



NATIONAL ASSOCIATION OF INDEPENDENT SCHOOLS

INTERNATIONAL TRUSTEE HANDBOOK

A Guide to Effective Governance
for Independent School Boards

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“ Good schools have a sense of mission that kids and adults can all articulate. ”
— Sara Lawrence-Lightfoot

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CHAPTER 1

PRINCIPLES OF GOOD PRACTICE

YOU ARE AN INTERNATIONAL SCHOOL TRUSTEE. As a trustee, you have been charged with carrying out important duties in service of the school’s mission and its future. This does not mean you’ve been given a special status; rather, it means that you have been entrusted with great responsibility. You and your fellow trustees — in partnership with the school head — provide leadership and support as the school strives to achieve its mission.

As with any institution, there must be a final authority for the school, and that is the board of trustees on which you serve. The board operates as a whole. No individual trustee, not even the chair, can act for the board unless the board explicitly authorizes him or her to do so in writing. The board as a corporate body and you as an individual trustee are legally responsible for the school — for all that it does as well as for all that it does *not* do. Each trustee is equally liable for every board decision, whether or not he or she is present when the decision is made. Your full participation in board deliberations is critical to the effectiveness of the board and thus to the success of the school.

While the board of trustees focuses on strategic issues and on the long-term well-being of the school, responsibility for day-to-day administration of the school — including all aspects of the instructional program — is delegated to the head. The board should expect the head of school to run the school in accordance with the school’s mission and board policies. The board maintains oversight of the school’s programs and operations through ongoing dialogue with the head and an annual formal evaluation of the head’s professional performance.

Over the years, the National Association of Independent Schools (NAIS) has

developed a series of principles of good practice in various key areas of school operation — including principles for boards of trustees and for individual trustees. The principles define high standards and ethical behavior to which we all aspire. These principles apply in all private, independent, nonprofit schools in North America and anywhere else in the world. Although local conditions vary and may affect the way these principles are interpreted and can be followed, the principles are universal.

The following is an annotated version of NAIS's Principles of Good Practice for a board of trustees and for individuals serving as trustees. A complete set of the NAIS Principles of Good Practice appears at the end of this chapter and is also available in a downloadable version on the NAIS website, www.nais.org.

HONORING THE MISSION AND VISION OF THE SCHOOL

PRINCIPLES FOR BOARDS

The board adopts a clear statement of the school's mission, vision, and strategic goals and establishes policies and plans consistent with this statement.

In creating and reviewing the mission, the board must understand and concentrate on the unique focus and expertise of the school. It must realize what the school *is not* as well as what it *is*. Too many mission statements are virtually generic — they could apply to many schools. Boards that truly understand the role of their school and the communities they serve craft mission statements that by themselves and without amplification clearly articulate the vital, inviolate characteristics of the school. Good mission statements do not explain “how” or “why.” They communicate “what” in clear, inspiring, and guiding words. A school's mission statement lasts over time, but annual reviews of the statement are important to ensure that trustees understand and support it.

All strategic planning should begin with the mission statement and end with checking the new plan against the statement. The development of a vision statement (i.e., a statement of a preferred future state) is often the next step in the planning process, as well as the development of a statement of the school's core values. It is very important to have identified a desired future for the school when the strategic plan is accomplished. The plan's strategies and accompanying action plans stem directly from the mission statement and outline the steps needed to achieve the vision, the preferred future. School policies must also be aligned with the mission statement and point to the vision. In fact, the whole school should live out the stated mission because this is how a school earns and keeps its reputa-

tion as an institution with integrity.

AS A TRUSTEE, you fully understand and support the school's mission, vision, and core values and are able to articulate them publicly, and use them as guideposts for making board decisions as you guide the school toward its vision.

The board reviews and maintains appropriate bylaws that conform to legal requirements, including duties of loyalty, obedience, and care.

The board's internal rules are found within its charter, articles of association, or constitution; its bylaws; and its broad institutional policies and plans — all of which should be aligned with the school's mission.

Bylaws should facilitate the work of the board, serve as a reference point for its operations, and be concise. They should be reviewed by outside counsel when first drafted and whenever there are substantive changes. Board members should have a basic knowledge of parliamentary procedure so that full discussion is encouraged, the rights of the minority are protected, and the board can come to a decision in a manner that is both effective and efficient.

Policies are the basic documents that enable the school to achieve its mission. They are broad statements of purpose, direction, or limitation and serve as parameters within which the school operates. While policies can be developed by board committees, task forces, the head, or others within the school, only the board has the authority to approve such major institutional policies.

Board policies become operational in the life of the school through the procedures developed by the school's administration. The board adopts policies; the administration develops procedures that implement board policies on the practical, day-to-day level.

Board operations must also align with the larger duties of the board: loyalty (duty to put the interests of the school before individual interests or the interests of any single group); obedience (duty to ensure that the school complies with all applicable laws, regulations, and accreditation standards); and care (duty to make good decisions with reasonable deliberation).

AS A TRUSTEE, you understand the board's constitution, bylaws, policies, and operating procedures; you are aware of administrative policies and procedures; and you are an active participant in board deliberations.

The board assures that the school and the board operate in compliance with applicable laws and regulations, minimizing exposure to legal action. The board creates a conflict-of-interest policy that is reviewed with, and signed by, individual trustees annually.

This principle expands on the "duty of obedience" mentioned above. The board should engage outside legal counsel to advise the board when the need arises.

Legal experts can be valuable trustees but should not serve as the school's legal counsel. The board needs truly independent advice. The board should also adopt a conflict-of-interest policy that is signed by all trustees. In addition, each trustee should identify any potential conflicts of interest.

AS A TRUSTEE, you disclose your conflicts of interest. You also make sure that the appropriate risk-management policies are in place and that you are vigilant in assessing potential risks.

The board recognizes that its primary work and focus are long-range and strategic.

Except in rare or unusual situations (e.g., when a school is starting up), the board does not get involved in day-to-day operations of the school. The running of the school is the responsibility of the head, who acts as the executive officer of the board and who employs faculty and staff. Specific responsibilities within the head's domain include curriculum development; admission and discipline of students; faculty, administrative, and staff evaluations; and administration of school policies. Rather than focusing on school operations, the board should concentrate on issues that are strategic, not tactical, and that affect the future well-being of the school.

The board undertakes formal strategic planning on a periodic basis, sets annual goals related to the plan, and conducts annual written evaluations for the school, the head of school, and the board itself.

The board periodically undertakes a strategic planning process that serves the board-approved mission statement. This planning is done to ensure that the school adheres to its mission and is working to realize its vision. The board, in collaboration with the head, develops strategies and action plans with annual goals. These need to be measurable and should be the basis for evaluating the school, the strategic plan, board effectiveness, and the performance of the head. By adopting yearly action plans with measurable goals, the board can organize its work around those issues that are truly strategic in nature. An emerging trend is to also do a performance evaluation of the board chair, which is a positive step in assessing the leadership of the school.

AS A TRUSTEE, you enthusiastically promote a culture of evaluation and participate in all appropriate evaluations — of school operations, of the strategic plan, of the board itself, and of the school's leadership.

As leader of the school community, the board engages proactively