

New Schools for New Orleans
Board Training

**Making the Transition:
From a Founding Board to an Effective
Governing Board of Trustees**

Part #1

**Wednesday, April 11, 2007
5:00 – 8:00 pm**

Presenter:
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AGENDA

Making the Transition: From a Founding Board to a Sustainable Governing Board

Founding Board v. Governing Board

- What's the difference? How and when do we transition?

Overview

- Top Characteristics of a Highly Effective Charter School Board
- Top Ten Mistakes of Charter School Founding Boards
- Roles and Responsibilities of a Charter School Board
- What is the school leader's role?

Getting the Right Structures

- How big should your board be?
- What officers do you need?
- What committees should you have?
- A word about charter school bylaws
- What about advisories?

Getting the Right People on the Bus

- Who makes an ideal board member?
- How much time should a board member be giving per month?
- How quickly should we add new members?

Board Focus

- What should we be focusing on between now and the doors opening?
- What's the essential check list?



Top 10 Characteristics of a Highly Effective[©] Charter School Governing Board

1. Passionate, unwavering belief in the charter school's mission and core values.
2. Clarity of collective vision – where the school is and where it wants to be in the future.
3. A firm understanding of the charter promises and a clear, consistent way to measure them.
4. Clarity of roles and responsibilities
 - a. Role of the full board
 - b. Role of individual board members
 - c. Role of committees
 - d. Role of the School Leader
5. Demonstration of a clear understanding of the difference between governance and management.
6. Focused on results
7. The right structure
 - a. Board size
 - b. Composition
 - c. Committee structure
 - d. Officers
8. Board meetings – focused on strategic questions not just reporting
9. A School Leader who assists in the creation of effective governance
10. A strong partnership between the board and the School Leader that is built on mutual trust and respect.



The Top Ten Mistakes of Charter School Founding Boards

1. Original Board Composition

- Very often the initial composition of the board that is created for the charter application is flawed.
- More often than not these initial boards:
 - Lack a level of objectivity, by being close personal friends and colleagues of the lead founder.
 - Are comprised of board members who were placed on the board to “lend their names and credibility” and generally are not prepared to carry out the hard work of governing a start-up charter school.
 - Were unclear about the time commitment needed to govern a start-up charter school.
 - Are lacking the right mix of skill sets and tangible ties to the community.

2. Board size

- Many founding boards are too small, generally 5-7 people.
- A high functioning charter school board needs to be larger, I recommend 11-15 people in order to have public credibility, the right mix of skills, and enough people to have functioning committees capable of accomplishing significant work in between meetings.
- It is a natural tendency to want to start with a small, tightly-knit and tightly-controlled group, but there is so much work to do in the early years that a board of 5-7 is a mistake.

3. Lack of functioning committees

- One of the key transitions that needs to take place as the board moves from a founding board to a sustainable governing board is having functioning committees. In the founding phase it is often necessary to do most of the work as a committee of the whole. But by the end of the first year of operations it is imperative that functioning committees emerge to tackle strategic issues in greater depth, and with specific expertise, than the full board will have time for.

4. Lack of previous governance experience

- Many founding boards run into problems because they do not have enough board members with previous governance experience and because their school leader has no previous governance experience.
- In addition, the school leader needs to have the time and the desire to assist in creating effective governance.

5. Being too dependent on a lead founder

- The founding of most charter schools is led by one dynamic individual. Sometimes this person is the chair of the board, but more often than not they become the Executive Director or Head of School.
- The board needs to transition to taking the lead in partnership with this leader and to ensure that they are not just being led by, or solely reacting to the direction of this leader.

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6. Having difficulty adding non-founders to the board

- It takes a tremendous effort to create a charter application and to get chartered
- Many founding board members put in an incredible amount of time to make the chartering happen and in the process create an expectation of such a significant time commitment that it becomes impossible to find non-founders willing to join the board
- Sometimes the founding board is such a tight knit group that it is hard for new board members to fit in and find ways to contribute.

7. Not understanding the charter

- Too often the charter is the vision of one lead founder and the rest of the board understands only the biggest brush strokes of the charter.
- Every board member needs to understand the charter promises, the methods proposed to deliver the promises, and have a clear sense of how these promises will be measured.

8. Not having a clear plan to conduct oversight of the academic program

- An effective charter school board is not comprised primarily of educators; it should have a few people with broad educational management experience, but needs to primarily have the skills that the school staff will never have.
- Although most of the board members are non educators, they need to fully understand the academic plan and partner with the school leader to develop a clear and consistent way to measure academic performance.

9. Underestimating the amount of fundraising that needs to happen and the board's role in fundraising

- Most urban charter schools need to raise a significant amount of private funds to augment the school's per pupil funds. Fundraising supports facility acquisition and renovation, after school programming, tutorials, and summer programs –all the “value-added” services needed to take students performing significantly below grade level to a point where they are at or above grade level.

10. Lack of urgency

- “We’re just a start-up”, “It’s only the first year”, “It’s only the second year”, are common refrains used by charter school founding boards. Although it is true that the board and senior management need to give time for things to gel, it is important for founding boards to know that experience tells us if a charter school is not excelling by its third year, it probably won’t get there. You only have one chance to form a strong culture of accountability and academic success. It is important to be relentless from the get go! Learn from the most successful schools that have gone before you.



Expectations of a charter school board member

1. Governor

Fulfilling governance functions

2. Ambassador

Reaching out to the community

3. Sponsor

Giving time and money

4. Consultant

Using skills and expertise on behalf of the organization



Governance Defined:

A Board is an organized group of volunteers who, collectively, are legally and morally accountable to the community for the health, vitality and effectiveness of the organization. As representatives of the public, the Board of Trustees is the primary force pressing the organization to the realization of its opportunities for service and the fulfillment of its obligations to all its constituencies.

The general term used to describe the role of the Board of Trustees is “governance”. The governance function encompasses legal responsibilities, general oversight, planning and policy-making, and fiduciary requirements.

The Board only has authority as a group. By its very nature, a board is a collective and its authority is a group function. No single individual within the board has authority for the board itself.

Ten Basic Responsibilities of a Nonprofit Board¹

1. Determine the organization’s mission and purpose
2. Select the Chief Executive
3. Support the Chief Executive and Assess His or Her Performance
4. Ensure Effective Organizational Planning
5. Ensure Adequate Resources
6. Manage Resources Effectively
7. Determine, Monitor, and Strengthen the Organization’s Programs and Services
8. Enhance the Organization’s Public Standing
9. Ensure Legal and Ethical Integrity and Maintain Accountability
10. Recruit and Orient New Board members and Assess Board Performance

¹ Board Source, formerly the National Center for Nonprofit Boards.

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SAMPLE

The ABC Charter School Board of Trustees Job Description[©]

General Responsibilities:

Responsible for ensuring that the academic program of ABC Charter School (ABC) is successful, that the school's program and operation are faithful to the terms of its charter, and that the school is a viable organization.

Specific Responsibilities:

1. Determine the mission and purpose of ABC and keep it clearly in focus².
 - Create and periodically review the mission statement which:
 - a. Serves as a guide to organizational planning, board and staff decision-making, volunteer initiatives, and setting priorities among competing demands for scarce resources.
 - b. 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 Executive Director
 - Reach consensus on the Executive Director'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 Executive Director
 - Provide frequent and constructive feedback.
 - Assist when board members overstep prerogatives or misunderstand their roles.
 - Compliment for exceptional accomplishments.
 - Provide for an annual written performance review with a process agreed upon with the Executive Director well in advance.
4. Ensure effective organizational planning
 - Approve an annual organizational plan that includes concrete, measurable goals consistent with the charter.

² Note the 10 titles in this description come from the BoardSource “Top Ten Responsibilities of a Nonprofit Board and have been adapted to the charter school context. Thanks to the Hill View Montessori Charter School of Haverhill Massachusetts for their model.



5. Ensure adequate resources
 - Approve fundraising targets and goals.
 - Assist in carrying out development plan.
 - Make an annual gift at a level that is personally meaningful.
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 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 school.
 - 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 school's board members and staff.
 - Develop and maintain adequate personnel policies and procedures (including grievance mechanisms).
 - Adhere to the provisions of the school's bylaws and articles of incorporation.
 - Adhere to local, state and federal laws and regulations that apply to the school.
 - 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.



SAMPLE
ABC Charter School 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 school. 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 s/he 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. Regularly attend 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. Keep informed about the school and its issues by reviewing materials, participating in discussions, and asking strategic questions.
6. Actively participate in one or more fundraising event(s) annually.
7. Use personal and professional contacts and expertise for the benefit of ABC.
8. Serve as a committee or task force chair or member.
9. Give an annual financial contribution and support capital campaigns at a level that is personally meaningful.
10. 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.



Board Structure

Board Size

Board Composition

- Skills
- Qualities
- Diversity
- Term Limits

Officers

- Term Limits

Committees

- Which committees
- Composition



Charter School Bylaws

What are bylaws?

- Bylaws provide the framework for effective governance.
- They outline general guidelines for the way the board operates.
- They are not intended to delineate operating procedures, and should provide big picture guidance around the structure and procedures of the board.

Why are bylaws important?

“Bylaws are significant written rules by which an organization is governed...they are frequently neglected or even disregarded as a tool for governance. For many reasons, however, nonprofit organizations should pay more careful attention to their bylaws. For example, an unnecessarily large and unwieldy board of directors can impair an organization’s ability to make decisions and meet new challenges, while an entrenched group of long-time board members might prevent a nonprofit from adapting to change. With bylaws, an organization can specify the number of directors and limit their terms on the board.

Bylaws take on added importance during governance disputes centering on the way an organization is carrying out its mission. These disputes can take many forms: a board member who is voted out of office seeks reinstatement, a dissident group within the organization attempts to gain control of the board, or a faction mounts a legal challenge to a board decision. In these difficult situations, carefully crafted bylaws and adherence to them can help ensure the fairness of board decisions and provide protection against legal challenges.”⁴

How do bylaws fit into the hierarchy of legal authority?

The hierarchy can be described in the following way:

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 board of the charter school
5. Other one-time, short-term board policies
6. Administrative policies

⁴ The Nonprofit Board’s Guide to Bylaws by Kim Arthur Zetlin and Susan Dorn, publication of Board Source.



How do effective charter schools use bylaws?

You will find in your travels that many charter schools throw their bylaws together at the last minute as a required attachment for their charter application. Often bylaws are created by a lawyer on the board or an outside lawyer on a pro bono basis with very little input from the full board.

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 and need to be standing committees versus which can be task forces, what will you do with 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.

How often should a 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 will be important to revisit the bylaws occasionally (probably after the first operating year of the school) and then at the end of the first charter or five years to make sure they are still relevant. This is particularly true in a start-up charter school experience. Remember you probably need to live with them for a while to see if they are working or to identify which sections need to be revised.



The bylaws check list

Your bylaws should include the following:

Item	Notes
General	
Number of trustees	Should be odd numbers and a range not a specific number, example 9-11 Two things to consider when determining minimum size: 1) what the quorum will be –smallest number to have a vote / what is legitimate and 2) what committees and task forces you will need, each committee should be chaired by a board member and ideally have 1-2 other board members on it and non board members as well
Qualities and qualifications	You can give a general answer and say that more specifics can be found in the trustee job description
Selection process	You can give a general answer and say that more specifics can be found in the trustee nominating policy
Procedures for filling vacancies	
Guidelines for trustee removal and resignation	
Term limits	I recommend three-year terms, renewable once and then people have to take a minimum of one year off the board. Also your first group of trustees should have staggered terms.
Fees and compensation	No one should be compensated.
Officers	
Number and titles of officers	Chair, Vice-Chair, Treasurer, Clerk/Secretary
Officer selection process	
Job description for officers	Can be listed in a policy and just mentioned in the bylaws
Procedures for filling vacancies	
Term limits	I recommend one-year terms renewable up to three times
Meetings	
Location	
Number of meetings	You should be having monthly board meetings or at least a minimum of 10 meetings a year
Annual meeting	This meeting is the traditional time when you would elect officers and add new board members (although you can add board members at any time throughout the year). Don't do this in the fall – that's too busy, try for spring – that way new board members and officers can be up to speed and contributing by the time the school year begins.
Quorum	This is the minimum number of people you need to have



	a vote, I recommend keeping it at a simple majority
Voting rules	
Meeting format	
Compliance with open meeting law	
Staff	
Relationship to staff	
Committees	
Number and purpose of committees	Have as few standing committees as possible, I recommend Governance, Finance and Development – maybe student achievement or school performance
Job description for committees	Again could be listed in a policy except the standing committees
Procedure for creating a committee or task force	Again could be a policy
Who can serve on committees	Make sure to say that every committee has to be chaired by a board member, but that committees can also have non board members on them
Miscellaneous	
Fiscal year	
Rules of order	
Amendments	



National Association of Independent Schools Design of the Partnership⁵

Policies	Time and Attention Graph
<p><i>Strategies</i> Mission Survival Leadership Major</p>	<p>Board Decision's</p> <p style="text-align: right;">Head's Advice</p>
<p><i>Partnership</i> Authorizations Finance policies Enrollment Employment terms</p>	<p>Shared Decision: Board and Head</p>
<p><i>Operational</i> Staffing Program Systems</p>	<p>Board's Advice</p> <p>Head's Decision</p>

Above the diagonal line = allocation of board's time
Below the diagonal line = allocation of head's time

⁵ From the excellent resource, *Trustee Handbook A Guide to Effective Governance for Independent School Boards*, by Mary Hundley DeKuyper, National Association of Independent Schools, 1998, p.53.



Suggested Board Level Tasks to Accomplish April 2007 – School Opening? December 2007?

Board Structure

- ❑ Finalize by-laws. Make sure the entire board has a copy and that critical issues have been discussed and agreed upon by the full board.
- ❑ Create a job description for the full board. Have the board adopt this as policy.⁶
- ❑ Create a job description for individual board members. Have the board adopt this as policy.⁷
- ❑ Create a policy for developing the optimal board.⁸
- ❑ Create a job description for each of the officers. Have the board adopt this as policy.⁹
- ❑ Elect officers.
- ❑ Create initial staggered board terms.
- ❑ Create a job description for each committee chair and each committee. Have the board adopt this as policy.¹⁰
- ❑ Create standard operating procedures for committees.¹¹
- ❑ Create a written document that defines the relationship between the school leader and the board.¹²
- ❑ Have a healthy discussion about this relationship.
- ❑ Create standards of conduct for board members.¹³
- ❑ Create a board member handbook with relevant information and policies.¹⁴

Board Expansion

- ❑ Determine how many people you will add over what period of time.
- ❑ Identify skills, diversity and qualities needed.
- ❑ How will you orient new members and blend founders with the new?
- ❑ How will you determine who will rotate off before the school opens?

⁶ Sample included in this packet.

⁷ Sample included in this packet.

⁸ Trustees Guide p. 54-56.

⁹ On-line Trustee Guide Resources www.buildingexcellentschools.org resources→web links→ online trustees guide resources.

¹⁰ On-line Trustee Guide Resources.

¹¹ Trustees Guide p. 67-68.

¹² A great way to start these conversations is to create charts that spell out who does what. See samples in the Trustees Guide p. 59-60 and 71 and also online trustee guide resources “Board & Staff Roles Worksheet”.

¹³ Purchase the Board Development Planner from www.BoardSource.org and see samples on the CD that is included.

¹⁴ Purchase the Board Development Planner from www.BoardSource.org and see samples on the CD that is included. Also sample in online trustees guide resources.

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Board Meetings

- ❑ Pick a set day and time to consistently hold meetings.
- ❑ Print a schedule.
- ❑ Follow the postings for the Open Meeting Law.
- ❑ Develop an agenda format.¹⁵
- ❑ Develop a consistent format for board meeting packets (that go out prior to board meetings).
- ❑ Start making your meetings more “formal”. Get in practice prior to having members from the public in attendance.
- ❑ Have observers attend meetings to give you feedback about process, facilitation etc.
- ❑ Develop a checklist/evaluation tool that a board member could use to evaluate the effectiveness of each board meeting. Conduct a quick debrief using the checklist at the end of each meeting.¹⁶
- ❑ Start creating formal meeting minutes.¹⁷
- ❑ Create mechanisms to keep track of attendance at all committee meetings and board meetings.
- ❑ Develop a board calendar and start to list the critical tasks that need to happen at each board meeting.

Policies

- ❑ As a group have a discussion about policies. When do you need one? Who decides?¹⁸
- ❑ Create a mechanism (binder) for keeping track of all official policies.
- ❑ Create a comprehensive list of all the policies that need to be created before the school opening.¹⁹
- ❑ Draft a task plan for getting this accomplished.
- ❑ Create time to have a philosophical conversation about the board’s role in personnel policy.²⁰
- ❑ Create time to have a philosophical conversation about the board’s role on financial policy.²¹
- ❑ Some sample policies to get going on:
 - Media spokesperson policy
 - Board meeting attendance policy
 - Nominating policy

¹⁵ Trustees Guide, p.81-83.

¹⁶ Trustees Guide, p. 88.

¹⁷ Trustees Guide, p. 46.

¹⁸ Trustees Guide, p. 32-36, and online Trustees Guide resources—Defining Policy, worksheet to Develop Policy, Policy Checklist.

¹⁹ Purchase the Board Source Policy Sampler and cd-rom.

²⁰ Trustees Guide, p. 37-38.

²¹ Trustees Guide, p. 72-74.



- Nepotism policy
- Grievance policy
- Public participation at board meetings

Hiring the School Leader

- Create a job description for the school leader.
- Determine performance benchmarks / measures for the school leader.
- Create a clear process for evaluating the school leader.
- Set a salary range based on industry standards.
- Create a written contract.
- Hire the school leader.

Organizing to do the work

- Have a planning retreat to break down all the tasks that need to get done prior to the school opening. Clearly delineate what should be done by the board as a whole, by individual board members, by committees, and by staff.
- Substantive work should be happening both at board meetings and in between meetings. Map out how this is going to happen.
- There should be detailed board level plans for:
 - Facilities
 - Fundraising
 - Financial Management
 - Trustee recruitment and development
 - Personnel

Board Development/Education

- Create a board development plan to include orientation of new members, retreats, workshops etc.



Resources

Creating an Effective Charter School Governing Board Guidebook

www.uscharterschools.org/gb/governance/contents.htm

An extensive compendium with lots of tools, samples, and tips.

Charter Schools Trustees Guide, by Marci Cornell-Feist

www.buildingexcellentschools.org

A guidebook designed specifically for charter school board members in a Q&A format, contains tools, and sample documents. Only the tools are available on-line, the guidebook itself is available in hard copy.

The Board Café

www.boardcafe.org

A free, monthly electronic newsletter, short enough to read over a cup of coffee, the *Board Café* offers a menu of ideas, opinions, news, and resources to help board members give and get the most out of board service.

Board Source

www.boardsource.org

Formerly the National Center for Nonprofit Boards. The best source for national standards of effective governance.

Help4NonProfits

www.help4nonprofits.com

Excellent nonprofit library with very user-friendly articles.

Improving School Board Decision-Making: The Data Connection

<http://cmucso.org/boards/ImprovingSchoolBoardDecisionMakingTheDataConnection.pdf>

Written for traditional school boards, but very applicable to the charter school governing board context. Great examples of how boards should use data in making decisions.

The Board-Savvy CEO: How to Build a Strong, Positive Relationship with Your Board

By: Doug Eadie, Available from BoardSource. Excellent resource!

The Strategic Board: The step-by-step guide to high impact governance

by Mark Light, John Wiley & Sons, 200

