



## Navigator Schools

### Special NS Governance Committee

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#### Date and Time

Thursday August 15, 2019 at 11:00 AM PDT

#### Location

Navigator Schools, Support Office, 650 San Benito Street, Suite 230, Hollister CA 95023

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#### Teleconference Locations

- 827 Broadway, Suite 300, Oakland, CA 94607
- 1065 Byers Street, Gilroy, CA 95020
- 1827 Clifford Street, Santa Clara, CA 95050

Individuals in need of a disability-related accommodation, modification, or auxiliary aid/service, should direct requests to Sean Martin, Executive Assistant to the CEO. Phone: (831) 217-4894 [Email: smartin@navigatorschools.org](mailto:smartin@navigatorschools.org)

An archive of board meeting agendas and minutes is available for public view at the Navigator Schools Support Office, 650 San Benito Street, Suite 230, Hollister CA 95023.

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#### Agenda

##### I. Opening Items

Opening Items

##### A. Record Attendance and Guests

**B.** Call the Meeting to Order

**C.** Approve Minutes

Approve minutes for NS Governance Committee on July 18, 2019

## **II. Topical Items**

### Governance

**A.** Review Board Member Self-Assessment Results

Board members will review results from a recent self-assessment.

**B.** 2019-20 Potential Board and Governance Committee Goals

Attendees will discuss potential NS Governance Committee and NS Board goals for the 2019-20 school year.

**C.** Board Member Recruitment Update

C. Wright will provide an update on board member recruitment efforts.

**D.** Recommendations for Board Officers

C. Wright will lead a discussion regarding recommendations for potential board officers.

## **III. Closing Items**

**A.** Schedule Next Governance Committee Meeting

Members will choose a date and time for future meeting(s).

**B.** Adjourn Meeting

# Coversheet

## Approve Minutes

<b>Section:</b>	I. Opening Items
<b>Item:</b>	C. Approve Minutes
<b>Purpose:</b>	Approve Minutes
<b>Submitted by:</b>	
<b>Related Material:</b>	Minutes for NS Governance Committee on July 18, 2019

APPROVED



## Navigator Schools

### Minutes

#### NS Governance Committee

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##### **Date and Time**

Thursday July 18, 2019 at 11:00 AM

##### **Location**

Navigator Schools, Support Office, 650 San Benito Street, Suite 230, Hollister CA 95023

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##### **Committee Members Present**

Alicia Gallegos Fambrini (remote), Caitrin Wright (remote)

##### **Committee Members Absent**

JP Anderson

##### **Committee Members who left before the meeting adjourned**

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Alicia Gallegos Fambrini

## Guests Present

John Flaherty (remote), Kevin Sved (remote), Sean Martin

## I. Opening Items

### A. Record Attendance and Guests

### B. Call the Meeting to Order

Caitrin Wright called a meeting of the Governance Committee of Navigator Schools to order on Thursday Jul 18, 2019 at 11:10 AM.

### C. Approve Minutes

Alicia Gallegos Fambrini made a motion to approve minutes from the NS Governance Committee on 05-28-19 NS Governance Committee on 05-28-19.

Caitrin Wright seconded the motion.

The committee **VOTED** unanimously to approve the motion.

#### Roll Call

JP Anderson	Absent
Alicia Gallegos Fambrini	Aye
Caitrin Wright	Aye
John Flaherty	Abstain

## II. Topical Items

### A. Review Board Member Self-Assessment Results

Members discussed insights garnered from a recent board self-assessment completed on Board On Track (BOT), our online board management system. Areas of interest for future development included funding, policy development, committee roles, and member commitment, including number of hours dedicated to board work per week. J. Flaherty mentioned board member onboarding as an area of growth. C. Wright suggested that some elements of board training could be obtained from external sources. K. Sved emphasized the importance of funding as an area of growth. He also suggested that the BOT self-assessment could serve as a roadmap for guiding board operations and development. Members discussed the role, composition, and focus of the Academic Success Committee.

### B. 2019-20 Potential Board and Governance Committee Goals

The committee did not discuss this item.

### C.

### Board Member Recruitment Update

This item was discussed after item 2A. Members discussed board transition and considered several individuals as potential new board members.  
Alicia Gallegos Fambrini left.

### D. 2019-20 Board Dashboard Review

The committee did not discuss this item.

### E. Recommendations for Board Officers

This item was discussed after 2B. C. Wright ascertained J. Flaherty's interest in becoming Board Vice Chair. J. Flaherty confirmed that he would be happy to serve in that capacity. The governance committee will recommend that he be elected to the position during the upcoming regular board meeting on August 20. Other officer positions will remain the same assuming members accept the nominations.

### F. February Board Meeting/Retreat Date

The committee considered the date and duration of a proposed board meeting in February, 2020. dates were identified and the final date will be determined based on board member feedback to be collected prior to the August 20 regular board meeting. Members also established potential dates for an additional governance committee meeting to be held in August (to further discuss board goals and the BOT self-assessment).

## III. Closing Items

### A. Schedule Next Governance Committee Meeting

Members discussed this topic as part of the meeting planning discussion in agenda item 2F.

### B. Adjourn Meeting

John Flaherty made a motion to adjourn the meeting.  
Caitrin Wright seconded the motion.  
The committee **VOTED** unanimously to approve the motion.

#### Roll Call

Caitrin Wright	Aye
JP Anderson	Absent
John Flaherty	Aye
Alicia Gallegos Fambrini	Absent

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 11:52 AM.

Respectfully Submitted,

Sean Martin

# Coversheet

## Review Board Member Self-Assessment Results

<b>Section:</b>	II. Topical Items
<b>Item:</b>	A. Review Board Member Self-Assessment Results
<b>Purpose:</b>	Discuss
<b>Submitted by:</b>	
<b>Related Material:</b>	NS Board Self Asses Results 08_2019.pdf




# EOY 2018-19 Board Assessment Tool


## Board Assessment Report


OPENED 5/11/2018


CEO


 Kevin Sved


BOARD MEMBERS


 Alicia Gallegos Fambrini


 Caitrin Wright


 Fiaau Ohmann


 JP Anderson

 John Flaherty

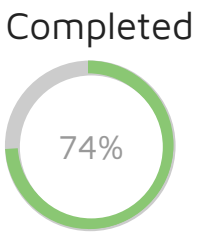
 John Glover

 Joyce Montgomery

 Nora Crivello

 Victor Paredes-Colonia

## Overall Score



LEVEL

3

Intermediate

- Data-driven governance
- Board value-add becomes evident and essential


LEGEND

BOARD


Average for all participating board members

CEO

One CEO



One individual board member




























Insufficient Data

# Summary

	Board	CEO
Board Meetings	<div>LEVEL 4</div>	<div>LEVEL 4</div>
Board Structure	<div>LEVEL 3</div>	<div>LEVEL 5</div>
Board Composition	<div>LEVEL 4</div>	<div>LEVEL 3</div>
Board Recruitment	<div>LEVEL 1</div>	<div>LEVEL 1</div>
Board Goals & Accountability	<div>LEVEL 1</div>	<div>LEVEL 1</div>
Finance	<div>LEVEL 3</div>	<div>LEVEL 4</div>
Development	<div>LEVEL 1</div>	<div>LEVEL 1</div>
Academic Oversight	<div>LEVEL 4</div>	<div>LEVEL 2</div>
CEO Support & Evaluation	<div>LEVEL 5</div>	<div>LEVEL 5</div>
BoardSavvy CEO	<div>LEVEL 4</div>	<div>LEVEL 4</div>

## Detail

					
Board Meetings				 	
Board Structure					
Board Composition					
Board Recruitment					
Board Goals & Accountability	 				
Finance					
Development	 				
Academic Oversight					
CEO Support & Evaluation					 
BoardSavvy CEO				 	

# Board Meetings

	<div>LEVEL 1</div>	<div>LEVEL 2</div>	<div>LEVEL 3</div>	<div>LEVEL 4</div>	<div>LEVEL 5</div>
Yearly Meeting Plan	CEO			BOARD	
Board Meeting Agenda					BOARD CEO
Board Meeting Materials					BOARD CEO
Board Meeting Content	CEO			BOARD	
Board Meeting Facilitation					BOARD CEO
Board Meeting Minutes					BOARD CEO
Board Meeting Evaluation	BOARD CEO				
Open Meeting Law Compliance	BOARD CEO				

## Board Structure

	LEVEL 1	LEVEL 2	LEVEL 3	LEVEL 4	LEVEL 5
Bylaws		BOARD			CEO
Job Descriptions	BOARD			CEO	
Officers		BOARD			CEO
Committees			BOARD	CEO	

## Board Composition

	LEVEL 1	LEVEL 2	LEVEL 3	LEVEL 4	LEVEL 5
Board Size	BOARD CEO				
Previous Governance Experience	BOARD				CEO
Skills and Expertise		BOARD			CEO
Diversity	CEO			BOARD	
Level of Objectivity					BOARD CEO

## Board Recruitment

	<div>LEVEL 1</div>	<div>LEVEL 2</div>	<div>LEVEL 3</div>	<div>LEVEL 4</div>	<div>LEVEL 5</div>
Recruitment Plan	<div>BOARD</div> <div>CEO</div>				
Recruitment Process	<div>CEO</div>	<div>BOARD</div>			
Board Recruitment Pipeline	<div>CEO</div>	<div>BOARD</div>			
Role of the CEO in Board Recruitment	<div>BOARD</div> <div>CEO</div>				
Orientation	<div>CEO</div>			<div>BOARD</div>	

## Board Goals & Accountability

	<div>LEVEL 1</div>	<div>LEVEL 2</div>	<div>LEVEL 3</div>	<div>LEVEL 4</div>	<div>LEVEL 5</div>
Board Goals	<div>CEO</div>	<div>BOARD</div>			
Accountability	<div>BOARD</div> <div>CEO</div>				

# Finance

	<div>LEVEL 1</div>	<div>LEVEL 2</div>	<div>LEVEL 3</div>	<div>LEVEL 4</div>	<div>LEVEL 5</div>
Financial Oversight					<div>BOARD</div> <div>CEO</div>
Financial Policies and Procedures	<div>BOARD</div> <div>CEO</div>				
Financial Controls	<div>BOARD</div>				<div>CEO</div>
Financial Reports			<div>BOARD</div> <div>CEO</div>		
Developing Realistic Budgets				<div>BOARD</div>	<div>CEO</div>
Board Education	<div>BOARD</div>	<div>CEO</div>			
Annual Audit/990	<div>BOARD</div>				<div>CEO</div>
Financial Compliance	<div>BOARD</div> <div>CEO</div>				
Support of the CEO	<div>BOARD</div>				<div>CEO</div>

## Development

	<div>LEVEL 1</div>	<div>LEVEL 2</div>	<div>LEVEL 3</div>	<div>LEVEL 4</div>	<div>LEVEL 5</div>
Philosophical Alignment	<div>BOARD</div> <div>CEO</div>				
Strategic Fund Development Plan	<div>BOARD</div> <div>CEO</div>				
Accountability	<div>BOARD</div> <div>CEO</div>				
Board Training	<div>BOARD</div> <div>CEO</div>				

## Academic Oversight

	<div>LEVEL 1</div>	<div>LEVEL 2</div>	<div>LEVEL 3</div>	<div>LEVEL 4</div>	<div>LEVEL 5</div>
Clarity of Vision	<div>CEO</div>				<div>BOARD</div>
Roadmap		<div>CEO</div>			<div>BOARD</div>
Charter Obligations	<div>CEO</div>		<div>BOARD</div>		
Standardized Testing				<div>BOARD</div>	<div>CEO</div>
Comparative Data				<div>BOARD</div> <div>CEO</div>	



Board Education	<div>BOARD</div> <div>CEO</div>				
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# CEO Support & Evaluation

	<div>LEVEL1</div>	<div>LEVEL2</div>	<div>LEVEL3</div>	<div>LEVEL4</div>	<div>LEVEL5</div>
Governance/Management				<div>BOARD</div>	<div>CEO</div>
Partnership with CEO					<div>BOARD</div> <div>CEO</div>
CEO Evaluation					<div>BOARD</div> <div>CEO</div>
CEO Support					<div>BOARD</div> <div>CEO</div>

# BoardSavvy CEO

	LEVEL 1	LEVEL 2	LEVEL 3	LEVEL 4	LEVEL 5
Governance Knowledge		CEO	BOARD		
Governance Prioritized			BOARD		CEO
Board Education		CEO			BOARD
Setting Strategic Direction					BOARD CEO
Communication				CEO	BOARD
Succession Planning	BOARD CEO				

Generated on Aug 9, 2019 at 10:49 AM PDT by Caitrin Wright

# Coversheet

## 2019-20 Potential Board and Governance Committee Goals

<b>Section:</b>	II. Topical Items
<b>Item:</b>	B. 2019-20 Potential Board and Governance Committee Goals
<b>Purpose:</b>	Discuss
<b>Submitted by:</b>	
<b>Related Material:</b>	NS Board Goals Draft 08_15_2019.pdf

# Discussing Navigator Board's 2019-2020 Goals

Governance Committee  
August 2019

# Process for developing 2019-2020 board goals

June

- Governance committee launches self-assessment and goal-setting process
- Board takes self-assessment after board meeting as input into our understanding of where we are as a board
  - *See PDF of board on track assessment results*
- Board reviews and approves organizational priorities

July

Governance committee meeting (timing TBD). Discussion topics:

- Results of board assessment(to be scheduled)
- Draft board goals given board assessment input, Kevin's input and the organization-wide priorities and CEO's development priorities
- Begin to discuss what the related governance committee goals might be. Gov committee goals an example for other committee goals in future years

August

Governance meeting (8/15). Discussion topics:

- Draft board goals – discussion and recommendation to Board

Board meeting (August 18<sup>th</sup>)

- Governance committee recommends board goals in August
- Potential for conversation and not approval, then come back in Oct.

# Draft 2019-20 Board Goals

- Grow the board to ten and replace departing members; with focus on competencies needed and succession planning for officer roles
- Launch the academic committee officially
  - Add at least one non-board member to the committee
  - Develop a board leader for the committee
- Develop and execute a more comprehensive board orientation and ongoing training approach
- Agree on the board's role in development and external affairs with the launch of the new approach planned for the 2020-21 year

# Draft 2019-20 Board Goals and Measures

- Grow the board to ten and replace departing members; with focus on competencies needed and succession planning for officer roles
  - # of members = 10
  - Education/CEO experience, Finance, facilities
- 
- Launch the academic committee officially
    - Add at least one non-board member to the committee
    - Develop a board leader for the committee
  - 4 mtngs in 2019-2020 year
  - 1 non-board member
  - 1 board lead
- 
- Develop and execute a more comprehensive board orientation and ongoing training approach
- 
- Agree on the board's role in development and external affairs with the launch of the new approach planned for the 2020-21 year
  - Expectations of board members' captured and agreed to (ratified by board?)



# Appendix

# Reminder: draft 2018-19 Board Goals

- Grow to a board of nine members; with focus on representation in new geographies and competencies needed
- Develop and maintain four fully-functioning committees: Finance, Governance, CEO Support and Evaluation, Academics
  - Add at least one non-board member to appropriate committees to strengthen committee structure and develop an expanded pool for new board members
  - Develop a task force to support facilities specifically
- Evolve our governance approach to ensure governing not managing (e.g. ensure the systems, structures and evolve to support this - strong dashboard, right questions posed to board)
- Other?

# Draft 2018-19 Board Goals and Measures

- Grow to a board of nine members; with focus on representation in new geographies and competencies needed
  - # of members = 9
  - Competencies/geographies covered
- 
- Develop and maintain four fully-functioning committees: Finance, Governance, CEO Support and Evaluation, Academics
    - Add at least one non-board member to appropriate committees to strengthen committee structure and develop an expanded pool for new board members
    - Develop a task force to support facilities specifically
  - # of committees as of 6/2019
  - Frequency of meetings
  - Composition of committees
- 
- Evolve our governance approach to ensure governing not managing (e.g. ensure the systems, structures and evolve to support this - strong dashboard, right questions posed to board)
  - Dashboard in place that the board frequently refers to
  - Survey measure of board meeting effectiveness
- 
- Other?

# Coversheet

## Recommendations for Board Officers

<b>Section:</b>	II. Topical Items
<b>Item:</b>	D. Recommendations for Board Officers
<b>Purpose:</b>	Discuss
<b>Submitted by:</b>	
<b>Related Material:</b>	BR 2019_01 Resolution Draft.pdf

## BOARD RESOLUTION 2019-01

August 20, 2019

### APPOINTING OFFICERS

A RESOLUTION OF THE BOARD OF DIRECTORS of Navigator Schools regarding the appointment of board officers:

WHEREAS the Navigator Schools Board of Directors Bylaws call for annual election of Board Officers, and

WHEREAS the Governance Committee discussed and recommended a slate of Board Officers for service for the 2019-20 school year,

RESOLVED, that the following persons are elected to the office indicated next to their names to serve until their successor shall be duly elected, unless he or she resigns, is removed from office or is otherwise disqualified from serving as an officer of this corporation, to take their respective office immediately upon such appointment:

Office	Name	Office	Name
Chair		Secretary	
Vice Chair		Treasurer	

The officers of this corporation are authorized to perform the acts to carry out this resolution. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Board of Directors of Navigator Schools at its regular meeting held on August 20, 2019 at Gilroy Prep School in Gilroy, California.

\_\_\_\_\_  
 Caitrin Wright  
 Board Chair  
 Navigator Schools, a California Nonprofit Public Benefit Corporation

The Secretary of the Corporation certifies that the above is true and copy of the resolution that was duly adopted at the dated meeting of the board of directors.

\_\_\_\_\_  
 Signature of Secretary

\_\_\_\_\_  
 Date

\_\_\_\_\_  
 Printed name of Secretary