

## ISCA Online Forum

### Monthly Contributions from Cathy Trower, Ph. D.

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## November 2021

### Member Query:

1. Is the board's 'committee on trustees' or 'Governance committee' the best committee to identify and plan for the board's professional development needs? Should this committee also be recommending board/committee structure or does that come from board leadership - Chair with HOS, Exec Comm?

### Reply from Cathy Trower:

If you have a high functioning Governance Committee (with work that goes beyond nominating), then absolutely; it's a great place for thinking through the board's education and development needs. Some boards call this committee "Governance and Board Development."

Oftentimes, yes, this committee is also the place for discussions about board/committee structure including thinking through committee leadership, charters, and composition. This committee should periodically revisit the structure to ensure that the board is driving the work of the committees (not vice versa), that the right committees are in place doing important work, that the committee structure is well-aligned with strategic imperative, and that task forces and ad hoc groups are formed as needed. Importantly, this committee does its work in collaboration with the Head of School and the Board Chair.

### Member Query:

2. How does the committee best assess and plan for the board's professional development needs?

### Reply from Cathy Trower:

One way is to ask the Head of School what they see in terms of the board's professional development needs. That person is well-positioned to see what's ahead, important trends affecting the school, and knows the board's strengths and areas for improvement.

Another way is to start with that list of topics the Head sees as important and poll the board members to get a sense of their knowledge level on those topics (a simple 1 to 5 scale where 1 = "I don't know about that at all" to 5 = "I'm confident of my knowledge in this area works well"). Assuming people are honest, you will easily see the knowledge gaps. And, if you get some 5's on some topics, you might have some people in a position to help craft those development / education sessions, or work with outside experts in designing educational sessions.

I worked with a school a few years ago on this and we used items under these broad themes:

- DEI & J
- Education
- Ethics curriculum
- STEM
- Social media

- International programming
- Student behavior and student life
- School finance and business model
- Real estate/ school footprint
- Sustainability
- Community engagement
- Administration-Faculty relations
- Communications

**October 2021**

**Member Query:**

As a brand new Chair & relatively new trustee (in my 3rd year), I'm still striving to get my head around who owns which school policies. Some are clear: Investment policy & capital expenditure policy belong to the board. It's less clear where responsibility lies for things like anti-bullying policy or student conduct & discipline policy. My hunch is that these are administrative policies that the board can endorse. But they seem to fall within the purview of running the school. Some do bump into law, as well. Is there a meaningful distinction between board policy and board-approved policy?

**Reply from Cathy Trower:**

This is a great question as it does indeed bump up against what so many boards and trustees wonder about: What is clearly the Head/administration domain: What clearly the Board's domain; and What is the shared space. The NAIS diagonal line (that is ubiquitous) places "Policies" in the Board Decision / Head's Advice (top box) space. But it does not specify which policies that means. All? Or only some? And how would you know? I also like the question posed above around "board policy" and "board-approved" policy.

My best advice for you as a new chair is to speak with you Head about this topic and, if they agree, spend some time at an upcoming Board meeting discussing the finer lines. My personal views (based on a lot of experience and seeing what works well at schools) are these:

1. Policies that are clearly Board are about key areas of Board oversight (as you state – investment and capital expenditures – and I would add endowment draw; conflict of interest; budget; Head compensation; audit; whistle blower; Head succession plan; risk mitigation). NOTE: Some put cyber-security here with the Board; the Board should ensure that there are provisions in place to deal with such matters.
2. Policies for the Board and Head to work out together: compensation philosophy; execution of contracts including amount below which the Head does not need to seek Board approval; enrollment philosophy including financial aid and admissions priorities; tuition remission for employees; employment contracts to limit the school's liability; staff talent management; vendor contracts).
3. Policies for the Head and their team: operational matters such as what you have above – anti-bullying; student conduct and discipline; family/student handbooks; student grading; graduation requirements; how offices of the school operate and reporting structure; admissions processes; employment/HR processes and handbooks; data management / information systems; School communications including crisis communications).

Many have asked about matters related to COVID (e.g., vaccinations, masks). Heads have seen this as within their domain and, indeed, in many cases had to act quickly. Some sought

advice from their Board Chair; others from their Executive Committee or Board officers. My advice to Heads – when in doubt, seek advice from Board leaders and legal counsel.

**August 2021**

**Member Query:**

When it comes to strategic decisions (branding, summer offerings, marketing strategies, etc ) do other Boards have an approval process or process map to understand who owns what work and which decisions need signoff from either the specific Board Committee, the full Board of Trustees, or both? If the decision is strategic in nature, can the administrator make the decision without Board approval or must the Board (or the Board committee) weigh in? Can the Head of School okay a strategic decision without Board sign-off?

**Reply from Cathy Trower:**

All organization run into these blurred governance lines, so you are not alone! And I think it's safe to say that things are getting blurrier as the issues we are facing are becoming increasingly politicized, charged with emotion, and potentially divisive.

As I look at your list of "strategic" decisions -- branding, summer offerings, marketing strategies -- I would place summer offerings and marketing strategies in the administration's domain (although brand and brand strategy would certainly warrant board dialogue and wisdom, depending on where the school is in its branding process, if rebranding, etc). Part of the issue is what one person sees as "strategic" might seem "operational" or "fiduciary" to another.

As I read this inquiry, I was reminded of an article my good colleague Richard Chait wrote for the Association of Governing Boards of Colleges and Universities / AGB's Trusteeship magazine (Vol 25, No 1, Jan-Feb 2017) called "Decisions. Decisions." Many of you may know that Dick is no stranger to independent school governance and you'll see it's an easy crosswalk with the concepts from colleges to schools.

Dick suggests having a small group of trustees and staff develop a "list of concrete, plausible situations that implicate decision rights— either hypotheticals developed locally or real-life incidents from peer institutions. (Avoid events that actually occurred...so as not to reopen the discussion.) The list should encompass the board's traditional spheres of responsibility, for example, academics, facilities, finances, and student life."

Then, convert the list into a survey to be completed by all trustees as well as senior staff who interact regularly with the board. (Each person should retain a copy of the completed survey for reference when the board and staff meet to discuss the results.) Responses should be anonymous except for a designation as either board member or staff. For each item, there are four choices (Dick had three; I've adapted his):

1. The decision should be made by the Head of School (or appropriate senior officer) with the board informed in a timely manner.
2. The decision should be made by the Head of School after discussion with the board (or appropriate committee of the board).

3. The decision should be made by the board after discussion with the Head of School.
4. Decided by the Administration without informing the board.

The responses are then tabulated "separately and together in order to enable intra-group and intergroup comparisons" and showing:

- Items with greatest agreement among all respondents.
- Items with least agreement among all respondents.
- Items with greatest disparity between board and staff member responses.
- Items with the least intra-group consensus.

Then, have a meeting to discuss what you see and ask trustees and staff to think about the primary reason they marked things as they did. This discussion is likely to surface all sorts of helpful ideas that will enable more consultation among appropriate parties (staff, board, committees, full board) and lead to better decisions.

Chait's article notes several decision criteria that are often applied - either explicitly or implicitly. They are:

1. Fiduciary responsibility. Does the decision invoke the board's fundamental fiduciary responsibilities, for example, on setting mission; approving strategy and policy; and ensuring quality, sustainability, and integrity?
2. Risk. Does the decision present substantial financial, reputational, or ethical risks or endanger safety?
3. Consistency. Does the decision represent a significant departure from established policy, strategy, or precedent?
4. Symbolism. Does the decision implicate core values that could be contravened?
5. Competence. Where does relevant expertise and comparative advantage reside to analyze and decide the issue?
6. Support. Would board actions legitimate the decision and thereby enhance prospects for a favorable outcome?
7. Morale. Would a decision by the board (versus management) signal lack of confidence and demoralize staff?

How enlightening, right? I have used this process with a number of organizations and all have found it enormously helpful. No doubt savvy heads know when and how to engage their boards but in this increasingly VUCA (volatile, uncertain, complex, ambiguous) world, a little time spent in this sort of activity will be well spent!

**May 2021**

**Member Query:**

How do you best handle parents requesting to attend board meetings?

*Unfortunately, there is no universal answer to the question of whether parents can attend board meetings. According to Caryn Pass, at Venable, LLP, it depends on the state statutes, your board's bylaws and whether your school is a membership or non-membership organization.*

*This is certainly not common practice but schools should know the legal parameters on this issue and consulting with your school's attorney would be advised.*

**Here are some thoughts that Cathy Trower has shared on this topic:**

- Best practices when it comes to school community communications with the board.

*There may be "best" practices out there somewhere, but I'm unaware of them. My advice is to think less about what others are doing in the form of communication and think more about what makes sense for your school, with its culture, in this climate. So many issues that come before boards nowadays are sensitive and politically and socially charged. There are no "best" or "right" approaches. My view is that trustees need to discuss matters as astute fiduciaries unhampered by the views of parents and other constituents who might want to hold sway or make demands or add pressure just by being in the room as trustees deliberate. This means that the board must be able to govern in private, sometimes in executive session.*

- Open public sessions of board meetings vs closed sessions.

*I am not a fan of public board meetings. Public governance is wrought with difficulty, as seen in the press with public board operating in sunshine states (numerous examples in higher education sector).*

- How do boards handle requests from the school community ( parents, faculty) to attend board meetings?

*I am not sure how boards handle requests from the school community to attend board meetings, but I imagine there are plenty of ideas among your listserv chairs that could be helpful. My view is that those requests should be respectfully denied and note that board meeting minutes or highlights may be posted after meetings (and in accordance with your school's bylaws and policies).*

- Suggestions on how the board can set up a process for the community to communicate with the board on appropriate topics.

*One idea would be to set up a task force or ad hoc working group comprised of a few trustees and staff members with expertise in communication to propose such a process for*

*consideration by the full board. The task force might also some parents who are not current trustees and a former trustee or two.*

*In all cases, the Head of School should be integrally involved.*

**April 2021**

**Member query:**

Can you describe when, if ever, it might be appropriate for a school to have their HOS serve as a voting member of their board? NAIS data show that approximately 20% of independent schools have their HOS as a voting board member, so they must have determined this as appropriate.

**Reply from Cathy Trower:**

I'm agnostic on the issue but I would say that the argument against is that voting board members should be "disinterested" (independent) and it would be very difficult to argue that the Head is. Boards need to make tough calls and having the Head vote could place that person in a difficult position vis-à-vis staff, teachers, parents, or some other group. This in no way negates that the board and head are partners in leadership, but it keeps the head out of the fray.

In California, however, a law was passed January 1, 2015, saying that ex-officio board members are legal fiduciaries, with vote, and should not be recused from discussions and votes, period. The California law states "A director of a nonprofit corporation has certain fiduciary duties and is responsible, along with all of the other directors, for the oversight and the ultimate success or failure of the corporation."

Beyond California, one could argue that the HOS should take a stand, and vote, on critical issues precisely because that person is in the hot seat and has much to lose if things do not go smoothly. One could also argue that the HOS is closer to the action on the ground and is actually most knowledgeable about the issues upon which the board must vote. Why would you relegate that person to a "second-class" position? The HOS certainly abides by the legal fiduciary responsibilities of care, loyalty, and obedience (along with all other trustees).

As this world becomes increasingly complex, and sometimes chaotic, I wonder if we won't see more independent school boards changing bylaws to give the Head a vote. When it comes down to it, it is difficult to imagine a board voting the opposite of what the HOS and their team is saying, and the direction leadership is going.

**Member Query:**

Can you explain from a governance perspective, why most corporate boards have their CEO as a voting member of their board and why non-profits do not have their Executive Director or HOS as a voting member of their board?

**Reply from Cathy Trower:**

Corporate boards are an entirely different beast with different rules and regulations. It wasn't that long ago that it was standard practice for the CEO to also be the Board Chair. Corporate boards are much smaller and often comprised of some people internal to the

organization (others in C-suite positions) and some independent (outside) directors. Corporations want their CEO to be fully responsible and accountable for corporate strategy—that person, after all, has to ensure buy-in throughout the company—which would be impossible if that person disagreed with a board decision. This is not to say that corporate boards should not have vigorous debate on both (and multiple) sides of an issue but in the end, all need to row in the same direction.

If a board—any board, corporate or nonprofit—determines that the leader is no longer the right person to take the organization into the future, they let the person go.

**March 2021**

**Member query:**

SITUATION: Our board has term limits: trustees may serve three 3-year terms, and there is an allowance for a 10th year for a sitting board chair. We also have a very deliberate board chair succession process, where the individual serves as an EVP for a year, board chair for three, and a final year for continuity. Finding someone willing to give 5 years is not easy, especially in the current environment. It is such a crucial role.

In the upcoming board chair transition, we are finding that the best trustee for the job, would require an extra 3-year term. They would be a BOT member then for 12 years, rather than 10 current allowed. This person would be unanimously well received by the board, management, and the community. We don't think this is unprecedented in our history but was curious if this sort of bylaw change is fairly typical?

QUESTION: If you have the right person for the job, do you allow for more flexibility in your bylaws to permit someone to serve in a leadership role and/or serve longer in that role?

**Reply from Cathy Trower:**

Yes, absolutely allow this. I do not recommend bylaws changes to accommodate one circumstance. But in this case, a couple of relatively simple changes could be made to allow greater flexibility for this crucial role, but not make it mandatory. You could, for example, add the word "typically" where you describe the terms and limits for the board chair as in, "The Board Chair 'typically' serves as EVP for one year, chair for three, and immediate past chair for one year." Assuming your three 3-year terms are described in the bylaws, you could then add something like: "Depending on when in their terms the Board Chair moves into the EVP position, doing so may extend the tenure beyond the typical 9 years, to accommodate a 10<sup>th</sup>, 11<sup>th</sup>, or 12<sup>th</sup> year of service with a limit of 12" in the Board Chair term description.

You want to avoid making special accommodations for one individual while allowing some flexibility for this situation and the possibility that it could arise again, without having it become the norm. Ideally, succession planning would consider when a trustee becomes EVP to allow five years and still be within the 9-year total expectation.

I have also seen language for the chair position that simply says, "In special circumstances (e.g., to accommodate a Head search; for a major campaign), the Board Chair position may be extended up to three additional years in one-year increments."

## February 2021

### **Member query:**

We are thinking of creating an advisory board to engage some of our larger donors and others in our region. What are some of the issues we need to think through?

### **Reply from Cathy Trower:**

Advisory boards to engage donors and others in your region can be a great idea.

While I am not a fundraising expert, here are some things to think through:

1. Write a purpose statement (description of this group's role, responsibilities, and activities). In that description, be sure to distinguish this "advisory" board from other groups – especially the Board of Trustees.
2. Specify meeting frequency, guidelines for membership (as well as for removal), and performance expectations—be clear about what you expect from members.
3. Consider the name carefully. You might want to call this group "Friends of SCHOOL NAME" rather than "Advisory Board."
4. Ensure effective leadership of this group. Whomever chairs the group should be experienced in fundraising and leadership.
5. Carefully consider the characteristics of group membership.
6. Think through how you will gauge the group's success. While you do not need to have strict performance criteria and formal measurement, you do want to ensure that the people who serve in this fashion feel valued and are not wasting their time.
7. Ensure that your bylaws refer to the role of advisory bodies, including this one.

**January 2021**

**Member query:**

What role, if any, should the Head of School have in partnership with the Board Chair or Committee on Trustees in the vetting, interviewing or selecting of potential trustees? What is best practices and good governance?

**Reply from Cathy Trower:**

My opinion is that the Head of School should actively engage with the Board Chair and, ideally, with the Committee on Trustees (or Governance Committee) in board member succession including cultivating, vetting, interviewing, and recommending potential trustees. Voting new trustees is a board decision; some Heads have vote and others do not.

Because the relationship between Head and Board (and all trustees) is so important to the Head's and school's success, I think it is essential that the Head get to know potential board members and that they get to know the Head. Importantly, the Head may very well be a great source of ideas about potential trustees and may have 'insider' information about a prospective trustee that others may not be privy to especially if the prospective trustee is a current parent, donor, or has some other existing relationship with the school. The Head may know of red flags or other history that could influence whether or not someone should be considered as a Trustee.

The Head's involvement with the Committee on Trustees or Governance Committee in discussing a matrix of competencies, skillsets, experiences, and backgrounds needed is also important and a good practice.

As long as there is committee oversight of trustee succession, there is no need for concern that a Head would "stack the deck" with their pals – something that used to happen frequently, but I just do not see much anymore. Most schools have gotten quite sophisticated with trustee succession and all for the better.

## December 2020

### Member query:

Can you provide guidance to Board Chairs on how to conduct appropriate succession planning for board officer positions?

### Reply from Cathy Trower:

My advice starts with the obvious – have a plan. This means being intentional and transparent. Do not leave board officer selection to chance. Boards do not leave Head succession to chance – why would they do that with their own leadership?

This is a good job for the Governance Committee (rather than the sitting Board Chair, although the current chair can and should be involved).

The plan should include:

- A written policy statement for officer (typically Board Chair, Vice Chair, Treasurer, and Secretary) selection. Although not officers, some boards also describe the Committee Chair role/duties.
- Officer terms (these are usually found in the bylaws). Officers typically serve one-year appointments and must be re-elected annually; sometimes the Chair is an exception and may serve a two-year or three-year term. Policy should state the number of times an officer may be re-elected (in other words, term limits). Policy may also allow for extenuating circumstances such as keeping officers (especially the chair) in place during Head transition or capital campaigns.
- Succession plan including timelines for each officer. The Governance Committee should have a “grid” that shows each key leadership position, who the current leader is, potential successors for the current leader, and the timeline of service. Some boards have committee vice chairs with the intent that the committee VC will succeed the Chair. The grid will readily show if there is no known successor for leadership positions.
- Formal process description (how the board goes about officer nomination and selection).
- Position descriptions (what each job entails including the number of hours involved). The number of hours required for the Chair position should be thoughtfully stated; too many boards underestimate the time involved and a chair can be appointed who finds they do not have the time needed. If that happens, things fall to the Head, the Vice Chair, or through the cracks and everyone ends up frustrated. These descriptions should be revisited regularly to ensure currency and updated as needed.
- Selection criteria (the competencies, qualities, characteristics, skillsets needed for the position).
- A process to evaluate board leaders. Assessment of the Chair, in particular, is essential to having strong governance. (See prior blog on that.) As much as I hate to say it, it is difficult

for governance / boards to rise above even a mediocre Board Chair, let alone a subpar one. Make Chair assessment a regular part of the board's business.

Two additional important points:

1. As for the Head of School, some boards include an emergency succession plan for the Board Chair position – typically, the Vice Chair steps in.
2. New board member recruitment should be done with leadership succession in mind. In other words, you should seek future leaders for critical board positions (officer and committee chairs); in fact, some boards only bring on new board members who have leadership qualities. This does not mean that every single recruit/new board member *will* take on a leadership role, but they *could*.

One final thought on this last point, be careful about making implicit assumptions about new board members wanting leadership posts. Not everyone will want to step up or have the time to do so. A good practice is for the Board Chair to speak with each board member privately, annually, to see how that person is experiencing their board and committee service, what they see as areas of strength and areas for improvement of the board, what they find fulfilling and frustrating, if they have interest in leadership positions, etc.

## November 2020

### Member query:

Our by-laws state that the Board Chair is not eligible to serve on the Governance Committee. Our new HOS and I (a new Board Chair) are confused about this. Is it best practice?

What is the role of the Board Chair and the Head of School on a Governance Committee/Committee on Trustees?

Are there any circumstances where their presence might inhibit good governance practices (i.e., board members expressing lack of confidence in the Board Chair)?

### Reply from Cathy Trower:

No, it is not “best practice” to disallow the Board Chair from serving on the Governance Committee/COT. To the contrary, I think it’s a good idea that the Chair attend Governance Committee/COT meetings (as with other committees), and to allow that person to be a voting member of the Governance Committee/COT, if that makes sense for your school (and if it is permitted in bylaws). So, to answer the first question, you might want to amend your bylaws on that clause, and also ensure that they are current and aligned with good practice on other matters (assuming, of course, that all is lawful in your state). Typically, the Governance Committee/COT, or a Bylaws Subcommittee, reviews the bylaws annually to keep them current.

It is also common practice for the Head of School to attend Governance Committee/COT meetings (as with other committees). The Head typically serves on the committee ex-officio and may or may not have a vote – again, it depends on bylaws provisions and state laws. The role of the HOS and Board Chair on the Governance Committee are the same as for other committees – they are actively engaged in dialogue on key issues under the purview of the committee. For Governance/COT, it’s difficult to imagine *not* wanting the Board Chair and HOS to be involved here because *all* Governance Committee/COT matters—composition, onboarding and orienting new board members, offboarding members, individual trustee performance, committee structure and leadership, officer selection and succession, ongoing board education, board assessment, board culture and dialogue, meeting effectiveness, etc.—affect the Head’s performance and the school’s success.

If necessary, as with any committee, the Governance Committee/COT can go into Executive Session without the HOS or staff liaison (often, the Director of Development).

So, that leaves us with the Board Chair. If the Board Chair is a member of the Governance Committee/COT, and the committee wishes to discuss the Chair’s performance, the Chair would be asked to recuse themselves, just as the HOS does when the Board (or Compensation Committee) wishes to discuss the Head’s performance. A good practice is to evaluate the Chair’s performance annually (or after each meeting). This way, all trustees have anonymous input regarding the Chair and the Chair gets needed feedback about what’s going well/less well, strengths/areas for improvement. [See June 2020 for more on Board Chair assessment.]



## October 2020

### Member query:

I am interested in understanding how schools define the role of Trustee Emeriti, including selection criteria, expectations/ responsibilities, giving, access to information, access to school leaders, meeting attendance, if any, and importantly what do schools view as the “value” of such a group?”

### Reply from Cathy Trower:

One of my favorite resources on this topics comes from the Association of Governing Boards of Colleges & Universities (AGB) in an article called, “What is the Role of a Trustee Emeritus?” *Trusteeship* (Vol 23, No 4, Jul-Aug 2015) by Tom Hyatt. It practically and succinctly answers several key questions relevant not just to higher education institutions but also to independent schools.

*Excerpts in italics--*

#### **Key Point:**

*Recognition of exemplary service through the award of an honorary title is a source of pride for all. But if not managed carefully, trustees emeriti can cause unwanted challenges for boards.*

#### **What is a trustee emeritus?**

*Trustee emeritus is an honorary title conveyed by a governing board upon a former trustee of an institution to recognize exemplary service. It usually signifies an ongoing relationship with the trustee, typically as an ambassador of the organization. Occasionally, the titles “Honorary Trustee” or “Life Trustee” are also used. Neither is recommended. An “Honorary” title is more appropriate for someone who was never a trustee but is an avid supporter, such as a prominent alumnus or public official. And as with extended family members stopping by for a visit, “Life” trustees can be hard to get rid of.*

#### **What permits a board to give this recognition?**

*The right to recognize and appoint a trustee emeritus may come from the bylaws, a board policy, or simply custom and practice. It is wise to have a formal bylaw provision or policy that establishes the parameters of this recognition to avoid any confusion with the rights and responsibilities of sitting board members.*

#### **Who should receive this honor?**

*This honorary title should be given to recognize exceptional service and achievement on behalf of the institution, not just for showing up. It should not be bestowed on every retiring trustee. Some boards may require a minimum term of service to be eligible for this recognition. Ideally, the determination to bestow this honor would be the subject of a full board discussion and vote. It may even give rise to champagne toasts and the presentation of a framed resolution in fine calligraphy. It should not just be delegated to the board chair or executive committee to decide. In addition, former trustees who are to be recognized in this fashion should be advised on the expectations of the governing board for their continuing, but honorary, role with the institution.*

#### **How are trustees emeriti different from current trustees?**

*Trustees emeriti do not have fiduciary responsibilities as do the current trustees. They are not obligated to attend meetings, do not count towards a quorum, and may be excluded from executive sessions of the board. They can act as representatives of the institution when desired by the board and can serve as a valuable source of wisdom and institutional memory.*

***Should trustees emeriti participate in board meetings? Do they have a vote?***

*Trustees emeriti should not have a vote. For starters, to do so would confuse the governance process. Giving such individuals a right to vote could cause them to have the same fiduciary responsibility as the other trustees, and thereby expose them to the same level of liability. However, because they are not full trustees, they may not be covered by the institution's directors and officers liability insurance or indemnification policy. Some universities and colleges may provide trustees emeriti with briefings, or even the same materials as current trustees receive, and the right to attend and participate in board meetings. However, this practice can lead to confusion of roles and board management issues and should be carefully considered.*

***How long should someone be treated as a trustee emeritus? Can the title be removed?***

*Trustees emeriti should serve at the pleasure of the board. The honorary title can be removed by the board at any time and for any reason, unless otherwise provided in the institution's bylaws or relevant policy. Another approach is to have terms for this position, which can be renewed, terminated, or allowed to expire by the board.*

My advice is to heed what Hyatt has laid out above. Schools and boards get into trouble with this when:

- Everyone automatically is named "Emeritus" when they leave their regular board service
- Emeritus trustees have a vote
- Emeritus trustees show up at every board and committee meeting and speak up – too often without sufficient information or understanding of the issues, or with a mindset wedded strictly (and nostalgically) to the past
- Expectations for this status are unclear (and not spelled out in bylaws); this means also restrictions on access to information and schools personnel

Some schools invite Emeritus trustees only to the annual meeting of the board and do not allow these trustees to serve on committees.

The value such trustees bring are numerous including:

- Providing philanthropy
- Providing connections and networks
- Being sources of wisdom
- Serving as ambassadors for the school
- Enhancing institutional memory

## **September 2020**

### **Member query:**

Should the Board Chair should be ex-officio on the Search Committee (committee doing a search for a new head of school)? Or is it ok for the Board Chair to be a full voting member of the Search Committee?

### **Reply from Cathy Trower:**

My view is that the Board Chair should be a full voting member of the Search Committee. Although I do not have empirical evidence to say whether my opinion is valid or not, I think it's fairly standard practice for the Board Chair to be on the Search Committee and, oftentimes, chair it. A good practice is to also have the incoming Board Chair (if an heir apparent is known) participate on the Search Committee as well. Why involve board leaders this way? Because the current chair and their successor will be working closely with the person you hire as Head of School. That partnership is pivotal to the school's success, so it should be established up front that board leaders are part of the search process and, therefore, integral in the selection of the next head.

**June 2020**

**Member query:**

What is the best process to receive feedback on the performance of the Board Chair? What are the best questions to be asked of the board and/or HOS?

**Reply from Cathy Trower:**

If I had to name a “best” process to receive feedback on the performance of the Board Chair, it would be anonymously through online surveys. How often is up to you. And there are numerous questions that can be asked. I toss out several ideas and questions below. In any case, the chair’s performance should certainly be evaluated and the chair should want/welcome that feedback.

At BoardSource, where I serve as chair, the board evaluates each meeting, as well as my performance at each meeting, anonymously via an online survey (1 for strongly disagree to 10 for strongly agree Likert scale), as follows:

*The board chair:*

- 1. Encourages board members to frame and discuss strategic questions.*
- 2. Facilitates engagement and participation from all board members.*
- 3. Ensures that we have clear resolution on board decisions..*
- 4. Helps us stay focused on board-level topics v. straying into operations.*

*What additional comments do you have for the chair?*

The results come to me and the CEO for discussion. I find the feedback enormously helpful.

Some boards evaluate the chair annually using a standard ‘strongly disagree-strongly agree’ Likert scale and such questions as:

- 1. The Board Chair runs meetings effectively.*
- 2. The Board Chair is skilled at drawing everyone out appropriately at meetings.*
- 3. The Board Chair encourages trustees to frame and discuss strategic issues.*
- 4. The Board Chair effectively balances listening (letting a board dialogue take its course) with moving the discussion forward.*
- 5. The Board Chair has a good working relationship with trustees and build trust.*
- 6. From what I can see, the Board Chair has a good working relationship with the Head of School.*
- 7. The Board Chair is skilled at bringing discussions to logical conclusions.*
- 8. The Board Chair is able to resolve conflict and create an atmosphere of understanding alternative points of view.*
- 9. The Board Chair effectively concludes meetings by summarizing what he heard and saying what’s next.*

*Please expand on any questions for which you answered disagree.*

*Please add any comments you think might be helpful to the Board Chair.*

Some boards evaluate the chair along dimensions that arose, or were most relevant, throughout the past year, such as:

1. *The Board Chair kept the Board focused on what mattered most throughout the crisis (e.g., COVID-19, racial tensions, social justice, etc.).*
2. *The Board Chair was an effective communicator throughout the crisis (as above).*
3. *The Board Chair partnered effectively with the Head of School.*
4. *The Board Chair worked effectively with important School constituents throughout the crisis (as above).*

Some boards evaluate the chair along with the full board periodically—say, every 2-3 years; however, I don't feel that is an effective process. Chairs should be evaluated at least as often as the Head (in my opinion) which is annually. I've seen too many boards/schools essentially held hostage by a longstanding not-so-great chair that no one can unseat because there are no terms or term limits for board members or officers or because there is no opportunity for the board to weigh in so no one confronts the mediocre or less than mediocre chair. That serves no one well. Besides, even good chairs can do better and great chairs always learn from feedback.

I also think it's a good practice for the Head to provide feedback to the Board Chair after each meeting. The Chair should ask the Head:

- *How do you think the meeting went?*
- *What did I do especially well? Where was my leadership / facilitation most helpful?*
- *Was there anything you wished I'd handled differently / anything I could have done better?*

In addition, there's a section in my book—*The Practitioner's Guide to Governance as Leadership*—where I cover the CEO-Chair relationship and questions they can ask each other about how things are going (see page 183)."

## May 2020

### **Member query:**

How should the Governance Committee and the Board of Trustees go about conducting the Head of School's annual performance review, analyzing compensation benchmarking data, and setting compensation this year? As you know, HOS goals agreed upon at the beginning of the year are not all attainable, the HOS has shifted priorities to respond to the impact of COVID-19, and comparative data on compensation in this kind of economic environment is not available. We are in uncharted territory.

### **Reply from Cathy Trower:**

One of the most important responsibilities of a governing board is to evaluate the Head of School. The Head's "annual" performance appraisal should be "annual," despite the current crisis (unless it is too overwhelming in which case it could be postponed). That does not mean that it must take the same form as usual. For example, you might include a smaller group of people in the assessment this year--perhaps just board officers. And, although the "HOS goals set at the beginning of the year are not all attainable" surely some of them have been met and that progress should be assessed and documented. Something the board should be assessing is how the HOS is handling the crisis. This means that the board should also be thinking about its own performance in supporting the HOS and giving the HOS appropriate feedback throughout this ordeal. The idea here is not to cast aspersions or stand on the sidelines and grouse; rather, the board chair should be a partner in the process of thinking aloud with HOS, providing counsel and advice when asked, and to just be a sounding board. The HOS is under enormous pressure right now, so don't pile on. Any good performance review is a dialogue and now may not be the time for that dialogue, specifically, but I encourage you to talk to your HOS about what s/he thinks about the annual review and what s/he needs. Some of that may depend on her/his tenure. In terms of compensation, this may be a time when the HOS wishes to take no raise or even a cut (something many university and college presidents and their senior admin teams are doing). Comparative data are always available.

## March 2020

### Member query:

Given recent ISCA online conversations about schools and the evolving COVID-19 situation, please advise Board Chairs on how the Board can act appropriately as 'partners in leadership'

if schools are contemplating any of the scenarios listed below that are self-directed vs instructed from government officials. There are potential legal implications to some of these actions so does the board 'weigh-in' or formally approve any of the actions stated below? Please indicate the extent of any board involvement for each of the scenarios below:

- Banning spectators from sporting events
- Cancelling school field trips or travel trips
- Cancelling sports and social events at school that involve parents or the general public
- Closing school temporarily for cleaning
- Closing school indefinitely and moving to online learning
- Cancelling admissions related school visits/tours
- Cancelling graduation ceremonies
- Requiring faculty, staff and students to self quarantine based on school imposed criteria related to travel.

From a governance perspective, are there other issues you would advise Boards to be addressing related to the COVID-19 situation?

### Reply from Cathy Trower:

From a governance perspective, I agree with Bethany's recent Online Forum post!

*'It seems that the primary responsibility of the Board is to make sure there IS a plan in place to deal with the evolving COVID 19 situation. That might include making sure there is a 'crisis management team' identified at the school who will be responsible for developing action plans. In this case, a proactive plan, a response plan and a communication plan might want to be considered. A proactive plan would involve the school's (voluntary) decision to implement changes to reduce risk of exposure based on some defined criteria established by the school; a response plan would involve plans as a result of government (local or state) issued restrictions that impact how the school conducts normal business. And as a part of every risk management plan is a communication plan. The Board should be made aware of these plans and consulted as necessary to provide support and guidance.'*

As 'partners in leadership' with the Head, the board should take its cues from the board chair, with whom the Head is well-advised to keep closely apprised of how the school is handling the COVID 19 situation. A calm and straightforward communicate should go to the board from the Head of School (or from the Head and Chair). In your list below, I don't see *any* items that should involve the board; the items listed are for the Head to determine. The Head might seek input from the board chair, or the Executive Committee (other board leaders or officers); but these things are the Head's call. The Head should then inform the board and the community about steps being taken and what to

expect. Ideally, there is a place where members of the school community can check online for daily updates. It is essential that administration and board exhibit the leadership qualities that everyone wants in times like these—honesty, integrity, transparency, situational and self-awareness, caring, and calmness.

## February 2020

### Member query:

The 2018 NAIS Governance Study indicates that 87% of Heads of School and 97% of Board Chairs rate “guiding and supporting the Head of School” as very or extremely important. 67% of Heads indicate Boards do that very well or extremely well whereas 83% of Board Chairs indicate the same. In the NAIS Head Turnover Report, published February 2020, NAIS writes the following referring to the above statistics: “In particular, ‘guiding and supporting the school head’ was ranked more important (by 10 percentage points) by board chairs than by heads. This suggests that some boards may try to exert more influence over the head than the head believes they should or that some new heads arrive unprepared to deal with the complexities of their roles and need (or are perceived as needing ) additional support.”

Given that Boards are told time and time again that they need to establish a strong partnership with the Head of School and support the Head, my questions for you are:

1. What do you make of NAIS’ comments on the interpretation of the reported statistics?

**Cathy’s reply:** Like all data regarding beliefs people hold about the relative importance of various items and how well people perform on those items, these are open to interpretation and, unless we’re in the minds of the raters, one interpretation is as good as the next. I have a somewhat different view about these ratings from the ones expressed by NAIS (but not saying mine is better). My interpretation is that darn near everyone—Heads and Board Chairs alike—feels that “guiding and supporting the Head of School” is “very” or “extremely” important. Having said that, to my mind, “guiding” and “supporting” are two different things (which is why surveys should avoid “and” questions). I would think that 100% of respondents would say that “supporting” the Head is “very” or “extremely” important if your idea of the meaning of “supporting” is the same as mine—providing sage counsel, having the Head’s back, being clear about expectations, candid feedback, etc.). But “guiding” is another matter, as that is very subjective. One person’s “guiding” is another’s “controlling” or telling the Head how to do their job which is not the Board Chair’s job. It’s possible that Heads were focused a bit more on the “guiding” part and perhaps Chairs were thinking “supporting.”

The percentages about performance of boards in “guiding and supporting” are more interesting and not at all atypical. Many boards (and board chairs) have an inflated sense of how great they are. And, of course, like beauty—it’s in the eyes of the beholder. Some, perhaps most, heads would find it challenging to tell their boss (the Board Chair) that their “guidance” is not helpful or is in fact misguided.

2. What does ‘supporting and guiding the Head of School’ ideally look like for a Board?

**Cathy’s reply:** ‘Ideal’ is also a matter of opinion so there’s no one size fits all approach. I believe that the Head and Board Chair should discuss what they each need and want from the other; in other words, define “ideal” together. And then discuss the action steps to take

to ensure high performance. It's critical to stay focused on the partnership and understand that, like any relationship, things evolve and what's needed changes over time. For example, more time, guidance, and support are typically called for in times of crisis than when things are humming along smoothly. Also, it's important for the Board Chair to ensure that all board members understand how the Head wishes to be supported and to rein in trustees who sometimes overstep (knowingly or not). Essential roles of the chair are guiding the board to high performance, leading by example, and being the conduit between Head and Board.

For more on the topic of the CEO-Chair partnership, see Chapter 6 of my book, *The Practitioner's Guide to Governance as Leadership: Building High Performing Nonprofits Boards* (Jossey-Bass, 2013).

For more on being a great chair, see *AGB Trusteeship*, Jan/Feb 2020, 28(1): 36 – “So, You’re the Board Chair.”

## January 2020

Member query:

What is your opinion about formally naming or voting in a Chair Elect 1 year before transition? Are there disadvantages to this? How much should the Chair-Elect shadow the Chair in all meetings?

### **Reply from Cathy Trower:**

My opinion is that this is a good practice. The primary disadvantage is if the Chair-Elect is either unable to serve or is no longer the best person for the position after that one-year period. With only a one-year period, however, that probably would not be the case. Where institutions have more difficulty is naming a Chair-Elect for a Chair who is beginning a three-year tenure as Chair, which sometimes happens when schools name a Vice Chair as the presumptive Chair (or Chair Elect). In the case of a one-year transition period, the Chair-Elect should shadow the Chair in all meetings because this is one of the best reasons to name a Chair-Elect—that person can be mentored by watching and then asking questions of the Chair about what transpires during meetings. Occasionally, there will be times when the Head and Chair want a private meeting to discuss a confidential or personal matter, so the Chair-Elect would not be present.

Importantly, if your school decides to have a Chair-Elect position, it is essential that that person meet all of the requirements to be an effective Chair when the time comes. This means being transparent about: (1) the Chair job description; (2) the skillset needed to be Chair; (3) the time commitment required; and (4) desirable qualities, attributes, and characteristics. In my experience, many schools have codified the Chair job description but far too few have done so for the skills and qualities needed. Further, those skills and qualities should be revisited periodically to keep them current and aligned well with the school's Head, mission, and strategy.

**December 2019**

**Member query:**

Please describe the board's role in Head of School succession planning

**Reply from Cathy Trower:**

Harvard sociologist, David Reisman, once said that a board's job is to protect an organization's future from the present. This statement reminds us that the needs of today, without doubt, can be pressing and sometimes urgent, but board members must always take the long-view and ask, "What's in the best interests of this organization in the long-term?" Board members must guard against gut reactions in the moment that might lead an organization into missteps, misfires, or worse.

There are numerous essential areas for board work, including: hiring, supporting, evaluating (and in some cases, firing) the head; determining vision with the head; ensuring financial viability, program sustainability, and mission relevance; and setting direction, goals, and outcomes measures (and measuring them), to name a few. In short, boards exercise oversight, engage foresight, and provide insight working in tandem as partners in leadership with the head.

In order to ensure the school's viability and vitality, one of the most important functions of a governing board is Head succession planning. Similarly, every great Head ensures that there is a clear plan in place for emergencies and for planned succession. The board drives the process; the incumbent leader assists. The board and incumbent should be "partners in transition" in succession planning.

An excellent piece from NAIS (<https://www.nais.org/magazine/independent-school/fall-2017/succession-planning-welcoming-a-new-head-of-school/>) reminds us that succession planning rests on three critical principles:

- Changes in school leadership are inevitable.
- No position is more important to the success of a school than its head, so the right match is critical.
- Identifying, selecting, hiring, and sustaining the school's next head are perhaps the most important tasks a board may have.

Getting Started

The Board should have a conversation with the head concerning:

- Talent within the school and how the Board feels about promoting from within vis-à-vis conducting an external search (and what circumstances might impact that decision.
- Thoughts about hiring an "acting" or "interim" head and reasons for and against.
- Who (typically officers) would be named to a Succession Task Force responsible for writing, reviewing, and updating succession policies.

The Board should consider writing a "leadership profile" that specifies the most essential skills, competencies, personal qualities, and characteristics needed in a school head.

BoardSource has numerous resources to assist boards with succession planning, including this article that offers ideas for different types of transitions:

<https://boardsource.org/wp-content/uploads/2017/01/5-Leadership-Transition-Types.pdf?hsCtaTracking=f818e77f-a8c0-41ec-bc8c-0edc86bed32b%7Ca59a366d-10c2-4349-8ce9-eb2de098d2a0>

### Best Practice

It is essential to have a succession policy for permanent vacancy, temporary vacancy, and an emergency (unplanned vacancy).

Ideas for the unplanned (emergency) succession plan

- The Board Chair will implement the emergency plan including:
  - Who (what position or specific person in the school) is in charge (the “acting” head) and how that work will be compensated
  - Who (what position or specific person in the school) will fill in behind that person so that there is as little disruption as possible
  - The role of the Board (or Executive Committee) during this period
  - Who will manage communication with key internal and external constituents during this period (that person or office should have a unplanned succession strategy in place)
  - The processes that will be followed to search for and name the next head including the Board’s view of hiring an interim

A planned succession policy should answer such questions as:

- What is the role of the Board from start to finish including honoring the outgoing head and ensuring a smooth transition to a new head?
- Will a search be launched immediately? This gets to the issue of sentiment around hiring an “interim” head.
- Will an internal leader be tapped as “interim” or will an external “interim” be retained?
- What are the essential elements of the interim role?
- When, how, and by whom will the announcement(s) take place around the head’s departure?
- What will be the search process and who will be involved?

I hope these thoughts are helpful. What’s most important is that your school should determine head transition policies that make sense for your school’s context and culture.

**November 2019**

**Member query:**

How can boards get themselves out of the weeds and back to the strategic level after a HOS transition where the board needs to be more involved and getting ready for the new HOS?

**Reply from Cathy Trower:**

Let me begin with two basic assumptions:

1. The new HOS was chosen as the best match for the school's culture to lead the school from where it is into the future.
2. Prior to hiring the new head, the board discusses that person's approach to working with a board and how they would like to get started.

First, board leadership should meet with the new head to get a sense of what that person sees as the most pressing adaptive challenges / issues on which to get started and, thus, decide where to focus the board's attention as partners in leadership in the year ahead.

Second, with the board, the critical first step is "recognition" of what's going on. The Chair can engage the board in a dialogue about these questions:

- Where is the board's focus currently (as we emerge from this HOS transition process)?
- Have we gotten into some patterns and practices that we needed during the transition process that are no longer productive?
- Where should our focus be to be most helpful to the new HOS?

Third, give board members something else to do! One of the reasons that trustees get into the weeds is that they don't see other meaningful work. And yet, the new HOS will have numerous ideas about what they need from the board. Engage the new head and the board in dialogue about how the board can best add value at a governance level.

Fourth, set goals for the board and develop an annual workplan for the board and committees around the most essential work.

Finally, ask the head how the board is doing staying in the governance lane and course-correct as needed. Occasionally, an individual board member with all the best intention will overstep; the board chair should gently rein that person back in. The board itself, as a board, can also self-police.

**October 2019**

**Member query:**

What are best practices around DEI board committees? Should we have them?

**Reply from Cathy Trower:**

I believe it is essential to engage the board in matters of diversity, equity, and inclusion (DEI) for many reasons, perhaps most importantly these four:

1. The board sits at the top of the organization and has a fiduciary responsibility for oversight of leadership, mission, and resources (and DEI is central to these);
2. Boards have not only a fiduciary responsibility for oversight of DEI but also a moral and ethical one;
3. The board, and only the board, can hold the Head accountable for progress on DEI; and,
4. Boards approve budgets and budgets are a physical manifestation of values and priorities.

I don't think it's enough to have a couple of board members on a committee or to simply have a DEI board committee. The board needs to "own" DEI. Until DEI (the D is easier, but without the E and I you're missing the mark) is as important to schools as are finances and facilities, enrollment and endowment, and as engrained in board thinking and consciousness, reflected in the board's composition, and embedded in board work, we're kidding ourselves about making much progress—even if DEI appears in the Strategic Plan (as it does almost everywhere and yet remains elusive).

DEI must be made explicit until it is implicit – until it is part of the culture -- “who we are” and “what we do.” This means that the board itself is diverse, equitable, and inclusive and that the board insists that the school is, too.

Three excellent resources on the topic include:

[https://boardsource.org/research-critical-issues/diversity-equity-inclusion/?utm\\_term=board%20%2Bdiversity&utm\\_campaign=Stand+For+Your+Mission&utm\\_source=adwords&utm\\_medium=ppc&hsa\\_net=adwords&hsa\\_tgt=kwd-441990161415&hsa\\_ad=363068359881&hsa\\_acc=2029445777&hsa\\_grp=56297484618&hsa\\_mt=b&hsa\\_cam=1044530787&hsa\\_kw=board%20%2Bdiversity&hsa\\_ver=3&hsa\\_src=g&gclid=Cj0KCQjwi7DtBRCLARIsAGCjWBpYv9uTo9bk9UYv7UhhP0jLLsZ-l\\_B\\_PgnEZhtw6lLFHcT3xpYNYiQaAjZfEALw\\_wcB](https://boardsource.org/research-critical-issues/diversity-equity-inclusion/?utm_term=board%20%2Bdiversity&utm_campaign=Stand+For+Your+Mission&utm_source=adwords&utm_medium=ppc&hsa_net=adwords&hsa_tgt=kwd-441990161415&hsa_ad=363068359881&hsa_acc=2029445777&hsa_grp=56297484618&hsa_mt=b&hsa_cam=1044530787&hsa_kw=board%20%2Bdiversity&hsa_ver=3&hsa_src=g&gclid=Cj0KCQjwi7DtBRCLARIsAGCjWBpYv9uTo9bk9UYv7UhhP0jLLsZ-l_B_PgnEZhtw6lLFHcT3xpYNYiQaAjZfEALw_wcB)

<https://www.councilofnonprofits.org/tools-resources/why-diversity-equity-and-inclusion-matter-nonprofits>

[https://nonprofitquarterly.org/why-are-we-still-struggling-with-diversity-equity-and-inclusion-in-nonprofit-governance/?gclid=Cj0KCQjwi7DtBRCLARIsAGCjWBrsJAiynjVnytAmIfg8j9n6oaUr2zCj2n53d65eWtYms3tFRny8wRYaAqRzEALw\\_wcB](https://nonprofitquarterly.org/why-are-we-still-struggling-with-diversity-equity-and-inclusion-in-nonprofit-governance/?gclid=Cj0KCQjwi7DtBRCLARIsAGCjWBrsJAiynjVnytAmIfg8j9n6oaUr2zCj2n53d65eWtYms3tFRny8wRYaAqRzEALw_wcB)



**May 2019**

**Member query:**

Should Board Chairs be evaluated by their Board and how?

**Reply from Cathy Trower:**

I firmly believe that board chairs should be evaluated and should welcome feedback. As the Chair of the BoardSource Board, I get feedback after every meeting. Board members are asked these questions (along with several others about the meeting itself):

What feedback would you give to our chair about her leadership of this meeting?

On a scale of 1-10, the Board Chair:

1. Encourages board members to frame and discuss strategic questions.
2. Facilitates engagement and participation from all board members.
3. Ensures that we have clear resolution from board decisions.
4. Helps us stay focused on board-level topics vs. straying into operations.

Some boards provide a forum for feedback to the chair as part of their periodic board self-assessment process. Even if the board does not review its performance annually, the board chair should be evaluated annually.

Here are some sample questions:

4 = Strongly agree; 3 = Agree; 2 = Disagree; 1 = Strongly disagree

1. The Board Chair runs meetings effectively.
2. The Board Chair is skilled at drawing everyone out appropriately at meetings.
3. The Board Chair encourages trustees to frame and discuss strategic issues.
4. The Board Chair effectively balances listening (letting a board dialogue take its course) with moving the discussion forward.
5. The Board Chair has a good working relationship with trustees and build trust.
6. From what I can see, the Board Chair has a good working relationship with the Head.
7. The Board Chair is skilled at bringing discussions to logical conclusions.
8. The Board Chair ensures an inclusive and equitable boardroom culture.
9. The Board Chair is able to resolve conflict and create an atmosphere of understanding alternative points of view.
10. The Board Chair effectively concludes meetings by summarizing what s/he heard and saying what's next.

Please expand on any questions for which you disagreed.

What is the one thing that would make the Board Chair more effective?

Please add any comments you think might be helpful to the Board Chair.

**Part 2 Member query:**

Can you follow up on the questions you ask at the end of every board meeting?

**Reply from Cathy Trower:**

Rating: 1 to 10

The board meeting focused our time on the issues of greatest importance at this time.

Open ended

Are there any topics that weren't on the agenda that you think should have been?

Rating: 1 to 10

The focus of the board meeting was appropriately balanced between operational and strategic/generative issues.

The board book enabled me to prepare adequately for the meeting.

Rating: 1 to 10

Overall, I felt that the time for the following activities/discussion was well spent: **{NOTE:**

**This section changes each time to include the major areas of the meeting}**

- Mission/Learning Moment: Reflecting on the Executive Retreat
- CEO Perspectives
- Review and Approve 2019 Plan & Budget
- Inputs & Reflections on Approach to 2020-2022 Operating Plan
- Small Group Discussions with the BoardSource Staff
- Executive Session

Rating 1 to 10:

Overall, I felt that this meeting was a good use of my time.

Please select which committee(s) and task forces you are/were on.

*There's a list of task forces and committees listed here.*

Rating 1 to 10:

For each committee/task force – In the past quarter, the meetings were productive and a good use of my time.

Please share any additional comments regarding committee meetings.

## March 2019

### Member query:

Given that Boards have an important role in assuring a healthy school culture, is there an appropriate role for Boards to play in creating and/or viewing the results of exit interviews of departing faculty and staff? What process do you recommend? Imagine the scenario where there was a significant increase in faculty turnover, more than in years past, and the Board wants to better understand if the school's work environment contributed to that in any way.

### Reply from Cathy Trower:

This is a tough one but, in general, my view is that faculty / staff turnover is largely a Head of School/staff matter. The Board should ask the Head's candid assessment of the turnover situation and might reasonably ask a set of questions\*\* of the Head about his/her views about the increased turnover. I would be hesitant to have the Board diving into exit interviews of faculty and staff. If the Head seems reluctant to discuss this matter with the Board, you may have a different situation on your hands and Board leadership (Board Chair and officers or Executive Committee) might need to meet privately with the Head to discuss what's behind his/her reluctance to discuss the matter and then determine whether that's justifiable or defensive.

\*\* What do you think most accounts for the increase in turnover of faculty / staff?

What is your candid assessment of the turnover situation? How worried are you about this turnover? Why?

Was this turnover predictable and/or desirable? (In other words, were there a lot of faculty at retirement age?)

What are the demographics of those leaving (e.g., are we losing more women or men? Younger or older personnel? Persons of color?)

How is turnover affecting students? Morale? Workload of remaining faculty?

How do you think about the faculty workplace? What most matters to faculty?

Importantly, and embedded in your question is a bigger and higher-level question that the Board should be engaged in and that is, "How do we think about and measure the environment and culture of the workplace (for faculty and staff)?"

## February 2019

### Member query:

What are the top three topics that must be discussed as part of a new board member orientation process?

Are there best practices around how and when to incorporate governance training into the board's yearly schedule of meetings? What is the minimum number of hours that should be spent discussing governance?

### Reply from Cathy Trower:

Assuming that you have explained to new board members the expectations for board service, and the normative practices of the board during the recruitment process (as no one should be brought on not knowing these things), the top three things (if I can only choose three) to include in new board member orientation are these:

1. Seminal events in the history of the school as well as the big issues, challenges and opportunities ahead.
2. A walk-through the board portal – how to use it what's there (including the bylaws, committee structure, strategic plan, most recent accreditation self-study, resources available to board members from NAIS and the regional accrediting organization, etc.).
3. An overview of each senior team leader's portfolio delivered by each team member with special attention to the academic (including accreditation, faculty highlights, how the school thinks about and measures the quality of the student experience) and financial side of things (including the business model, how tuition is set, tuition discounting, and the like).

I don't think that there's a magic formula for board "training" or number of hours to spend discussing governance so cannot say what is "best" practice here. Good practice suggests that the board measure its performance periodically and to contemplate and act on results. This process starts with a discussion of what makes the most sense to measure – how does the school and how do board members think about high performance that can actually be measured. There are all sorts of surveys out there, but I don't think it's wise to simply copy one of those and administer it because the very act of discussing what constitutes high performance that could be measured is very educational for board members.

In terms of educating the board on important issues and trends facing the school, it's instructive to have the Head of School (working with her/his team) determine a set of, say, 5-6 items and allow board members to – anonymously (so no one is embarrassed) rate their knowledge of those items. This will readily show management where gaps are that need to be closed and education sessions can be scheduled for a portion of meetings or between meetings (via videoconference or webinar).

## **January 2019**

### **Member query:**

How common is it to have an Executive Committee of the board and what are its most important roles?

### **Reply from Cathy Trower:**

A 2005 report from NAIS says that “practically all school boards (98 percent) include a finance committee and a development committee (94 percent). The overwhelming majority (at least eight-in-10) also have an executive committee, a governance/nominating committee, and a committee for buildings and grounds.”

It is crucial that the Executive Committee not usurp or undermine the work of the board; it is essential that this committee not create a two-tiered board with an “in-group” and a disenfranchised “out-group.” The most important roles for the Executive Committee are these: (1) serve as a sounding board for the Head of School on emerging issues, problems, and opportunities; (2) act on behalf of the full board in the event of a crisis that requires action without time to convene a full board meeting; (3) assist the Head of School and Board Chair think through board meeting agendas; and (4) oversee the Head evaluation and compensation process. Bylaws should clearly state what the Executive Committee does and does not do. In the latter category, the Executive Committee cannot/does not, on its own, amend bylaws, hire or remove the Head, obligate the school to new debt, sell or acquire a major asset, remove a board member, etc.

### **Part 2 Member Query:**

For schools that do not have Executive Committees, how do they manage performance evaluation and compensation administration?

### **Reply from Cathy Trower:**

Typically, if no Executive Committee, the Head evaluation and compensation would be handled by the Board Chair and perhaps one or two other Board officers. It’s good practice to involve more than just the Board Chair but not have too big a group.

## December 2018

### Member query:

When planning and commencing a search for a new Head of School, what are your top five "Do's" and top five "Don'ts"?

### Reply from Cathy Trower:

Keep in mind that planning and commencing a search for a new Head of School is as much about the Board as it is the potential new Head. Savvy Head candidates will have a lot of questions about the Board.

#### Do's

1. Discuss the board's attractiveness as a partner for a new Head by answering:
  - a. What are the essential elements of a strong Head-Board partnership?
  - b. What's working well in our present Head-Board partnership?
  - c. What's not working so well? Have we fallen into some bad habits?
  - d. What would our current Head of School say are the Board's strengths and weaknesses?
  - e. What do we want to preserve about our Head-Board relationship?
  - f. What do we want to change about our Head-Board relationship?
2. Discuss and be realistic about the School's current situation (e.g., financial, competitive position, enrollment patterns, etc.) to be able to work well with the search firm in designing the description / posting.
3. Define the skills and expertise the ideal search committee will possess.
4. Discuss the most desirable skills and expertise required and what tangible evidence you'd seek.
5. Discuss the most desirable attribute, trait, or quality you'd want in the new Head and tangible evidence.

#### Don'ts

1. Delude yourselves about the Board or the School; this is a time to be brutally candid.
2. Try to go it alone; hire a search firm.
3. Assume that the next Head has to come from the outside; discuss the pros and cons of an internal candidate.
4. Create a huge search committee; keep it large enough to have good representation and diversity, but small enough to be nimble.
5. Make assumptions about anything; make them explicit.

**November 2018**

**Member query:**

Does the Board have a role in creating/approving the school's disciplinary policies? If so, what role would the Board play?

**Reply from Cathy Trower:**

School disciplinary matters are best left to the administration; the Board should never be involved in the disciplinary decisions of students. However, it's conceivable that a school may periodically reviews its disciplinary policy to ensure that it is current and effective. A task force or subcommittee could be formed for this purpose and that group would be comprised of administrators, teachers, and a trustee or two; legal review of the policy is necessary. If changed, the policy would need to go to the Board for approval.

## October 2018

### Member query:

Our Nominations and Governance Committee is interested in exploring different models for board chair succession. We would benefit from seeing position descriptions for vice chair or chair-elect, as well as hearing about the benefits and challenges of these different models. Our current officers of the board are chair, secretary, and treasurer. All officers are elected annually.

### Reply from Cathy Trower:

The Vice Chair is an officer and voting member of the Board. The most common official duty of the Vice Chair is to perform the responsibilities of the Board Chair when s/he is unavailable, including presiding at meetings and serving without vote on various standing committees of the Board. The Vice Chair reports to the Board Chair and works closely with the Chair and staff members, as called upon, including assisting with meeting agenda planning; participating closely with the Chair in discussing officer transition plans; and performing other duties from time to time when called upon to do so by the Board Chair; for example, to Chair the Head of School Evaluation and Compensation Committee or the Strategic Planning Task Force. It is not uncommon for the Vice Chair to serve as Chair of the Nominating & Trusteeship (or Governance) Committee. As an officer, the Vice Chair sits on the Executive Committee (if there is one).

A detailed Vice Chair job description may be found at:

<http://www.charterschooltools.org/tools/OfficerJobDescriptionsViceChair.pdf>

Whether the Vice Chair is the Chair-elect is a matter of bylaws; check them. However, not all bylaws address this issue. It is good practice to ensure that any officer could potentially be the next Board Chair. Typically, a board member either serves as an officer and/or as a standing committee chair prior to being elected as Board Chair so that s/he can demonstrate leadership and so that everyone can see her/his leadership qualities. I do not believe that the Vice Chair should necessarily be the Chair-elect, although serving in that role can prove to be a good training ground. In addition, other advantages of having the Vice Chair be the Chair-elect are: there can be a more seamless transition when the time comes; and it signals that the Board is paying attention to Board Chair succession. If the Vice Chair is the heir apparent, that should be made clear to all.

The biggest downside to having the Vice Chair be Chair-elect is that, when the time comes, that person might no longer be—for whatever reason—the best Chair candidate. It's possible that things have changed within the school that require a different type of leader or that require a great deal more time than the person can reasonably commit. It's possible that things have changed in the Vice Chair's life that make serving as Board Chair difficult. It's difficult to underestimate the importance of the relationship between the Board Chair and the Head of School, so that should also be considered. And, sometimes, an amazing would-be Board Chair materializes unexpectedly and the Board may wish to take advantage of such an opportunity without upsetting the Vice Chair who expected to become Board Chair.

As you can see, there is no one-size-fits-all approach to Board Chair succession. As with most things, there are trade-offs to consider. I will also say that I do not think that the Chair position should go to the biggest donor. I've seen too many times when that backfires – when the Chair thinks that her/his opinions should carry the most weight on the Board or that the school should do whatever s/he thinks because of philanthropic strings attached. The lead gift is not always a gifted leader and boards should not fall into the trap of, in essence, selling the chair position.

The key is to be thoughtful and carefully explore an approach to chair selection that makes the most sense for your school and the board's culture. In addition, while officers are typically elected annually, many boards feel it is important for the Board Chair to serve a minimum term of two years; and some state a maximum as well. This should also be considered as you think through chair succession.

## September 2018

### **Member query:**

As we work on writing goals for our head for the upcoming year, we are struggling with articulating a measurable goal for our head that does not create unintended consequences (such as acceptance of students who are not a good fit). If you have any suggestions, would you please share them?

We also are looking for goals for both the board and the head to adopt around trustee engagement.

### **Reply from Cathy Trower:**

In my opinion, goals for the Head of School should always be written by the Head and not the Board. This does not mean that the Board doesn't have input, but there should be a dialogue between the Head and Board leadership about the Head's goals rather than the Board taking a heavy-handed approach and pronouncing goals for the Head; after all, the Head has much more knowledge of the situation than anyone on the Board. An enrollment goal should be constructed within the pre-existing parameters the school has in place for ensuring that students who are accepted are a good fit for the school and meet other pre-existing criteria. Thus, a goal could be something like this: "Within the context of our current parameters and pre-existing criteria, increase enrollment by X% over last year." Goals should be SMART – Specific, Measurable, Actionable, Relevant, and Time-bound. I believe they should also be realistic, so I would make that SMARRT (adding "realistic").

As for trustee engagement, it depends on the situation at hand. Is there an attendance problem where trustees are not showing up for meeting? Is there a giving problem where trustees are not contributing to annual funds or capital campaigns? Is it that trustees show up for meetings but are constantly checking their electronic devices rather than engaging in the meeting? (And what are some of the root "causes" for that? Are trustees getting materials so late that they don't have time to prepare? Are they primarily listening to reports, rather than having time to dive into critical issues? Is asking questions at meeting frowned upon? Is there no time for dialogue on the agenda?) Once such questions have been asked and addressed, goals for the Board might include: "Ensure 100% participation in the annual fund" or "Ensure 90% attendance at Board meetings" or "Ensure that all trustees serve on at least one committee and attend committee meetings regularly." Without knowing more about a specific situation, it is difficult to set goals; again, that's why the Head and Board should discuss goals for the Head and for the Board. The Head's goals will be about ensuring support for the Board to engage and the Board's will be about ensuring that engagement occurs (and that there are provisions to address poor trustee performance/engagement). A Statement of Trustee Expectations goes a long way to help with trustee engagement; such statements delineate what's expected of trustees so that there is no doubt. Then, the Governance Committee (or Nominating & Governance Committee or Committee on Trusteeship) hold individuals accountable for performance.

