarify what the full board's responsibility is in achieving short- and long-term fundraising goals.
- **committee membership.** Fundraising is a skill and a profession, but often, charter school boards do not seek out skilled professionals to serve on this committee and leave too much responsibility in the hands of amateurs. It would be wise to seek

committee members who have a track record raising funds for nonprofit organizations to serve on this committee.

- **not engaging the full board in development.** As with each of the other committees, the development committee's job is to facilitate the full board achieving fundraising goals. The committee plans and supports execution of key tasks, but ultimately, the full board is responsible for participating in and achieving annual fundraising goals.
- **faulty expectations about volunteer responsibilities.** A group of committed volunteers can certainly add a great deal to an organization's fundraising efforts, but it is unrealistic to place all the weight on the shoulders of a volunteer board. Just like there is substantive work for a finance committee to do while a full-time staff fulfills the day-to-day financial management of the organization, the same is true for fundraising. The committee has a role to play, but substantial private funds cannot be raised by a board without the support and expertise of paid full-time staff also dedicated to this important area of the organization.

 *Committee Job Description sample on page 74*

### 3.24. What are the key responsibilities and common mistakes of the CEO support and evaluation committee?

The key responsibilities of the CEO support and evaluation committee are to design and develop (in partnership with the CEO):

- a year-round process for the board to continually strengthen its partnership with the organization's CEO
- a process for the CEO to set clear annual goals
- a structured process for the board to give and receive feedback several times throughout the year
- a formal process for the board to conduct an annual evaluation of the CEO's performance

The most common mistakes charter school boards make when creating and implementing a CEO support and evaluation committee include:

24 Board Structure

---

- **not making it a year-round function.** Working to strengthen the partnership between the board and the organization's CEO should be a year-round function. Too often, a CEO evaluation task force is haphazardly formed at the end of the year, right before the evaluation.
- **not fully engaging the CEO.** Supporting and evaluating your leader should feel like a positive professional development experience, not a punitive one. Chances are, your CEO spends a great deal of time working hard to make sure that everyone on the organization's staff receives constructive feedback regularly and has a thorough annual evaluation of their performance. They may have more experience designing evaluation processes and tools than the trustees serving on this committee. Enlist your CEO in determining what will be the most helpful process for them to get and receive feedback from the board. Ideally, align the CEO support and evaluation process to mirror the process that is being conducted for the rest of the staff.
- **reinventing the wheel,** designing a support and evaluation process is complex. Too often, charter school boards make up their own evaluation tools. Consider using BoardOnTrack's road-tested online CEO evaluation process, which has been used by hundreds of charter school boards nationwide.
- **misconstruing their role as it relates to surveying parents and staff.** Hearing from stakeholders is a vital management function. You can't have a healthy organization if parents, students, and teachers don't have a chance to weigh in frequently. But soliciting this input is a management function and not the responsibility of the board or a board committee. The organization should conduct anonymous parent, teacher, and student surveys at least once or twice per year. The organization's leadership should design these surveys and share the data with the board, both generally and as part of an annual evaluation. It is not the work of this committee to design or conduct these surveys.

 *Committee Job Description sample on page 74*

---

**3.25. Should we have an executive committee?**

No, this is not necessary. An executive committee is typically made up of the officers of the board and meets to conduct business when the full board is unable to meet. Executive committees are not necessary in the charter school context, and regular reliance on an executive committee can cause more harm than good. Most charter schools are required to meet frequently—monthly, or at least ten times a year. Regularly meeting as a full board negates the need for an executive committee and ensures that the full board is doing the necessary work of governing rather than relying on an all-powerful executive committee.

**3.26. Should we have a policy committee?**

No, this is not necessary. Each board committee will be developing policies on a regular basis. The governance committee may propose a board attendance policy, the finance committee may ask the board to approve a set of fiscal controls policies, and the development committee may ask the board to approve a set of roles and responsibilities for each trustee with regards to the annual fundraising goals.

**3.27. Should we have an accountability committee?**

No, this is not necessary. The work of ensuring faithfulness to the organization's charter and accountability plan should be distributed across the various committees. A significant portion of this accountability will be within the purview of the academic excellence committee, but each committee will have some role in ensuring that the organization meets and exceeds the promises made to the authorizer and the broader community.

**3.28. Should we have a student recruitment, parent involvement, staff retention, or curriculum committee?**

No, these are all management functions and should be addressed at a management level under the CEO's leadership and should not be part of the board's work.



## 4. Trustees

### 4.1. How many members should the board have?

Effective charter school boards are comprised of between eleven and fifteen trustees.

One of the most common problems faced by charter school boards is that they are too small. Governing a charter school effectively takes time, energy, many volunteer hours, and a diverse set of opinions and skills. Therefore, a charter school should start out with a board of nine to eleven trustees and plan to build to a board of eleven to fifteen members by the end of its first year of operations.

Some boards try to start with a small group (say, five) and then hope to grow the board once the school is more established, but it takes a lot more than five people to get the work accomplished. And typically there is more work in the first eighteen months to two years—with less staff support—than during any other time.

Form should follow function. To arrive at a board's ideal number of trustees, consider the skills and committees it will require. An effective charter school should have, at a minimum, a finance committee, a governance committee, a development committee, an academic excellence committee, and a CEO support and evaluation committee. In addition, most boards need a personnel and a facilities task force, and potentially others. Each committee and task force should be chaired by a board member and have at least two other board members on the committee. Trustees should not serve on multiple committees; this quickly leads to burn out. So, eleven to fifteen trustees are typically needed to do the work.

There are other practical reasons why the board should be this size:

- Board members come with networks that help find resources in the community, raise funds, recruit new board members, etc. The bigger the board, the more networks are represented, and the easier it will be to get these types of tasks accomplished.
- A charter school board should represent the widest possible set of perspectives from the broad taxpayer base. It is hard to get this wide view from a small group of people.


- A charter school is accountable to the community for millions of dollars of taxpayers' money. The board must be large enough to inspire confidence that they are conducting proper oversight over these significant funds.

#### A POinT TO COOnSiDEr

If you were a skeptical member of the public or an investigative reporter and you decided to attend a board meeting to see how the charter school was governed, how many people would you need in the room to make you feel confident that the school was being governed effectively and that its funds were being managed properly? How many segments of the community would you need to be represented? If the board has five people and one person is sick and another out of town, that leaves only three people to make critical decisions for a multimillion dollar public enterprise. Is that enough?

#### 4.2. What are the roles and responsibilities of individual trustees?

Individual trustees are responsible for bringing concrete skills to the board that complement those of the staff, actively contributing to the work of the board, assisting in setting long-term direction, carrying out specific tasks, and bringing a level of objectivity as stewards of the public trust who are vested in the school.

 *Individual Trustee Performance Expectations sample on page 91*

#### 4.3. What skills are needed on a charter school board?

The most commonly needed skills for a charter school board are:

- **finance:** accounting, banking, insurance, risk management
- **fundraising:** face-to-face solicitation, cultivation of individual donors, ability to train and support other trustees to participate in organization-wide fundraising efforts
- **governance:** previous board experience
- **human resources:** employee benefits, grievances, compensation, CEO annual performance reviews
- **public relations:** marketing, working with the media

28 Board Structure

---

- **facilities:** real estate, financing, construction management
- **educational leadership:** leading an educationally focused non-profit
- **academics:** leading an organization towards delivering academic results

The skills of a charter school board should complement the skills of the staff. Ideally, the board brings a depth of expertise that the staff of the organization might not have.

### What about legal expertise?

A lawyer can be a great addition to a board. However, the board should also retain independent legal counsel. A lawyer on your board should not serve as the organization's legal counsel. He or she can help you think about when it might make sense to get your legal counsel's advice.

### What about *educational* expertise?

Too many educators on a charter school board can make it difficult to keep the focus on governance. On the other hand, educators with high-level school management experience can contribute needed skills to the board. Often, educators who have run a school make effective board members. For example, retired independent school heads are great. They know what it is like to report to a board, often have great fundraising skills, and are well versed in governance/management issues.

#### BEST PRACTICE TIP

1. When trustees are recruited to the board, make sure they agree to use a specific skill. If you are recruiting a potential trustee because they have an outstanding track record as a fundraiser for the local hospital, make sure the trustee is willing to use this skill for the benefit of the your organization as well. Sometimes, trustees are happy to use their professional skills on behalf of a board; sometimes, they are looking to hone new skills. Make sure you are explicit with them about why you are recruiting them.
2. Some redundancy can be a benefit. Too often, boards look for only one person with a particular skill set, and then move on to the next "skill to fill." Boards can use more than one person with most of the skills listed above. Make sure you are building bench strength.

#### 4.4. In addition to skills, what should we be looking for in board candidates?

Every trustee should bring a relevant concrete skill to the board. In addition, the board should discuss what other qualities are needed. In general, the most successful charter school board members:

- support the values, mission, and vision of the organization
- lack a personal agenda
- have time to do the necessary work
- have an entrepreneurial spirit
- enjoy group process
- think critically and strategically

Your board should develop a prioritized list of qualities you are looking for.

#### 4.5. What level of diversity should the board have?

Ideally, the board's composition should reflect the broad taxpayer base it is representing.

Discussions about diversity are tough, and this is particularly true in public schools. After all, much of our nation's public policy about race has been played out in our public schools. Nonetheless, you will be doing your organization a disservice if your board doesn't routinely discuss issues of diversity. Discussing diversity is an important part of the process through which a board develops its values and vision.

The board should discuss the meaning of diversity in the context of the organization it is governing, why diversity is important, and what will be done to ensure that diversity on the board is maintained. The board's discussion should include articulation of whom the organization is serving, how closely the board should reflect the organization's constituency, and why.

#### **A Point to Consider**

When thinking about achieving diversity on the board, it may be helpful to think through a relevant scenario. Imagine you are a parent

## 30 Board Structure

---

coming to a board meeting for an expulsion hearing. Who would you need sitting in front of you to make you feel that a just decision will be reached? What should their backgrounds be?

### BEST PrACTiCE TiP

Think about and discuss “diversity” in the broadest sense of the word. Race and ethnicity are important, but include gender, geography, sexual orientation, religion, etc., as well.

#### 4.6. Should parents of current students serve on the board?

Board composition by parents of current students at the school should be minimized. It is not necessary to have any parents of current students serving on the board. If any are present, their number should be limited to no more than 25 percent of the board’s membership.

A key to governing effectively is to maintain objectivity. A board that is comprised of too many current parents is by its nature lacking in objectivity. The majority of board members should be from the community at large, selected because they bring specific skills to the board.

If you must have parents on your board, here are some tips to make the participation most effective:

1. While having an active parent voice at a school is essential, this is a management function, not a governance/board function. A key responsibility of your CEO is to make sure there are proper channels to hear from key stakeholders other than the board.
2. Do not reserve “parent representative” slots on the board. One or even three parents cannot speak for all the parents in the school. “Parent representatives” give the board a false sense of security that they are “hearing” from parents, when in fact they are only hearing from a small number of highly motivated parents who have the time to serve on the board.
3. If you want to have some “parent voice” on the board, consider having the elected chair of the school’s parent council have a seat on the board.

4. Put measures in place to ensure that if you do have parents on the board, they do not become official or unofficial “grievance officers.” Your organization should have a clear grievance policy, and it should be followed.
5. If you do nominate parents to the board, ensure that they are selected because they bring necessary skills needed to run a multimillion dollar public enterprise, rather than being nominated simply because they are well-meaning parents.

#### DiSCuSSiOn iTEm

The board should have a detailed discussion with the CEO about the role of parents in their school. This should be a broad conversation that covers parent involvement in the school, how to ensure that parents’ concerns are heard, and other questions.

“Seats on the board” should be one part of a much broader strategy of parent involvement. And remember, soliciting input from parents is an important management function, but not a governance function.

#### 4.7. Should teachers serve on the board?

No, school staff should not serve on a charter school board. Having staff as board members undermines the authority of the CEO. In addition, board members must discuss the CEO’s salary and performance review, as well as compensation for other staff members. It is inappropriate for school staff to be involved in these discussions.

With that said, teachers are very important stakeholders in the school. Seeking regular input from staff is a management function. An effective CEO regularly consults with the staff about policy matters and brings this information back to the board. This has proven to be a more effective strategy than “seats on the board.”

#### 4.8. Should students serve on the board?

No. To date, we have not seen any successful examples of students serving on charter school boards. Student input is important for any school, but this should be a management function. It is certainly appropriate for the board to ask the CEO how student input is being

## 32 Board Structure

---

solicited throughout the year, but it should be up to the management of the school to determine when to seek student input and what type of input is appropriate.

### 4.9. Should multiple family members serve on the same board?

No. Although in most states there are no explicit laws forbidding multiple family members from serving on the same board, there are significant risks in doing this. The most important quality for the board to have is a level of objectivity. This is clearly tainted when family members serve on the board. The charter school is a public entity and is representing the interests of the broad taxpayer base. Having family members on a board significantly compromises the board's objectivity.

Every organization should have a nepotism policy in place that guides decision-making, should the issue arise.

### 4.10. Should trustees have term limits?

Term limits are essential to ensure that there is a regular influx of new talent, energy, and perspectives on the board. As startup organizations, charter schools are susceptible to "founder's syndrome," where a forceful founder(s) continues to guide the organization beyond the point where he or she is effective. Term limits are an important safeguard against this.

### 4.11. How long should trustees serve?

Trustee terms should last two years, potentially renewable two times (maximum six consecutive years). Typically, six-year tenure works well in the charter school context, as charters are given for five years, and this ensures a fair amount of continuity during that time period.

Once the three two-year terms are up, the trustee should take a minimum of two years off before being considered for renomination. This waiting period ensures that there will be an influx of new talent to the board.

A board can always make an exception to this rule, if necessary, but these are the recommended guidelines.

#### 4.12. How should we stagger term limits so that trustees rotate off at different times?

Ideally, terms for one third of the board should end each year. Staggered terms ensure that the whole board doesn't rotate off at the same time. Typically, it is only necessary to manage this actively for the first "class" of trustees. With staggered terms at the outset, one third of the trustees serve an initial one-year term, one-third serve for an initial two-year term, and one-third serve for an initial three-year term. After this initial term, trustees can be given one or two additional two-year terms.

The simplest way to stagger the initial terms is to draw lots—literally, putting slips of paper in a hat and letting trustees pull a number. One third of the trustees start with one-year terms, one-third with two-year terms, one-third with three-year terms. Then, when these initial terms are complete, the trustees can each get two more terms of two years. The intention is not that those who draw a "1" only serve for one year and then leave the board forever. They could keep serving, but just not rotate off at the same time as all the other trustees.

#### 4.13. How much time should a trustee devote to the board each month?

Trustees should expect to devote a minimum of six hours per month to the organization. The hours generally are spent focused on the following:

- attending a monthly board meeting (2 hours)
- attending a monthly committee meeting (1-2 hours)
- preparing for board and committee meetings (1-2 hours)
- completing other board related tasks, and participating in organization/board events (1-2 hours)

If a trustee is an officer or chairing a committee, there typically are two more hours required for these additional responsibilities.

Too often, charter school boards feel desperate for board members and do not openly discuss the significant time commitment that this type of board involves. Often, boards hope that the new member



## 34 Board Structure

will sign up, “get hooked,” and then miraculously find the time to participate. This rarely works. Be as honest as you can up front with candidates. If someone is too busy for full board service, perhaps they can serve on a committee instead.

## DiSCuSSiOn iTEmS

What should you do if the following situation arises? The governance committee has identified a fantastic board candidate. This individual has political connections, skills the board needs, and will probably make a significant financial contribution to the organization. After discussing the time commitment, however, she says she couldn't possibly attend more than two meetings a year, and she travels too much to serve on a board committee.

The answer is clear, if not easy. If your board has clearly written down performance expectations, and your candidate cannot comply with them, you must not offer her a position on your board. However, you should feel free to suggest other ways in which she might support the organization: as an advisor in an area of technical expertise, by making a gift to the organization, or by volunteering on a specific, short-term project.

It is not in your interest to go against your agreed-upon standards. It will only undermine your efforts to create an effective and accountable board.

## 4.14. Should all trustees be held to the same standard?

Yes! All trustees should be held to exactly the same standard, no matter what. We often hear board members and CEOs refer to the “worker bees” on their boards, as opposed to the others who don't really do work, but simply lend their name or make a significant donation to the organization each year. After watching hundreds of charter school boards, we can tell you that this is an ineffective model. This never works out, and it eventually builds resentment on the board. An effective board has 100 percent of its trustees actively contributing to the success of the board.

 *Become a Member*


## BEST PRACTICE TIPS

- If someone can't make the time commitment to serve on the board, ask them to become an advisor or to serve on a committee. Don't worry; if done right, you won't offend them, but will position yourself as an organization with integrity—an organization they will want to stay involved with.
- Circulate the “Guilt-Free Trustee” scorecard (see sample in the resources section). Make sure that each trustee is contributing in all of the four main categories: governor, ambassador, consultant, sponsor. Customize the bullets underneath the categories to fit with the skills and experience of each trustee.

 *Guilt-Free Trustee Scorecard sample on page 95*

#### 4.15. Should we have a trustee attendance policy?

Yes, you should have a clear attendance policy that is reviewed and revised annually by the board.

 *Attendance Policy sample on page 94*

#### 4.16. What should we do with board members who don't do anything?

Remind them of their specified duties, and if they are unable to perform what is required, remove them from the board.

Most charter school boards mention “nonperforming” board members as one of their top board-related problems. There is usually a small, core group of members who routinely attend all the meetings, arrive prepared, and consistently volunteer for and complete vital tasks. Some members rarely attend meetings, and when they do, often rehash the discussions that were resolved in their absence, seldom volunteer for tasks, and when they do volunteer, they do not complete their tasks. These nonperforming board members ruin the morale of the committed group.

If you are the board chair or the chair of the governance committee, your responsibilities include monitoring participation and intervening with board members, when necessary. Be confident and

hopeful. Many board members just need a little reminder to be more conscientious. Others will be grateful if you give them a graceful way to relinquish some tasks or even leave the board.

#### **BEST PrACTiCE TIP**

Whose responsibility is it to “do something” about a board member who is “AWOL,” “deadwood,” undependable, or worse? Answer: Yours. Every board member shares the responsibility of ensuring that all board members fully contribute to the success of the organization.

### **Short-Term Strategies**

1. Confirm that expectations were clear to the board member before he or she joined the board. You might need to say something like, “I know you joined the board recently, and I’m not sure you realize that we ask all board members to contribute to the annual fundraising event. We all choose to participate in different ways. Let me explain some of the options so that you can determine the best way to contribute.”
2. Hold a board discussion at which expectations are reconsidered and reaffirmed. Agree on a list of expectations for every board member, and develop a system to track and regularly report on fulfillment of these expectations.
3. Transfer responsibilities to someone else. For example, say, “I’m concerned about finishing the revision of the personnel policies. Since you are so busy, maybe it would work out for the best if John takes your notes on the policies and developed the first draft?”
4. Together with the board member, explore whether he or she really has the time to be an active board member. Say, “I’m calling to check in with you, since you have missed two consecutive board meetings and committee meetings. Are you a lot busier than usual? We really want to have your participation, but if it isn’t realistic, perhaps we should see if there is a less time-consuming way than board membership for you to be involved.”

## Long-Term Strategies

1. Have a board discussion or a written board survey on what makes it difficult for people to participate fully. Ask: “Are there things we can change about the frequency, day, time, or length of board meetings that would make it easier for you to attend?” “Are there things about the way board meetings are conducted that could be changed to give you more reason to attend?”
2. Consider whether board participation is meaningful to board members. Have lunch with some of less active members and the organization’s CEO, and ask, “I’m sensing that board participation just isn’t as substantive or significant as some board members want it to be. What do you think are the reasons, and what do you think we can do to make board membership more meaningful?”
3. Consider revising what is expected of board members. Perhaps responsibilities have been given to all board members that are unrealistic for any but the super-board-member. Often, the founders have an unrealistic expectation of the governing board. Reduce the number of committees, and have a policy that board members can only serve on one committee. Serving on more than one committee quickly leads to burnout.

### 4.17. What are the key elements of a trustee job description?

An effective trustee job description has three parts.

1. Part 1: Full Board Responsibilities. Describes when the board is functioning optimally, what are they doing? What are their responsibilities?
2. Part 2: Individual Trustee Performance Expectations. Describes as individuals, what is each trustee responsible for.
3. Part 3: Agreement. In signing the “Board Member Agreement,” the trustee acknowledges that the expectations have been made clear and that the trustee agrees to uphold these responsibilities.



*Trustee Agreement sample on page 93*

## 38 Board Structure

---

### 4.18. How does the board remove a trustee?

Removal of a board member should be undertaken by a full board vote, following a procedure that conforms to the board's bylaws.

Occasionally, a board member needs to be removed from the board. A conflict of interest or unethical behavior may be grounds for removal. Or the behavior of a board member may become so disruptive that the board is prevented from functioning effectively.

Strongly felt disagreements and passionate arguments can occur within even the most effective boards; arguing for an unpopular point of view is not grounds for board dismissal. But if a board member consistently disrupts meetings or prevents the organization from working well, it may be appropriate to consider removing that trustee from the board.

Although board member removal should be a rare occurrence, organizations should provide for such removal in their bylaws. The following three strategies can be used to remove troublesome board members:

1. **Personal Intervention.** One-on-one intervention by the board chair or chair of the governance committee is an informal means of managing problem board members. In person or on the telephone, the board chair can request a resignation, *"I respect your strong opinion that we have made the wrong hiring decision. But we can't continue debating the issue. If you don't feel you can wholeheartedly help us try to make the decision a success, I'd like you to consider leaving the board."*
2. **Term Limits.** Your board should have term limits. Term limits ensure rotation of trustees and give you a structured time to evaluate the performance of trustees and assess whether they should be renominated for another term.
3. **Impeachment.** Your bylaws should describe a process by which a board member can be removed by vote, if necessary. Typically, the clause states that board members can be removed with or without cause and by a two-thirds vote of the board.

**BEST PrACTiCE TiP**

Don't leave the burden of removing a difficult board member solely as the responsibility of the board chair. The chair of the governance committee should help with this task. The board chair can also consider whether the participation of another trustee is best suited to get the desired result.

## 5. CEO


### 5.1. Should the CEO be a voting member of the board?

No, the CEO works for and reports to the board. It is not appropriate for the CEO to have a vote. An effective CEO will share his or her opinion prior to any vote by the board and should have ample opportunity to weigh in on discussions prior to a vote. You should designate your CEO as an ex officio, nonvoting member of the board. “Ex officio” means by virtue of their position, they are a member of the board. As long as they are CEO, they are to be included in all board business.

### 5.2. What are the roles and responsibilities of the CEO relative to effective governance?

The CEO is *the key* to an effective board and is *most responsible* for board effectiveness. Why?

- The CEO is the primary information resource for the board, and thus, guides the board’s deliberations. The board will make decisions and even choose which issues to discuss based on the information it receives from the CEO.
- The CEO is the only person directly hired by and directly reporting to the board, and therefore is the direct link between governance decisions and actual implementation of board policy.
- As the full-time, paid professional, the CEO is the person who must take the most responsibility for developing and maintaining an effective board.

 *Defining Excellence: CEO sample on page 101*

### 5.3. How much time should a CEO devote to creating and maintaining an effective board?

To create and maintain an effective charter school board, a CEO will need to devote significant time to governance-related issues. This could be 20 to 30% of the CEO’s job.

The most common CEO governance tasks include:

- create board meeting agendas with board chair
- coordinate board meeting materials
- design committee meeting agendas with committee chairs
- assist in preparing committee meeting materials
- follow up with trustees on individual tasks
- train senior staff that are supporting board committees, and monitor their interactions with the board
- meet with trustees one-on-one to educate them about the organization and to find ways to use their networks and skills
- strategize about ways to keep the board informed about key issues facing the organization
- conduct board education on key charter issues
- assist in new trustee recruitment
- assist in succession planning for officers

Most charter school CEOs face a steep learning curve with regards to governance. Most people who step forward to run a charter school have little or no governance experience. And most underestimate how much of their time will need to be devoted to governance issues.

**II** *Defining Excellence: CEO sample on page 101*

**5.4. Our CEO or founding leader is leaving their position. Should we invite him or her to serve on the board?**

No, best practice strongly recommends against departing CEOs becoming board members upon leaving their position, for at least two reasons:

1. Even the most seasoned professional will have a hard time separating management and governance, in this situation. Departing CEOs just have too much insider management-level information.



42 **Board Structure**

---

2. The presence of the former CEO might undermine the authority of the new CEO. It is hard enough coming into a new leadership situation and carving out your own style and path. Having the former leader present at every board meeting will make the transition more difficult—even if the former CEO has the best of intentions.

**BEST PrACTiCE TiP**

Wait a minimum of two years before inviting a former CEO to serve on the board.

---

## 6. Charter Support Organizations

### 6.1. Should we have an advisory council in addition to a board of trustees?

Charter schools often form advisory councils. The most common form is a group to lend credibility and fundraising support to the organization. Often, these types of advisory groups are comprised of individuals who want to participate but are too busy to make the type of commitment necessary to serve on the governing board. Advisors on the council might include politicians and philanthropists and other well-connected individuals.

In addition, some charter schools form mission-specific advisory groups. A music focused charter school may ask some well known musicians to serve on an advisory group, or a school with a strong Expeditionary Learning Outward Bound focus may form an advisory group to help with this particular curricular aspect.

The first step in answering this question is to decide whether an advisory council will help you achieve your mission. On the positive side, these groups can raise your credibility and visibility, if properly handled. Each advisor can bring special expertise, as well as new contacts and networks. Sometimes, they bring new contributions. On the flip side, advisory councils require a time commitment from the CEO that might not be realistic. Some advisory council members may not be universally seen as a positive association for your organization. And some strong advisory council members may try to compete with your board in setting policy.

If you decide to proceed with an advisory council, the following steps will help ensure that it is effective:

- **Make sure you are adding an advisory for the right reasons.** More often than not, advisory councils are added to compensate for a board's ineffectiveness at fundraising. Do not form an advisory council with the hopes they will "write big checks." Effective development begins with effective board-level fundraising. Address the fundraising capacity of your board rather than foisting this on an advisory council.

44 Board Structure

---

- **Choose an appropriate name.** Using terms like “board” or “committee” may lead constituents to confuse the advisory group with the governing board and its committees. Think about using the term *advisory council* to distinguish this group from the governing entity.
- **Describe the group’s role.** Create a written job description. Make it clear that the group does not make decisions for the organization; it is *advisory*.

### ii Advisory Council sample on page 96

- **Establish terms of service.** We recommend one-year renewable terms. Thank everyone at the end of the year, and only invite members who have been particularly helpful to continue. In most instances, the composition of the group should be determined by the board of trustees.
- **Provide for formal leadership.** Volunteers often respond better when one of their own chairs the advisory council. This additional leadership role is often substantively and politically helpful to the board chair and CEO.
- **Plan for staff assistance.** Advisory councils add work for staff members, so consider the additional burden before establishing them. Like board committees, they need a staff liaison.
- **Budget for expenses.** Think about any expenses this group may incur, and be sure to factor it into your budget.

### 6.2. Do we need a separate “friends of the charter school” foundation/fundraising entity?

The appropriate answer to this question varies tremendously from state to state. But, generally in many states, there are legal parameters and restrictions placed on the entity that is granted the charter to operate an independently managed public charter school. These legal restrictions often warrant the group that created the charter school to create a separate charter school support organization to assist the primary organization in fundraising, purchasing a permanent home for the school and other activities that may be best to conduct outside of the primary public charter school structure.

The majority of charter schools have found the need for some type of supporting 501(c)(3) organization.

*Note:* In outlining these key issues and suggesting ways to go about addressing them, we only intend to provide a framework for additional discussions with your organization's legal counsel and accountant. The answers represent one approach to addressing a complicated issue. Each charter entity should retain legal counsel and accounting expertise to help them determine the best course of action for their specific organizational structure.

### 6.3. What do we need to consider when setting up a charter school foundation?

It is in the best interest of the charter school to minimize its assets in the event that something disadvantageous happens to the school, by establishing a separate 501(c)(3) supporting organization. The aim is to:

1. create a completely separate entity that exists for the sole purpose of supporting your charter school
2. establish an entity that will stand up both on legal grounds and on IRS grounds as a separate entity
3. have an entity that is separate on paper, for legal and accounting purposes, but that operates for all intents and purposes in lock step with the charter school

When establishing your 501(c)(3) for the charter school, think about a brick wall being created to establish separation between the public charter school and the assets held by the foundation. You can remove one or two of the bricks and the wall still remains functional, but take away too many bricks and the wall will collapse.

Some of the basic bricks include:

- **Foundation name.** It would be better to call your foundation "educational options for East Boston" than "Friends of ABC Charter School."

46 Board Structure

---

- **Statement of Purpose.** This describes supporting educational options for children in East Boston, with specific focus until otherwise stated in supporting ABC Charter School.
- **Foundation Officers.** You could have some overlap with your organization’s board, but it would be better to have all or at least a majority of the trustees be different.
- **Foundation Board Members.** You could have some overlap with the organization’s board, but it would be better for all or at least a majority of the trustees be different. *Ultimately this is a great place to put retiring board members or people who are too busy to be on the governing board.*
- **Flow of Funds from the Foundation to the Organization.** The foundation should meet a few times a year to grant funds to the charter organization. The charter school should formally submit a letter to the foundation requesting funds, and the foundation should write back issuing the funds. There must be a legitimate paper trail.

Note: As far as overlapping board members, strive for just one or two. Good candidates to serve on both boards would be the chair of the governing board’s development committee and either the board chair or the treasurer.

You should discuss other potential “bricks” with your legal counsel and CPA.

### Other Technical/Logistical Issues to Consider

1. Keep the organization prominent in fundraising efforts, not the foundation. While the school may establish a foundation for various reasons, the community sees only the organization. Donors (whether individuals, corporations or foundations) are giving to the school(s), its mission, and activities.
2. Facilities. The foundation should own the building and lease it to the school. However, the lease payments should be a “real number,” e.g., the mortgage value. If the lease value is overly generous, this does not reinforce the separation between

the foundation and the school, and it positions the assets as jointly held.

3. All fundraising and contributions do not have to go through the foundation. As part of a municipality, the school can solicit gifts and accept charitable contributions. The school makes the decision about which organization does which fundraising and where charitable contributions are deposited. It is best, however, to not keep shifting back and forth between the two entities. If parent-run fundraising proceeds go directly into the school one year, they should probably go into the school every year. The inconsistent treatment of activities and their revenue will diminish the separation you are trying to establish with your other actions.
4. If your charter school has a foundation, the school's development program could include the following components: activities carried out by charter school staff (e.g., development officer and school leader) and activities carried out under the auspices of the foundation (with the actual work done by the development director and paid for by the foundation as a contract service with the charter school). Coordination is critical.
5. As a small organization, there is no need for the foundation to hire its own staff or secure its own offices and equipment. Instead, the charter school's foundation can contract for services from the charter school itself. On a monthly or quarterly basis, the charter school would bill the foundation for such services as photocopying, bookkeeping, and office supplies. As a separate corporation, the foundation would contract with an accounting firm for an independent audit. The accounting firm does not have to be a different firm from the one auditing the charter school, but a different firm is yet another brick in the separation wall.
6. If your charter school employs a development officer, this individual should be an employee of the charter school (as opposed to being a part-time employee of both the school and the foundation). The foundation can purchase some of the time of the development officer to carry out foundation work.

48 **Board Structure**

---

7. Parent fundraising is best kept under the umbrella of the charter school itself. This is usually small-scale fundraising, for specific immediate uses (field trips, classroom supplies, etc.), and it is easier to manage under the school's auspices rather than those of the foundation.
8. It is essential that the school be assured of the appropriate use of its name and the quality of solicitations made in its name. More importantly, the school must be assured that the foundation is raising money for the mission and priorities of the school.
9. The school should establish the following kinds of policies to protect its name and mission:
  - a. Before the foundation accepts any gifts (e.g., temporarily restricted dollars), the foundation must secure the school's agreement to honor the restrictions for which the money was given.
  - b. All uses of the school name, trademark, etc., for any purpose (e.g., communications including newsletters and foundation letterhead, fundraising and public relations activities, cultivation activities, and legal and regulatory compliance of solicitation materials and recognition programs) must be reviewed and approved in advance for each use by the CEO. The school name, trademark, etc., is valuable property of the school, and the owner should control its use. The foundation is using these items under a form of license agreement—just like the kind that would exist with any two (separate) entities.
  - c. The CEO should never be an officer of the foundation. This suggests control of the foundation by the school and infringes upon the separation and protection of assets. Instead, the bylaws could specify that in order to facilitate communications and ensure the transmission of important knowledge that otherwise might be confidential to the school, the CEO, by virtue of position, shall serve as a board member of the foundation but never as an officer.
10. The foundation should take its own action to allocate funds to the school. The timing of these allocations would depend upon the nature of the allocation.

11. The foundation is required by law to fulfill donor restrictions, and hence the foundation is expected to transfer all temporarily restricted gifts and grants to the school in a timely manner.
12. If the foundation had applied for and received a grant for a special project that was approved by the school, the transfer of funds might happen upon receipt of the grant by the foundation or at the start time for the special project.
13. As the foundation's assets grow, the foundation might also invite the school to request funds on an annual or other calendar basis. The more formal the relationship between the two entities, the more likely that the demise of one will not affect the other.
14. What would happen if the supported charter school closed—e.g., became bankrupt, had its charter revoked by the state, or otherwise ceased to be a supportive organization?
  - a. The organizing documents for the supporting foundation should state that the purpose of the foundation is to support educational opportunities and the documents should also name the specific supported charter school.
  - b. The documents should go on to say that if the named charity (the charter school) can no longer be supported (e.g., goes out of business), the supporting foundation can seek to support another charity that meets the criteria set forth in the documents.

#### 6.4. How do a charter school board and its supporting foundation relate to each other?

A governing board and a foundation are separate organizations, for legal and accounting purposes, but for all intents and purposes, they operate in lock step with the charter school. Here are some suggestions for how that works, in practice:

1. Make sure your foundation is set up properly. Involve *both* an attorney and a CPA with experience in this area, in either creating this foundation or revamping one that currently exists. The attorney helps set it up properly, and the CPA helps make sure



50 **Board Structure**

---


that the proper controls are in place for this to work on a long-term basis.

2. Create an annual development plan with specific measurable goals, undertaken by the development committee of the governing board in conjunction with the CEO and the development director.
3. Get foundation board input on the plan and a commitment from the foundation to carry out specific portions of the plan.
4. Have the development plan officially approved by the governing board of the school and adopted as policy.
5. Then, have the foundation board officially approve the same development plan and adopt it as policy.
6. Carry out the plan with the lead on implementation and ultimate accountability coming from the governing board and the development committee. The governing board's development committee, the CEO, and the development director will drive the implementation of the plan. The foundation board members will assist in the implementation of specific portions of the plan. Think of your foundation board members as foot soldiers assisting with carrying out the development plan.
7. Remember that the foundation board does not do all the fundraising. It is ultimately the responsibility of the school board to raise the funds needed by the school—with assistance from, or in collaboration with, the foundation board. Generally, the foundation board will only meet a few times a year. It would be best to have foundation board members join regularly scheduled charter school board development committee meetings and assist in the implementation of the charter school board level fund development plan.

One final thought: It is vital that you both set up the foundation properly and that you maintain the proper separation between the foundation and the charter school in perpetuity. You would be wise to hire a CPA to assist in creating the appropriate paper trail and accounting systems, to train the CEO and business manager, and to have a CPA conduct an annual internal audit to ensure that the proper separation is being maintained.

---

Again, please be advised that the author is neither a lawyer nor a CPA. This book merely outlines the information as it has been presented by a variety of knowledgeable sources on this subject. Each school needs to consult with their own lawyer and CPA to determine their specific course of action.

 *Better check with your lawyer.*

# PART II. SAMPLES

## A. BYLAWS

### Essential Table of Contents

Bylaw requirements vary state by state. They are important legal documents so we have chosen not to provide a sample set of bylaws here but have provided you with a table of contents to give you a sense of what is typically included in bylaws. Please check with your authorizer and/or state charter school association to see if they have a model set of bylaws aligned with your state law requirements.

#### BYLAWS FOR ABC CHARTER SCHOOL

##### Table of Contents

#### ARTICLE I. GENERAL PROVISIONS

- Section 1 Name and structure
- Section 2 Mission
- Section 3 Purpose
- Section 4 Location
- Section 5 Fiscal Year
- Section 6 Registered Office and Registered Agent

#### ARTICLE II. BOARD OF TRUSTEES

- Section 1 Powers
- Section 2 Number
- Section 3 Term of Office
- Section 4 Election
- Section 5 Qualifications
- Section 6 Rights and Responsibilities
- Section 7 Resignation
- Section 8 Removal
- Section 9 Vacancies

---

### ARTICLE III. MEETINGS

- Section 1 Open Meeting Law
- Section 2 Annual Meeting
- Section 3 Meetings
- Section 4 Special Meetings
- Section 5 Notice of Meetings
- Section 6 Quorum and Voting
- Section 7 Recusal
- Section 8 Rules of Order

### ARTICLE IV. COMPENSATION AND PERSONAL LIABILITY

- Section 1 Compensation
- Section 2 No personal liability

### ARTICLE V. OFFICERS

- Section 1 Number
- Section 2 Election and Term
- Section 3 Resignation, Removal, and Vacancy
- Section 4 Board Chair
- Section 5 Vice Chair
- Section 6 Secretary
- Section 7 Treasurer
- Section 8 Other Officers

### ARTICLE VI. COMMITTEES

- Section 1 Committees
- Section 2 Governance Committee

### ARTICLE VII. STAFF

- Section 1 Chief Executive Officer

### ARTICLE VIII. MISCELLANEOUS

- Section 1 Checks, Notes, and Contracts
- Section 2 Books and Records
- Section 3 Annual Report
- Section 4 Right of Inspection
- Section 5 Amendments
- Section 6 Indemnification


54 **Board Structure**

---

- Section 7 Advances; Repayment
- Section 8 Authorization
- Section 9 Insurance
- Section 10 Dissolution

**ARTICLE IX. CONFLICTS OF INTEREST**

- Section 1 Purpose
- Section 2 Definitions
- Section 3 Procedures
- Section 4 Records of Proceedings
- Section 5 Annual Statements
- Section 6 Periodic Reviews

 *Better check with your lawyer.*

---

## Key Elements and Clauses

What follows are some recommended elements/clauses to include in your bylaws. These are intended as food for thought, and they should not be adopted without careful discussion of these clauses by your board and vetting by your legal counsel. Always consult your legal counsel on any matter pertaining to bylaws; there may be particular issues in your state that affect the recommendations listed below.

### Number of Trustees

**Suggested Clause:** *“The board of trustees shall consist of no fewer than seven (7) and no more than fifteen (15) members.”*

**Note:** The number of trustees should always be a range and always be odd numbers. Most charter school boards start off too small. You will need a number of standing committees to perform substantive work in between board meetings. An ideal size for a charter school board is eleven to fifteen trustees.

### Trustee Term Limits

**Suggested Clause:** *“Term of Office. Each trustee shall serve a two (2) year term, with no trustee being allowed to serve more than three (3) consecutive terms, after which they must take a minimum of two (2) years off before being reconsidered for nomination as a trustee. Terms shall be staggered so that not all terms are renewed at the same time.”*

**Note:** Term limits are essential to ensure that there is a regular influx of new talent, energy, and perspectives on the board. As startup organizations, charter schools are susceptible to “founder’s syndrome,” where the person who initiated the organization remains present and entrenched beyond the point where they are effective or make the best decisions regarding the organization’s long-term viability. Term limits are an important safeguard against this.

Typically, a two-year term renewable two more times works well in the charter school context, as charters are given for five years, and this ensures a fair amount of continuity during that time period.

## Staggered Terms

Staggered terms ensure that the whole board doesn't rotate off at the same time. Typically, this is only an issue for the first "class" of trustees. The simplest way to stagger the initial terms is to draw lots—literally, putting slips of paper in a hat and letting trustees pull a number. One third of the trustees serve an initial one-year term, one-third serve for an initial two-year term, and one-third serve for an initial three-year term. After this initial term, trustees can be given one or two additional two-year terms. The intention is not that those who draw a "1" only serve for one year and then leave the board forever. The idea is they would keep serving, but just not rotate off at the same time as all the other trustees.

## Minimum Waiting Period

Trustees "will need to take a minimum of two years off before being reconsidered for nomination as a trustee." This waiting period ensures that there will be an influx of new talent to the board. Waiting periods range from one to three years. A board can always make an exception to this rule, if need be. A waiting period helps you avoid being bogged down with founder's syndrome.

## Officers

***Suggested Clause:*** "The officers of ABC shall be a chair, vice chair, secretary, treasurer, and such other officers, if any, as the board of trustees may require. The same person may temporarily hold any two or more offices, provided that no individual may act in more than one capacity where action of two or more officers is required. Each officer will fulfill the requirements outlined in the board-approved officer job description."

**Note:** You should name all four officer positions in the bylaws: chair, vice chair, secretary, and treasurer. Keep the description of these positions brief in the bylaws, and refer to more detailed job descriptions for each position.

---

## Election and Term for Officers

***Suggested Clause:*** “Election and Term. The governance committee shall present a slate of officers to the board of trustees. All officers shall be elected by the trustees at their annual meeting and shall hold office for the term of one (1) year. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation, or removal. A trustee may serve more than one (1) term in the same office, but no more than three (3) consecutive terms in the same office.”

**Note:** We recommend having officer term limits of one year, renewable three times. Typically, it takes a whole year to learn how to do the job well, and it is the hope when someone is nominated for an officer position that they will stay in that position for more than one year. The one-year term allows the board to reassess the officers annually, which is particularly important with a startup board that will be adding a substantial number of new people with additional talents during the first few years of operations.

## Officer nomination and Voting

While the governance committee should make recommendations on whom they believe will serve the organization best, all accepted nominations for a given office should be presented to the full board for a vote. The board need not follow the governance committee’s recommendation, though they should consider the advice.

## Qualities and Qualification

***Suggested Clause:*** “Qualifications. Whenever possible, board members shall be sought who bring the skills, expertise, perspective, and qualifications, as established by the board and delineated in an annual board recruitment plan.”

**Note:** Provide general language here, and indicate that more specifics can be found in the annual board recruitment plan and trustee job description.



58 Board Structure

---

## Election of Trustees

**Suggested Clause:** “Election of Trustees. Trustees shall be nominated in accordance with the stated board-approved nominating policy.

Trustees shall be elected by the board of trustees at any meeting of the board of trustees by a majority of the trustees currently in office. A trustee elected to fill an unexpired term shall have tenure only to the end of such term.”

**Note:** Provide general language here, and indicate that more specifics can be found in the board-approved nominating policy.

## Procedures for Filling Vacancies

**Suggested Clause:** “Vacancies. In accordance with nominating and election process set forth by the governance committee, any newly created trusteeships and any vacancies of the board of trustees, arising at any time and from any cause, may be filled at any meeting of the board of trustees in which a quorum is present. However, if the number of trustees then in office is less than a quorum, the vacancies shall be filled by the affirmative vote of (a) a majority of the trustees then in office or (b) a sole remaining trustee. A trustee so elected shall serve until the next annual meeting and until his or her successor is elected and qualified.”

## Guidelines for Trustee removal and resignation

**Suggested Clause:** “Resignation. Any trustee may resign at any time by delivering a written resignation to the chair of the board or to the organization at its principal office. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. To facilitate the election of new trustees, the organization formally encourages trustees intending to resign or to decline nomination to provide notice of the trustee’s intent as much in advance of the annual meeting as possible.”

**Suggested Clause:** “Removal. Any trustee may be removed from office with or without cause by an affirmative vote of the majority of the trustees then in office.”


**Note:** As long as it is allowed in your state, make it clear that trustees can be removed with or without cause.

---

## Committees

Key points to include in clauses about committees:

- **Number and purpose of committees.** Have as few standing committees as possible. Essential are governance, finance, development, academic excellence, and CEO support and evaluation. Make everything else a task force that dissolves after its purpose is completed and won't require amending the bylaws.
- **Job description for committees.** Be as brief as possible in the bylaws, and refer to more detailed committee descriptions.
- **Who can serve on committees.** Specify that a board member must chair every committee, but that committees can also have non-board members on them.

 *Better check with your lawyer.*

# B. OFFICER JOB DESCRIPTIONS

## Board Chair

**Member of, Elected by, and Reports to:** The Board of Trustees

**Term of Office:** One year; renewable for three consecutive years with the approval of a majority vote of the board.

### General responsibilities

The chair is the senior volunteer leader of the organization who presides at all meetings of the board of trustees and other meetings as required. The chair is an ex officio member of all committees and task forces of the board. The board chair oversees implementation of board and organizational policies and ensures that appropriate administrative practices are established and maintained.

### Specific responsibilities

1. Works with the CEO, other board officers, and committee chairs to develop the agendas for board of trustees meetings, and presides at these meetings.
2. In consultation with other board officers, appoints volunteers to key leadership positions, including positions as chair of board committees and task forces, and cultivates leadership succession.
3. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
4. Works with the board of trustees and paid and volunteer leadership, in accordance with the organization's bylaws and mission, to establish and maintain systems for:
  - Planning the organization's human and financial resources and setting priorities for future development.
  - Reviewing operational effectiveness and setting priorities for future development.

- Ensuring the legal and ethical standard
  - Hiring and evaluating the CEO
  - Developing and maintaining an effective board culture
  - Developing an effective pipeline of future leaders of the board
5. In conjunction with the governance committee, manages the development of the board in order to help it work more effectively and efficiently.
  6. Works with the CEO and other board officers to develop both immediate and long-term goals and expectations for the board that support organizational priorities and governance concerns.
  7. Communicates effectively with and supports the CEO in his/her job as manager of the organization. In this capacity, focuses on ensuring that the board governs rather than manages.
  8. Works with the committee chairs and the CEO to keep apprised of committee work and to ensure that committees have the resources needed to do their job. Also works to ensure effective and efficient communications between the committees and the board.
  9. Creates a safe environment for decision-making by inviting participation, encouraging varying points of view, and stimulating a frank exchange of ideas in an effort to provide shared decision-making.
  10. Communicates with the board effectively in a way that fosters decision-making, stimulates participation and supports an appropriate balance of responsibility between board and staff.
  11. Links with major stakeholders when it is agreed that the chair is the most appropriate person to represent the organization at a key meeting, write an editorial for a newspaper, or thank a major donor.

#### Qualifications

- Commitment and energy to support the organization and its values, an understanding of the organization's mission and goals, and the distinctions between governance and management.
- Strong leadership skills to inspire a shared vision for the organization and for the board's work. Stimulated by a commitment to the mission, the chair should guide the board toward articulating and committing to a commonly held perception of the future of the organization.
- Strong network of relationships within the greater community to leverage resources for the organization.

## 62 Board Structure

---

- Strong shared vision with CEO about the organization's mission and goals for student achievement.
- Strong facilitation and communication skills and an understanding of group process.
- Objectivity so that dialog is productive and contributions are encouraged from all sides of an issue.
- Decisiveness in order to tackle and resolve difficult issues and to keep the business of the board moving.
- An ability and willingness to support, encourage, and develop a strong, entrepreneurial CEO.
- Strong organizational skills.

### indicators of Effectiveness:

- Meets annual goals as identified and adopted at the beginning of the leadership term.
- Is perceived by other board members as being fair, open to all points of views, decisive, and contributing to a culture that focuses on results.
- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived as being accessible, fair, constructive, and representative of the interests of the broader school community.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## Vice Chair

**Member of, Elected by, and Reports to:** The Board of Trustees

**Supports:** Chair

**Term of Office:** One year; renewable for three consecutive years with the approval of a majority vote of the board.

### General responsibilities

The vice chair is the secondary volunteer leader of the charter school and as such, discharges the duties of the chair as required in the chair's absence. The vice chair supports the activities of the chair including sharing responsibilities as appropriate.

### Specific responsibilities

1. In chair's absence:
  - Presides at meetings of board of trustees
  - Serves as ex officio member of standing committees
2. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that is meaningful to him/her and by playing a major role in fundraising activities.
3. Works with the chair to assist in developing the agendas for board of trustees meetings.
4. Advises the chair on appointing volunteers to key leadership positions, including positions as chair of board committees and task forces.
5. Assists the chair by taking on responsibility as necessary for communication with committee chairs.
6. Supports and challenges the chair in all his/her responsibilities to ensure organizational priorities and governance concerns are addressed in the most effective and efficient manner.
7. Represents the board in the community, especially at events at which the chair cannot attend.
8. Other duties as delegated by the chair.

64 Board Structure

---

**Qualifications**

- Commitment and energy to support the organization and its values, an understanding of mission and goals, and the distinctions between governance and management.
- Strong leadership and collaborative skills to support the chair and to offer alternative proposals in the interest of best serving the organization.
- Strong facilitation and communication skills and an understanding of group process.
- Objectivity so that dialog is productive and contributions are encouraged from all sides of an issue.
- Decisiveness in order to tackle and resolve difficult issues and to keep the business of the board moving.
- Strong organizational skills.

**indicators of Effectiveness**

- Meets annual goals as identified and adopted by the board at the beginning of the leadership term.
- Is perceived by other board members as being fair, open to all points of views, decisive, and contributing to a culture that focuses on results.
- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived as being accessible, fair, constructive, and representative of the interests of the broader school community.

**BEST PrACTiCE TiP**

More often than not, the chair runs around ragged and the vice chair doesn't have enough to do. Work on sharing leadership across these two positions. It will help your chair not burn out. A great place to start is having the vice chair be the liaison for several board committees.



Digital download available at [www.boardontrack.com](http://www.boardontrack.com)

---

## Secretary

**Member of and Elected By:** The Board of Trustees

**Reports to:** Chair and the Board of Trustees

**Supports:** Member of the staff or volunteer taking minutes

**Term of Office:** One year; renewable for three consecutive years

### General responsibilities

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

### Specific responsibilities

1. Certify and keep at the principal office of the corporation the original or a copy of the bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation, or at such a place as the board may determine, the minutes of all meetings of the trustees and meetings of committees. Minutes shall record time and place of meeting, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. Present for approval by the board copies of all minutes of meetings of the board.
4. Ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law.
5. In general, serve as the protocol officer of the board, ensuring that the keeping and posting of meeting minutes, meeting notifications, adherence to open meeting laws, and other procedural requirements are followed legally and ethically.
6. In general, perform all duties incident to the office of the clerk and such other duties as may be required by law, by the Articles of Incorporation or bylaws, or which may be assigned to him or her from time to time by the board of trustees.
7. Recognize his or her responsibility to set the example for other board members by contributing financially at a level



66 Board Structure

---

that is meaningful to him/her and by playing a major role in fundraising activities.

#### Qualifications

- A commitment to the organization and an understanding of the organization and its values, mission, and goals, and the distinctions between governance and management.
- An understanding of the required record keeping and the laws of the jurisdiction (city, state) in which the organization operates.
- Attention to detail.

#### indicators of Effectiveness

- Meets annual goals as identified and adopted by the board at the beginning of the leadership term.
- Is perceived by other board members as being an accurate and reasonable steward of the decision-making history of the organization and as being ever mindful of the duties and requirements of public service.
- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived as being accessible, fair, constructive, and representative of the interests of the broader school community.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

---

## Treasurer

**Member of and Elected By:** The Board of Trustees

**Reports To:** Chair and the Board of Trustees

**Supports:** CEO, Business Manager, accountant or bookkeeper, and auditors as necessary

**Term of Office:** One year; renewable for three consecutive years

### General responsibilities

Provides direction for the financial management of the organization and helps the board to meet its financial oversight responsibilities.

### Specific responsibilities

1. Chair of the finance committee.
2. Provides direction for the oversight of the organization's book-keeping and accounting policies.
3. Ensures the presentation of timely and meaningful financial reports to the board.
4. Ensures the development of an annual budget and its submission to the board for its approval. Leads the monitoring of budget implementation.
5. Oversees development and board review of financial policies and procedures. With the finance committee, monitors the adherence to financial policies and procedures adopted by the board.
6. Develops and monitors any investment policies adopted by the board.
7. Ensures that assets are protected and invested according to board policy.
8. Leads the board in assuring compliance with federal, state, and other financial reporting requirements.
9. Presents the recommendation of the auditor to the board for their approval. With the finance committee, reviews the results of the audit including the management letter, develops a plan for remediation (if necessary), and presents the results to the board.
10. Recognizes his or her responsibility to set the example for other board members by contributing financially at a level that

68 **Board Structure**

---

is meaningful to him/her and by playing a major role in fundraising activities.

11. Takes responsibility for designing an annual board education program so that all board members can effectively conduct oversight of the financial health of the organization.

**Qualifications**

- A commitment to the organization and its principles, mission, and goals, and the distinctions between governance and management.
- A strong understanding of the bookkeeping, accounting systems, financial reports, and financial policies and procedures.
- An ability to focus on both the short term and long term financial health of the organization.

**indicators of Effectiveness**

- Meets annual goals as identified and adopted by the board at the beginning of the leadership term.
- Is perceived by other board members as being transparent and efficient in delivering financial reports and as being aggressively protective of the integrity of the organization's fiscal management.
- Is perceived by the CEO as supporting and adding value to their work.
- Is perceived as being accessible, fair, constructive, and representative of the interests of the broader school community.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## Charter School CEO<sup>1</sup>

**Reports To:** The Board of Trustees

**Oversees:** Principal, Director of Operations & Finance,  
Director of Development

### General responsibilities

The CEO serves as chief executive of ABC Charter School and, in partnership with the board, is responsible for the success of ABC Charter School. Together, the board and CEO assure ABC Charter School's faithfulness to its charter, relevance to the community, the accomplishment of ABC Charter School's mission and vision, and the accountability of ABC Charter School to its diverse constituents.

The board delegates responsibility for management and day-to-day operations to the CEO, and he or she has the authority to carry out these responsibilities, in accordance with the direction and policies established by the board. The CEO provides direction and support to the board as it carries out its governance functions.

### Specific responsibilities

#### 1. Mission, policy, and planning

- Helps the board determine ABC's values, mission, vision, and short- and long-term goals.
- Helps the board monitor and evaluate ABC's relevancy to the community, its effectiveness, and its results.
- Keeps the board fully informed on the condition of ABC and on all the important factors influencing it.
- Identifies problems and opportunities and addresses them; brings those which are appropriate to the board and/or its committees; facilitates discussion and deliberation.

---

<sup>1</sup> This job description borrows extensively from the nonprofit CEO job description created by Simone Joyaux. BoardOnTrack extends a big thank you to Simone for all her help and guidance over the years, as well as permission to borrow extensively from many of her fantastic resources. Visit her extensive free download library at [www.simonejoyaux.com](http://www.simonejoyaux.com).

**70 Board Structure**

---

- Informs the board and its committees about trends, issues, problems and activities in order to facilitate policy-making. Recommends policy positions.
  - Keeps informed of developments in public education reform, the charter school movement, not-for-profit management and governance, and philanthropy and fund development.
- 2. Legal Compliance**
- Assures the filing of all legal and regulatory documents, and monitors compliance with relevant laws and regulations.
- 3. Management and Administration**
- Provides general oversight of all ABC activities, manages the day-to-day operations, and assures a smoothly functioning, efficient charter school.
  - Assures program quality and charter school stability and sustainability through development and implementation of standards and controls, systems and procedures, and regular evaluation.
  - Assures a work environment that recruits, retains, and supports quality staff and volunteers. Assures process for selecting, developing, motivating, and evaluating staff and volunteers.
  - In accordance with board action, recruits personnel, negotiates professional contracts, and sees that appropriate salary structures are developed and maintained.
  - Specifies accountabilities for senior team positions and evaluates performance regularly.
- 4. Academic Oversight**
- Develops and manages performance of the principal, instituting accountability systems to ensure that charter promises are met and exceeded.
  - Develops and leads process for assessing the needs of the instructional program, planning, implementing, and evaluating short- and long-term academic goals.
  - Supervises the processes for recruitment, selection, initial training, on-going professional development, and evaluation of teachers and staff.
- 5. Governance**
- Helps the board articulate its own role and accountabilities and that of its committees and individual members, and helps evaluate performance regularly.

- Works with the board chair to enable the board to fulfill its governance functions and facilitates the optimum performance by the board, its committees, and individual board members.
- With the board chair, focuses board attention on long-range strategic issues.
- Manages the board’s due-diligence process to assure timely attention to key issues.
- Works with the board officers and committee chairs to get the best thinking and involvement of each board member and to stimulate each board member to give his or her best.
- Recommends volunteers to participate on the board and its committees.

## **6. Finances**

- Promotes programs and services that are produced in a cost-effective manner, employing economy while maintaining a high level of quality.
- Oversees the fiscal activities of the charter school, including budgeting, reporting, and auditing.
- Works with board to ensure financing to support short- and long-term goals.
- Assures an effective fund-development program by serving as the chief development officer or hiring and supervising an individual responsible for this activity.
- Helps guide and enable the board, its fund-development committee(s), and its individual board members to participate actively in the fund-development process.
- Helps the board and its development committee design, implement, and monitor available fundraising plan, policies, and procedures.
- Participates actively in identifying, cultivating, and soliciting donor prospects.
- Assures the availability of materials to support solicitation.
- Assures the development and operation of gift management systems and reports for quality decision-making.

## **7. Community Relations**

- Facilitates the integration of ABC into the fabric of the community by using effective marketing and communications activities.
- Acts as an advocate, within the public and private sectors, for issues relevant to ABC, its services, and constituencies.

72 **Board Structure**

---

- Listens to students, parents, volunteers, donors, and the community in order to improve services and generate community involvement. Assures community awareness of ABC's response to community needs.
- Serves as chief spokesperson for ABC, assuring proper representation of ABC to the community.
- Initiates, develops, and maintains cooperative relationships with key constituencies.
- Works with legislators, regulatory agencies, volunteers, and representatives of the charter community to promote legislative and regulatory policies that encourage a healthy community and address the issues of ABC's constituencies.

**Executive Limitations:** See relevant board policies.

**Physical Demands/Working Conditions.** This is a high-stress position based on full responsibility for ABC operations.

- Handles detailed, complex concepts and problems, balances multiple tasks simultaneously, and makes rapid decisions regarding administrative issues.
- Plans and implements programs. Establishes strong and appropriate relationships with board, committees, volunteers, staff, donors, and clients. Develops smooth and constructive relationships with executive colleagues, outside agencies, charter schools, and individuals.
- Plans and meets deadlines. Maintains a flexible work schedule to meet the demands of executive management. Hours may be long and irregular.
- Conveys a professional and positive image and attitude regarding ABC and the charter school movement as a whole. Demonstrates commitment to continued professional growth and development.

### Qualifications

A bachelor's degree is required with a minimum of three years experience in a senior management position. As CEO, this individual demonstrates critical competencies in four broad categories: commitment to results, business savvy, leading change, and motivating.

- **Commitment to results:** The CEO is a systems thinker who is customer focused and goal driven. This individual identifies relevant

information and helps transform this information into individual and organizational knowledge and learning. The CEO is action oriented and innovative. He or she translates broad goals into achievable steps. He or she anticipates and solves problems and takes advantage of opportunities, is a self-starter, and team player.

- **Business savvy:** As ABC's leader, this position requires an individual with knowledge of and experience in management and administration. The position requires demonstrated experience in integrating and coordinating diverse areas of management.

Knowledge in the following areas is required: public education, human services, finance and personnel; oral and written communications; planning and evaluation; and governance.

Some experience in the field of philanthropy, not-for-profit management, and governance, and community relations is preferred. Some general knowledge of fund development is also preferred. A high level of personal skills is required to make formal, persuasive presentations to groups, and to deal effectively with people from all segments of the community. The individual must be comfortable with diversity and respectful of a wide range of faiths, beliefs, and experiences.

- **Leading Change:** The CEO possesses the skills and implements the functions of a leader. He or she shares ABC's values, mission and vision. He or she consistently displays integrity, models behavior, develops people, and builds teams. This individual deals effectively with demanding situations and designs and implements interventions.
- **Motivating:** The CEO manages continuity, change, and transition. This individual knows how to influence and enable others. He or she addresses the impact of attitude and action on the ABC and its participants.



# C. COMMITTEES

## Governance Committee Job Description

### General Purpose

The governance committee is commissioned by and responsible to the board of trustees to assume the primary responsibility for matters pertaining to board of trustees recruitment, nominations, orientation, training, and evaluation in accordance with the bylaws of the organization, as well as established policies and practices approved by the board of trustees.

### Appointments and Composition

1. Appointments of the chair and members of the governance committee shall be made annually by the chair of the board with the advice and consent of the board in accordance with the bylaws.
2. The chair of this committee shall be a member of the board of trustees.
3. Other members of this committee shall be members of the board of trustees.
4. Additional committee members may be appointed and need not be members of the board of trustees.

### responsibilities

1. Analyze the skills and experience needed on the board.
2. Create a short and long-term board recruitment strategy.
3. Work with board chair and CEO on a succession plan for board officers.
4. Recruit members to serve as members of the board, and develop a slate of trustees for consideration at the annual meeting in accordance with selection/election procedures outlined in the bylaws.
5. Develop and review annually the procedures for board recruitment.
6. Develop an orientation and training plan for new trustees.

7. Assist in the planning of an annual board retreat and other deeper strategy sessions as needed.
8. Develop and revise a board member handbook outlining the responsibilities of the board and board members, board policies, and other relevant information.
9. Conduct board education as needed.
10. Create specific measurable board-level goals for the year as part of the full board planning process.
11. Regularly evaluate the effectiveness of board meetings, and make recommendations for improvement to the chair and the full board as needed.
12. Annually coordinate an evaluation of the full board and individual trustees.
13. Report to the board of trustees at regular meetings of the board in a manner determined by the board.
14. Annually evaluate its work as a committee and the objectives it has committed itself to, and report on same to the board of trustees.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## Finance Committee Job Description

### General Purpose

The finance committee is commissioned by and responsible to the board of trustees. It has the responsibility of working with the CEO and the organization's chief financial officer (CFO) to create the upcoming fiscal year budget, presenting budget recommendations to the board, monitoring implementation of the approved budget on a regular basis, recommending proposed budget revisions, and recommending to the board appropriate policies for the management of the organization's assets. The finance committee shall be assisted by the CEO and CFO.


### Appointments and Composition

1. The members of the finance committee shall be the treasurer of the board who shall serve as chair, the board chair who shall serve as an ex-officio member, together with other trustees appointed by the chair with the advice and consent of the board in accordance with the bylaws.
2. Both the CEO and the CFO will be members of the finance committee.
3. Additional committee members may be appointed and need not be members of the board of trustees.

### responsibilities

1. Prepare an annual budget for the organization in collaboration with the CEO and CFO.
2. Also in collaboration with the CEO and CFO, develop and annually revise a five-year financial forecast and develop long-range financial plans based on the forecast.
3. Arrange for an annual audit to be provided to the board of trustees.
4. Provide oversight of the procurement process.
5. Review monthly financial statements and variances from budget, and recommend action to the board, as appropriate.
6. Create specific measurable board-level goals for the year as part of the full board planning process.

7. Develop and implement a board-level training program to ensure that all trustees (especially those without a financial background) can be effective stewards of the organization's financial resources.
8. Report to the board of trustees at regular meetings of the board in a manner determined by the board.
9. Annually evaluate its work as a committee and the objectives it has committed itself to and report on the same to the board of trustees.

 *Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## Development Committee Job Description

### General Purpose

The development committee is commissioned by and responsible to the board of trustees to assume the primary responsibility for raising non-grant funds to support the organization's mission.

### Appointments and Composition

1. Appointments of the chair and members of the development committee shall be made annually by the chair of the board with the advice and consent of the board in accordance with the bylaws.
2. The chair of this committee shall be a member of the board of trustees.
3. Members of this committee shall be members of the board of trustees, subject to the conditions stated in the bylaws. Additional committee members may be appointed and need not be members of the board of trustees.

### responsibilities

1. Develop annual and multi-year fundraising plans that will generate the funds needed to meet the non-public and non-grant fundraising goal.
2. Coordinate the implementation of the fundraising plan with fundraising efforts by senior staff, parents, and other volunteers.
3. Develop the necessary sub-committee systems to successfully carry out the fundraising events and activities that are part of the annual fundraising plan; supervise the functions of the sub-committees.
4. Develop a plan for involving all board members in the non-grant resource development activities of the organization.
5. Arrange for board training on development issues, as needed.
6. Create specific, measurable, board-level goals for the year as part of the full board planning process.
7. Report to the board of trustees at its regular meetings in a manner determined by the board.
8. Annually evaluate its work as a committee and the objectives it has committed itself to, and report on the same to the board of trustees.

 *Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## Academic Excellence Committee Job Description

### General Purpose

The academic excellence committee is commissioned by and responsible to the board of trustees to assume the primary responsibility for working with the CEO to define academic excellence, ensure that all board members know the charter promises that were made to the community and the authorizer and to devise clear and consistent measures to monitor these goals.

### Appointments and Composition

1. Appointments of the chair and members of the academic excellence committee shall be made annually by the chair of the board with the advice and consent of the board and the CEO and in accordance with the bylaws.
2. The chair of this committee shall be a member of the board of trustees.
3. Members of this committee shall be members of the board of trustees, subject to the conditions stated in the bylaws. Additional committee members may be appointed and need not be members of the board of trustees.

### responsibilities

It is important to note that academic excellence is a governance function, not a management function, and it is anticipated that the CEO will have a great deal of input into the work and composition of this committee. The committee's main role is to assure that academic excellence is defined, and that the board approves annual goals to attain academic excellence.

1. Define and continue to refine what academic excellence means for our organization.
2. Ensure that all board members understand the key charter promises we have made to our community and to our authorizer.
3. Work with the CEO to devise clear and consistent ways to measure progress towards stated goals.

80 Board Structure

---

4. Work with the CEO to set annual academic achievement goals, to be presented to and approved by the full board.
5. Work with the CEO to share with the board annual successes, barriers to reaching academic excellence, and strategies to overcome these barriers.
6. Arrange for board training on issues related to academic oversight and academic achievement, as needed.
7. Create specific measurable board-level goals for the year as part of the full board planning process.
8. Report to the board of trustees at regular meetings of the board in a manner determined by the board.
9. Annually evaluate its work as a committee and the objectives it has committed itself to, and report on the same to the board of trustees.

**BEST PrACTiCE TiP**

Members of this committee do not need to have an academic background. In fact, our experience has shown that the best academic excellence committee members are those who are very analytical, are great at digesting data and asking good questions, and do not have to have an academic background.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## **CEO Support and Evaluation Committee Job Description**

### **General Purpose**

The CEO Support and Evaluation Committee is commissioned by and responsible to the board of trustees to assume the primary responsibility for developing and implementing a year-round process to strengthen the board's support, evaluation, and partnership with the organization's CEO.

### **Appointments and Composition**

1. Appointments of the chair and members of the committee shall be made annually by the chair of the board with the advice and consent of the board in accordance with the bylaws.
2. The chair of this committee shall be a member of the board of trustees.
3. Members of this committee shall be members of the board of trustees, subject to the conditions stated in the bylaws.
4. It is anticipated that the committee will be primarily comprised of the primary committee chairs and/or other officers of the board.

### **responsibilities**


1. Develop an annual timeline to support and evaluate the CEO, and have this timeline approved by the full board.
2. Annually review and revise as necessary the CEO's job description.
3. Establish a process for the CEO to develop, share, and receive board approval of a set of annual organizational goals.
4. In partnership with the CEO, establish a clear and consistent way for the CEO to report to the full board regularly on progress towards the board-approved annual goals.
5. Annually create a survey instrument and process to conduct two structured check-ins between the full board and the CEO. It is anticipated that these will occur in November and March and will involve the CEO completing a self-evaluation and surveying the full board.
6. Annually implement a comprehensive CEO evaluation that includes a CEO self-evaluation, input from the full board, and anonymous input from the CEO's direct reports.



82 **Board Structure**

---

7. Annually prepare or revise the CEO's contract as necessary.
8. Annually recommend CEO compensation adjustments to the full board, as appropriate.
9. Create specific, measurable, board-level goals for the year as part of the full board planning process.
10. Report to the board of trustees at regular meetings of the board in a manner determined by the board.
11. Annually evaluate its work as a committee and the objectives it has committed itself to, and report on the same to the board of trustees.

 *Special tools available for BoardOnTrack Members*

## Standard Operating Procedures for Committees<sup>2</sup>

Committees are essential to the effective operation of a charter organization. Strong committee leadership and dedicated committee members are necessary for the organization to be successful.

The relationships between the board of trustees and its committees and between the committees and the staff require a delicate balance and constant communication. Committees perform the work of the board and report to the board. Staff, particularly the CEO, serve as a primary resource to committees during all committee deliberations. Staff also use committees to help in decision-making and planning.

Committees and staff operate within board-adopted plans (e.g., mission and goals) and annual budget. Activities of the organization—programming, public relations, fund raising, etc.—all happen within the structure of plans and budgets. Any initiative or activity outside these fundamental annual guidelines requires board approval prior to development and funding.

Remember that committee members need not all be board members. Look to your community. There are people out there who would willingly serve on committees but may not want to serve on the board.

### Standing and Ad Hoc Committees

The bylaws establish standing committees of the board of trustees. The chair appoints temporary ad hoc committees, or “task forces,” as needed. Make sure that you don’t have a lot of standing committees in the bylaws. You really only need governance, finance, development, academic excellence, and CEO support and evaluation. All the rest can be ad hoc.

### Establishment of Committees

1. Each committee is chaired by a member of the board of trustees. Committee members may include non-board members as well as board members.

<sup>2</sup> Simone P. Joyaux, ACFRE, [www.simonejoyaux.com](http://www.simonejoyaux.com)

**84 Board Structure**

---

2. All board members are expected to serve on one committee. It is recommended that board members not be given multiple committee assignments. More than this can be too burdensome.
3. The chair of the board of trustees, in consultation with the CEO, appoints all committee chairs.
4. Committee chairs are responsible for recruiting their own committee members, in consultation with the chair and CEO. (Exception: The governance committee chair and members are appointed by the chair.)
5. The board chair is an ex-officio member of all committees except the governance committee.
6. It is recommended that the chair and CEO meet with each committee chair after the board election, in order to review the committee responsibilities and direction for the upcoming year. Committees may have tasks remaining from the previous year; critical issues may have surfaced during annual planning.
7. If the board, staff and/or committees identify new initiatives, prior approval by the board of trustees is required before the committee begins developing plans.

**Operations of Committees**

1. Committees report to the board of trustees. Regular reports, presented by the committee chair, should be presented at each board meeting.
2. The chair of the board monitors activities of the committees and ensures task completion. The chair maintains regular (i.e., at least monthly) contact with committee chairs. Committee chairs should report to the board chair on a regular basis, at least monthly. It is recommended that the board chair share this task with the vice chair. Committee monitoring can be divided between the chair and vice chair.
3. The committee chair and CEO coordinate committee meeting dates.
4. The committee chair and CEO establish the agenda of each committee meeting.
5. Each committee must take its own minutes and, if possible, reproduce and distribute its materials to committee members, the board chair, and CEO.
6. While staff are usually completely responsible for implementation, due to limited resources of the organization, volunteers and

board members may actually help carry out some activities. This implementation is done under the guidance/approval of the CEO. (Be careful! Role confusion can sometimes result when board members get involved in management implementation. It is vital that the board members keep in mind their appropriate role in relationship to management decision-making even though they may be implementing certain tasks.)

#### **r**elationship between Staff and Committees

1. Committee and staff responsibilities are a delicate balance. The CEO and committees may develop some activities together. At other times, staff may pursue activities, within budget and strategic plan, without committee participation. This requires careful judgment on the part of the CEO and constant communication between CEO, board chair, and committee chairs.
2. The CEO (or his or her staff designee) serves as staff support to all committees.
3. The staff person assigned to a committee serves as primary resource to all committee deliberations.
4. Activities and materials require approval by the staff person assigned. While this cooperative process rarely encounters conflict, sometimes disagreement between staff and committee may occur. At that time, the CEO and committee chair should convene a meeting with the board chair to resolve the situation.

#### **r**esponsibilities of Committee members

1. Know and understand the committee's purpose, scope, and authority.
2. Attend meetings and participate in discussions.
3. Participate in group decision making.
4. Put aside personal agendas for the larger purpose.
5. Complete specific task assignments by the due date, and report back to the committee.
6. Use the staff as key resource and guide.

86 **Board Structure**

---

**responsibilities of Committee Chairs**

1. Together with the CEO (or other staff person assigned to support the committee), schedule committee meetings, and identify the purpose and agenda of each meeting.
2. Together with the CEO, ensure that proper information is provided to the committee.
3. Define tasks to be accomplished and select appropriate committee members to do each job and report back to the committee.
4. Monitor activities of each committee member. If the assigned individual does not accomplish his or her tasks, assign the work to another individual.
5. Maintain minutes of the committee meetings as needed. (Depending upon size of staff, this may be a staff function.)
6. Maintain proper records and files of projects and activities.
7. Report progress, at least monthly, to the board chair.
8. Notify the board chair if the committee requires any action to be taken at the board meeting.
9. Present reports at board meetings as necessary.

**responsibilities of the CEO (or staff assigned to support the committee)**

1. Work with the board chair to identify committee chairs.
2. Work with the board chair to ensure effective committee operations.
3. Work with the board chair to determine what/when issues should be referred to committees.
4. Together with the committee chair, schedule committee meetings, and establish the purpose and agenda for each meeting.
5. Attend all committee meetings.
6. Provide information and guidance to committees.
7. Ensure that the committee has the necessary information for decision-making.
8. Alert the board chair if there is any difficulty within committee operations.
9. Work with the committee chair to ensure smooth committee operations.

---

### Task Forces

1. Task forces (rather than numerous standing committees) can result in a more manageable number of committees. Try ad hoc task forces, and limit the number of your standing committees.
2. Ad hoc task forces are convened to address a specific issue and then dissolve.
3. Task forces allow board members to participate in diverse experiences during the course of the year.
4. Task forces typically follow the same structure as standing committees. The board chair serves as an ex officio member, and a board member serves as chair.

# D. TRUSTEES

## Board of Trustees Job Description

### General responsibilities

The board of trustees is responsible for ensuring that the organization's academic program is successful, that its programs and operations are faithful to the terms of its charter, and that it is a viable organization.

### Specific responsibilities

1. Determine the mission and purpose of ABC, and keep it clearly in focus.
  - Create and periodically review the mission statement, which:
    - i. serves as a guide to organizational planning, board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources.
    - ii. is used as the vehicle for assessing program activities to ensure that the organization is not drifting away from its original purposes.
  - Understand and support the mission statement.
2. Select the CEO.
  - Reach consensus on the CEO's job description.
  - Undertake a careful search process to find the most qualified individual.
  - Oversee and approve contract negotiation and renewal.
3. Support and review the performance of the CEO.
  - Provide frequent and constructive feedback.
  - Assist when individual trustees overstep prerogatives or misunderstand their roles.
  - Compliment for exceptional accomplishments.
  - Provide for an annual written performance review with a process agreed upon with the CEO well in advance.

4. Ensure effective organizational planning.
  - Approve an annual organizational plan that includes concrete, measurable goals consistent with the charter and accountability plan.
5. Ensure adequate resources.
  - Approve fundraising targets and goals.
  - Assist in carrying out the development plan.
  - Make annual gifts at a level that are personally meaningful to each trustee.
6. Manage resources effectively.
  - Approve the annual budget.
  - Monitor budget implementation through periodic financial reports.
  - Approve accounting and personnel policies.
  - Provide for an independent annual audit by a qualified CPA.
  - Ensure the full board has the proper training to be effective stewards of public funding.
  - Ensure adequate insurance is in force to cover students, staff, visitors, the board and the assets of the school.
7. Determine, monitor, and strengthen the programs and services.
  - Assure programs and services are consistent with the mission and the charter.
  - Approve measurable organizational outcomes.
  - Approve annual, attainable board and management level goals.
  - Monitor progress in achieving the outcomes and goals.
  - Assess the quality of the program and services.
8. Enhance ABC's public standing.
  - Serve as ambassadors, advocates, and community representatives of the organization.
  - Ensure that no board member represents her/himself as speaking on behalf of the board unless specifically authorized to do so.
  - Provide for a written annual report and public presentation that details ABC's mission, programs, financial condition, and progress made towards charter promises.
  - Approve goals of an annual public relations program.
9. Ensure legal and ethical integrity and maintain accountability.
  - Establish policies to guide the organization's board members and staff.



90 **Board Structure**

---

- Develop and maintain adequate personnel policies and procedures (including grievance mechanisms).
  - Adhere to the provisions of the organization’s bylaws and articles of incorporation.
  - Adhere to local, state, and federal laws and regulations that apply to the organization.
  - Ensure compliance with all federal state and local government regulations.
10. Recruit and orient new board members and assess board performance.
- Define board membership needs in terms of skill, experience, and diversity.
  - Cultivate, check the credentials of, and recruit prospective nominees.
  - Provide for new board member orientation.
  - Conduct an annual evaluation of the full board and individual trustees.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

---

## Individual Trustee Performance Expectations

### General responsibilities

Each trustee is responsible for actively participating in the work of the ABC board of trustees and the life of the organization. Each trustee is expected to affirm and strive to fulfill the performance expectations outlined below. These expectations are to be clearly articulated prior to nominating any candidate as a board member. The ABC board will nominate the candidate only after he or she has agreed to fulfill these expectations. In addition to the responsibilities below, individual trustees are expected to help each other fulfill the tasks outlined in the collective job description of the board of trustees.

### Specific responsibilities

1. Believe in and be an active advocate and ambassador for the values, mission, and vision of ABC.
2. Work with fellow board members to fulfill the obligations of board membership.
3. Behave in ways that clearly contribute to the effective operations of the board of trustees:
  - Focus on the good of the organization and group, not on a personal agenda.
  - Support board decisions once they are made.
  - Participate in an honest appraisal of one's own performance and that of the board.
  - Build awareness of and vigilance towards governance matters rather than management.
4. Attend all board and committee meetings in accordance with the absenteeism policy. Prepare for these meetings by reviewing materials and bringing the materials to meetings. If unable to attend, notify the board or committee chair.
5. Be prepared to contribute approximately 8 to 10 hours per month toward board service which includes:
  - Attending a monthly board meeting (2 hours)
  - Participating on a board committee (2 hours)
  - Reading materials, preparing for meetings (1 hour)

92 **Board Structure**

---

- Attending events at the school, assisting with fundraising and other ambassador tasks as needed (1 to 2 hours)
  - Completing tasks between meetings (varies)
6. Keep informed about the organization and its issues by reviewing materials, participating in discussions, and asking strategic questions.
  7. Actively participate in one or more fundraising event(s) annually.
  8. Use personal and professional contacts and expertise for the benefit of ABC.
  9. Serve as a committee or task force chair or member.
  10. Give an annual financial contribution and support capital campaigns at a level that is personally meaningful.
  11. Inform the board of trustees of ABC of any potential conflicts of interest, whether real or perceived, and abide by the decision of the board related to the situation.



*Digital download available at [www.boardontrack.com](http://www.boardontrack.com)*

## Trustee Agreement<sup>3</sup>

I, \_\_\_\_\_, understand that as a member of the board of trustees of the ABC Charter School, I have a legal and moral responsibility to ensure that the organization does the best work possible in pursuit of its goals. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as its steward.

I have read, understand, and am willing to comply with the “Board of Trustees Job Description” and the “Individual Performance Expectations” that outline my responsibilities to the board.

If I ever find myself in a situation where I am unable to fulfill these expectations, I will resign from the board.

In turn, the organization will be responsible to me in several ways:

1. I will be sent, without request, monthly financial statements and an update of organizational activities that allow me to meet the “prudent person” section of the law.
2. The organization will help me perform my duties by keeping me informed about issues in the industry and field in which we are working, and by offering me opportunities for professional development as a board member.
3. Other trustees and the CEO will respond in a straightforward fashion to questions I have that are necessary to carry out my board- and committee-related responsibilities to this organization.
4. Other trustees and the CEO will work in good faith with me towards achievement of our goals.
5. If the organization does not fulfill its commitments to me, I can call on the board chair and CEO to discuss these responsibilities.

\_\_\_\_\_  
Member, Board of Trustees

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chair, Board of Trustees

\_\_\_\_\_  
Date

\_\_\_\_\_  
CEO of Organization

\_\_\_\_\_  
Date



Digital download available at [www.boardontrack.com](http://www.boardontrack.com)

<sup>3</sup> Adapted from *Board Cafe*, Vol. 5, No. 3, March 28, 2001.

## Attendance Policy

### Purpose

This policy was developed with the recognition that board membership is voluntary and that individual members contribute their time and energy in different ways. However, because board meetings are the only forum during which the board can discuss and vote on major organizational policies and decisions, attendance at these meetings carries a special importance. All board members will receive a copy of this policy to ensure that everyone is properly informed about the expectations for board attendance.

### Definitions

*“Notified” Absence:* For an absence to be a “notified” absence, a board member must notify the person running the meeting (usually the chair or vice chair) by 12:00 P.M. the day of the meeting that he/she will be absent.

*“Un-notified” Absence:* For an absence to be an “un-notified” absence, a board member failed to notify the person running the meeting (usually the chair or vice chair) by 12:00 P.M. the day of the meeting that he/she will be absent.

### Board Attendance Problem

If any of the following conditions exist, it is considered a board attendance problem:

1. The member has two *“un-notified”* absences in a row.
2. The member has two *“notified”* absences in a row.
3. The member misses one quarter of the total number of board meetings during one of their term years.

### Process for Responding to a Board Attendance Problem

The board secretary will keep track of board member attendance through the board meeting minutes and will provide this information to the chair. The chair will directly contact a board member who is at risk of potentially violating the policy to issue both a verbal and written warning as well as discuss the problem. If a board member does violate the policy, the chair will bring this to the attention of the board for discussion, after which point a majority vote will be held to determine possible termination from the board.

## Guilt-Free Trustee Scorecard

Here is a simple tool to clarify how you would like individual trustees to contribute.

Governor	<ul style="list-style-type: none"> <li>Attend 10 board meetings and annual board retreat</li> </ul>
Sponsor	<ul style="list-style-type: none"> <li>Give personal gift to best of your ability</li> <li>Find 3 items for the auction</li> </ul>
Ambassador	<ul style="list-style-type: none"> <li>Bring 6 guests to breakfast tours</li> <li>Host a “learn about charters” event at your workplace</li> </ul>
Consultant	<ul style="list-style-type: none"> <li>Actively serve on one committee</li> </ul>

# E. CHARTER SCHOOL SUPPORT ORGANIZATIONS

## Advisory Council

Mission: ABC Charter School utilizes a rigorous curriculum, extended academic time, and a range of supports for children and families to prepare 5th through 12th grade students to succeed in college. Our environment is structured around scholarship and personal growth to cultivate the virtues of courage, compassion, integrity, perseverance, and respect.

The Advisory Council will assist in supporting the mission of the ABC Charter School.

The Advisory Council was formed to:

- **Advocate:** be champions in building the constituencies necessary to support the growth and success of ABC Charter School.
- **Invest:** become stakeholders in the success of ABC Charter school by investing financially and otherwise in the charter school.
- **Consult:** provide valuable counsel to the board and CEO of ABC Charter School.
- **Fund:** assist in bringing financial resources to ABC Charter School.

membership

There will be a minimum of nine (9) and a maximum of fifteen (15) members of the Advisory Council.

---

## Selection

The CEO and board will select advisory council members through a process outlined in the “Advisory Council Nominating Process Policy.”

## Term of Office

Advisory council members serve a one-year term, renewable indefinitely.

## member responsibilities

Each council member is expected to:

1. Attend three meetings a year.
2. Actively participate in the functioning of the council.
3. Be available for individual consultations to the CEO and the board of ABC.
4. Involve/invest in ABC.
5. Contribute to the financial health of ABC.

Annually, the ABC CEO and the Advisory Council chair will meet with each member of the council and craft an annual action plan with specific deliverables and due dates to ensure satisfactory implementation of member responsibilities.

## Officers

The board of ABC Charter School, with input from ABC’s CEO, will appoint a chairperson of the council. The chairperson will preside at all meetings of the advisory council.

## meetings

The advisory committee will hold three breakfast meetings a year, in October, January, and May.



# F. DEFINING ExCELLENCE

We have found that the following practices, parameters, and criteria lead to the best boards and charter school organizations.

## Board Structure

### Bylaws

- The board has a comprehensive set of bylaws.
- Annually, the board reviews the bylaws as a group.
- Each trustee has a copy of the bylaws for easy reference.
- The bylaws state clear term limits to ensure rotation of board members.

### Job Descriptions

- The board has a clear job description of the full board.
- Trustees receive a document that clearly outlines the expectations of individual trustees.
- Annually, the board reviews the job description and individual performance expectations.

### Officers

- The board has a chair, vice chair, treasurer, and secretary.
- Each officer has the necessary skills to do the job well.
- Each officer position has a written job description that clearly articulates that position's roles and responsibilities.
- The board has a clear and transparent written process for nominating officers.
- There is an exemplary succession planning process for the officer positions.

### Committees

- There is a written job description for each board committee that has been approved by the full board.
- Each committee is chaired by a full board member.
- Each committee is staffed by a senior member of the organization's leadership team.

- Each board committee has an adequate number of members to accomplish its goals.
- The board has a finance, development (fundraising), governance, academic oversight, and CEO support and evaluation committee, plus ad hoc temporary task forces as needed.

## Board Composition

The most successful charter school boards share the following characteristics:

### Board Size

- 11 to 15 trustees

### Previous Governance Experience

- 75% or more of the board have previous governance experience

### Skills and Expertise

- 100% of the skills needed to govern effectively

### Diversity

- Board membership reflects the broadest level of ethnic, racial, gender, and geographical diversity.
- The diversity of board members heightens the credibility of the board in the broader community's eyes.

### Level of Objectivity

The board is able to maintain a very high level of objectivity when governing because:

- No trustees have any personal or business ties with the leader, staff, or each other that could result in a conflict of interest (real or perceived) during decision-making.
- Less than 25% of the board members are parents of students currently enrolled in the school.
- The CEO is the only employee of the organization that is a member of the board.

## CEO

A “board savvy CEO” has the following characteristics:

### Governance Knowledge

- Strong understanding of effective governance best practice
- Annually completes professional development on governance and reads extensively about board governance issues
- Serves on another board outside of his or her organization

### Governance Prioritized

- Sees developing and maintaining the board as one of his or her primary responsibilities
- Devotes significant time to helping the board run effectively
- Ensures that each board committee is appropriately staffed, either by the CEO or another senior staff member
- Includes governance training as a key component of professional development for senior staff

### Board Education

- Systematically and continually educates the board about key elements of running an exceptional charter school
- Educates the board about the key issues the charter authorizer uses to judge the organization’s performance
- Educates the board about the charter renewal process
- Educates the board about state and national measures of academic success

### Setting Strategic Direction

- Has a clear strategic vision for the organization
- Assists the board in clarifying the most important things they can do to help achieve the strategic vision

### Communication

- Communicates clearly and effectively with the board
- Always sends out clear, well-organized materials in advance of board meetings
- Provides the board with annual metrics on which to measure their individual and organization-wide performance

102 **Board Structure**

---

**Succession Planning**

- Partners with the board to develop an agreed upon short-term/emergency succession plan for the CEO position, that is well documented and reviewed annually
- Annually discusses long-term succession management plan for the organization with the board

---

## About the Author



Marci Cornell-Feist is among the most accomplished national experts on charter school governance. She has worked with over 500 charter schools nationwide to improve their effectiveness. She founded the charter school consultancy Meetinghouse Solutions in 2001, and has focused on charter school governance since the mid 1990s. After working with her first 200+ charter schools, she created BoardOnTrack to implement the most effective strategies and practices of her many clients, and as a means of spreading this information to a wider audience of charter schools.

Marci is author of the book *Board Meetings: A Guide for Charter Schools* and numerous articles, including two issue briefs for the National Association of Charter School Authorizers. Marci is also a co-founder of The Achievement Network, which helps schools use data-driven strategies to increase student achievement.

Earlier in her career, Marci worked throughout the nonprofit sector, including positions as a senior staffer at the Massachusetts Charter School Resource Center, Northwest Regional Director for the Student Conservation Association, Deputy Director of the Consortium/UNHCR refugee resettlement program in Lao P.D.R., and Peace Corps Volunteer in Thailand. Marci is a graduate of the Harvard Graduate School of Education and Bowdoin College.



Your charter school is a multi-million dollar public enterprise.

Running it with untrained volunteers is a daunting task.

BoardOnTrack will help to leverage the efforts of your volunteer board members into real results: academic excellence and organizational sustainability.

We can help your board become more effective and efficient.

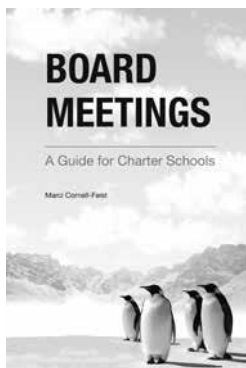
- ✓ In-depth analysis of your board's needs and goals
- ✓ Tools to manage your board's work and documents
- ✓ The training and materials your board needs most, when you need them
- ✓ Governance support and training for your school's leader

All tools and strategies have been road-tested with 200+ charter school boards nationwide, in 20+ different states.

**Become a Member Today!**

[www.boardontrack.com](http://www.boardontrack.com)

## Make Your Board Meetings More Efficient and Effective



A strong board is key to your organization's success, and your board meetings are where the most critical decisions are made.

This concise guide provides practical, road-tested answers to the most commonly asked questions about charter school board meetings. Samples include a high quality board agenda, minutes, attendance policy, and other key documents. It will help you keep your meetings focused so that you can accomplish your most important work.

64 pages, \$12.95. Available at:  
[www.boardontrack.com/resources](http://www.boardontrack.com/resources)

# Coversheet

## 5th Grade Math Curriculum

**Section:** IV. Academic Oversight  
**Item:** A. 5th Grade Math Curriculum  
**Purpose:** Discuss  
**Submitted by:**  
**Related Material:** Board Handbook for Fundraising.pdf



DRAFT



## Life School

# Minutes

## Board Meeting

---

### Date and Time

Wednesday March 29, 2023 at 9:30 AM

---

### Directors Present

B. Wilson, EdD, C. Clemmons, R. Martinez, R. Mays, S. Lee, S. Williams

### Directors Absent

C. Ransbottom, M. Cavazos

### Guests Present

M. Walker

---

## I. Opening Items

### A. Record Attendance

### B. Call the Meeting to Order

B. Wilson, EdD called a meeting of the board of directors of Life School to order on Wednesday Mar 29, 2023 at 9:35 AM.

### C. Speakers on Public Sign-up Sheet

No Speakers on Public Sign-In Sheet

## II. Life School Education Foundation Presentation

### A. Life School Education Foundation Update

Eddie Davis reported funds received January 1-13, 2023, \$3,947

2022-2023 Fiscal Year Total \$55,128

Foundation Inception to Date Total \$1,255,395

### III. Consent Items

#### A. Acceptance of New Hires and Terminations

#### B. Approval of Submission of Form 990

#### C. Approval of the 2023-2024 Calendar of Attendance Dates

#### D. Ratification of Student Services Multi-Year Agreements

#### E. Motion to Approve Consent Items as Presented

R. Mays made a motion to approve the Consent Items as presented.

R. Martinez seconded the motion.

The board **VOTED** to approve the motion.

##### Roll Call

B. Wilson, EdD	Aye
M. Cavazos	Absent
R. Martinez	Aye
C. Ransbottom	Absent
C. Clemmons	Aye
S. Lee	Aye
S. Williams	Aye
R. Mays	Aye

### IV. Expulsion Hearing of Life School Oak Cliff Secondary Student

#### A. Call for Motion to Enter Executive Closed Session Pursuant to Texas Government Code §551.082 and §551.0821 (Student Discipline)

R. Mays made a motion to to enter Executive Closed Session Pursuant to Texas Government Code §551.082 and §551.0821 (Student Discipline).

R. Martinez seconded the motion.

The board **VOTED** to approve the motion.

##### Roll Call

R. Martinez	Aye
B. Wilson, EdD	Aye
S. Lee	Aye
M. Cavazos	Absent
C. Clemmons	Aye
R. Mays	Aye
S. Williams	Aye
C. Ransbottom	Absent

The board entered Executive Closed Session at 9:42 AM

#### B. Discussion Life School Oak Cliff Secondary Student Expulsion Appeal

#### C. Call for a Motion to Reconvene in Open Session

S. Williams made a motion to Reconvene in Open Session.

R. Martinez seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

R. Mays Aye  
S. Lee Aye  
M. Cavazos Absent  
R. Martinez Aye  
B. Wilson, EdD Aye  
C. Clemmons Aye  
C. Ransbottom Absent

The board reconvened in Open Session at 9:54 AM

**V. Action Items**

**A. Consideration and Take Possible Action to Uphold or Reverse the Decision of Life School Oak Cliff Secondary Student Expulsion Appeal**

S. Lee made a motion to Uphold the decision of Life High School Oak Cliff campus administration.

R. Martinez seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

S. Williams Aye  
R. Mays Aye  
R. Martinez Aye  
M. Cavazos Absent  
C. Ransbottom Absent  
S. Lee Aye  
B. Wilson, EdD Aye  
C. Clemmons Aye

**B. Possible Approval of Board Meeting Minutes, February 15, 2023**

R. Mays made a motion to Approve the minutes as presented Board Meeting on 02-15-23.

C. Clemmons seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

C. Clemmons Aye  
S. Lee Aye  
B. Wilson, EdD Aye  
R. Martinez Aye  
S. Williams Aye  
M. Cavazos Absent  
R. Mays Aye  
C. Ransbottom Absent

**C. Consideration and Possible Acceptance of the Financial Report**

Megan Beck reported the budget is 42% complete and on target

235 Days Cash on Hand

S. Lee made a motion to Accept the Financial Report as presented.

S. Williams seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

B. Wilson, EdD Aye  
M. Cavazos Absent  
S. Lee Aye  
R. Martinez Aye  
S. Williams Aye  
R. Mays Aye  
C. Clemmons Aye  
C. Ransbottom Absent

**D. Consideration and Possible Approval of the Strategic Plan Goals, Objectives, and Strategies for the 2023-2024 School Year**

R. Martinez made a motion to Table Approval of the Strategic Plan Goals, Objectives, and Strategies for the 2023-2024 School Year.

R. Mays seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

S. Lee Aye  
C. Clemmons Aye  
R. Mays Aye  
B. Wilson, EdD Aye  
S. Williams Aye  
R. Martinez Aye  
M. Cavazos Absent  
C. Ransbottom Absent

**E. Consideration and Possible Approval of Revisions to 2022-2023 Calendar**

S. Williams made a motion to Approve the Revisions to 2022-2023 Calendar.

R. Mays seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

S. Lee Aye  
R. Martinez Aye  
R. Mays Aye  
C. Ransbottom Absent  
M. Cavazos Absent  
S. Williams Aye  
B. Wilson, EdD Aye  
C. Clemmons Aye

**F. Consideration and Possible Approval of Non-Expansion Amendment Request and Board Resolution to Add Grade Levels to Life School Mountain Creek**

R. Martinez made a motion to Approve a Non-Expansion Amendment Request and Board Resolution to Add Grade Levels to Life School Mountain Creek.

R. Mays seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

C. Clemmons Aye  
M. Cavazos Absent  
R. Mays Aye  
R. Martinez Aye

**Roll Call**

S. Lee Aye  
S. Williams Aye  
B. Wilson, EdD Aye  
C. Ransbottom Absent

**G. Consideration and Possible Approval of TEA Open-Enrollment Charter Renewal Contract**

S. Lee made a motion to Approve the TEA Open-Enrollment Charter Renewal Contract.

C. Clemmons seconded the motion.

The board **VOTED** to approve the motion.

**Roll Call**

C. Ransbottom Absent  
B. Wilson, EdD Aye  
M. Cavazos Absent  
R. Mays Aye  
C. Clemmons Aye  
S. Williams Aye  
S. Lee Aye  
R. Martinez Aye

**VI. Information Items**

**A. Life School Education Foundation 2021 Tax Return**

Eddie Davis presented the Life School Education Foundation 2021 Tax Return

**B. Discussion regarding results of Intruder Detection Audit by TxSSC (limited to non-sensitive details per law)**

Barry West presented results of Intruder Detection Audit by TxSSC (limited to non-sensitive details per law)

“The top priority of Life School and the State of Texas is keeping students and staff safe every day. The Texas School Safety Center recently conducted an Intruder Detection Audit at one or more of our campuses. The audits test whether a campus is accessible to an unauthorized individual. This audit, conducted as part of Governor Abbott’s school safety directives for all school systems following the tragedy in Uvalde, seeks to help districts identify how campuses can improve safety for students, such as ensuring exterior doors are locked. The audit provides us with an opportunity to create a safer learning environment for our students and staff. We are working closely with our district’s School Safety & Security Committee to ensure that we are training all our staff and securing our doors for the protection of everyone at our campuses. The support from the state in conducting the Intruder Detection Audits is just one of the many actions we are taking to ensure our schools are safe. We know that this work does not end, and we appreciate the Board’s support. We acknowledge that parents and community members are likely very interested in the details of the audit results; however, it is in the best interest of the students that we do not share this information to the broader public as it could lead to compromising important campus security information. Specific details of the Intruder Detection Audit will be discussed in the executive session and with the Safety and Security Committee. Life School is committed to providing a safe and secure learning environment for our students and staff.

For questions about the findings from this Intruder Detection Audit, please contact Ronald Rivera at (512) 408-1349 or [txssc\\_ida@txstate.edu](mailto:txssc_ida@txstate.edu).

**C. TPCSA Conference September 25-27, 2023 JW Marriott Austin, TX**

Dr. Fuller asked board members RSVP to the invitation to attend the TPCSA Conference

**D. 25th Anniversary Proclamation at the State Capitol**

Dr. Wilson advised that the date of the presentation was pending. Board members will be advised as soon as the information is available.

**E. Life School Graduation May 26, 2023, IBOC**

Graduation will be held May 26, IBOC Auditorium, 5:00 PM and 8:00 PM. Board members are asked to arrive 30 minutes before the ceremony.

**VII. Executive Closed Session**

**A. Call for Motion to Enter Executive Closed Session**

R. Mays made a motion to Enter Executive Closed Session.  
S. Williams seconded the motion.  
The board **VOTED** to approve the motion.

**Roll Call**

R. Mays	Aye
S. Williams	Aye
C. Ransbottom	Absent
M. Cavazos	Absent
S. Lee	Aye
B. Wilson, EdD	Aye

The board entered Executive Closed Session at 10:16 AM

**B. Discussion regarding results of Intruder Detection Audit by TxSSC pursuant to Govt. Code 551.076 (Security Audit)**

**C. Possible Discussion of Real Estate for Campus Improvements**

**D. Possible Discussion of Superintendent Evaluation**

**E. Possible Discussion of Superintendent Contract**

**F. Motion to Reconvene in Open Session**

S. Lee made a motion to Reconvene in Open Session.  
R. Mays seconded the motion.  
The board **VOTED** to approve the motion.

**Roll Call**

M. Cavazos	Absent
C. Ransbottom	Absent
C. Clemmons	Aye

**Roll Call**

B. Wilson, EdD Aye  
S. Lee Aye  
R. Martinez Aye  
S. Williams Aye  
R. Mays Aye

The board Reconvened in Open Session at 11:03 AM

**VIII. Possible Action from Items Discussed in Closed Session**

**A. Consider and Take Possible Action to Ratify and Approve Security Audit Corrective Actions**

R. Mays made a motion to Ratify and Approve Security Audit Corrective Actions.  
C. Clemmons seconded the motion.  
The board **VOTED** to approve the motion.

**Roll Call**

R. Martinez Aye  
B. Wilson, EdD Aye  
C. Ransbottom Absent  
R. Mays Aye  
S. Williams Aye  
C. Clemmons Aye  
M. Cavazos Absent  
S. Lee Aye

**IX. Closing Items**

**A. Adjourn Meeting**

S. Williams made a motion to adjourn the meeting.  
S. Lee seconded the motion.  
The board **VOTED** to approve the motion.

**Roll Call**

R. Martinez Aye  
C. Clemmons Aye  
B. Wilson, EdD Aye  
M. Cavazos Absent  
S. Lee Aye  
S. Williams Aye  
C. Ransbottom Absent  
R. Mays Aye

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 11:04 AM.

Respectfully Submitted,  
M. Walker

---

**This agenda posted Thursday, March 23, 2023, at 11:41 AM.**

**Brent Wilson, Ed.D.  
Superintendent**