

Good Principles and Bad Practice

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Board of Trustees

Revised and approved by the NAIS board in 2003.

The board is the guardian of the school's mission. It is the board's responsibility to ensure that the mission is relevant and vital to the community it serves and to monitor the success of the school in fulfilling its mission.

The following Principles of Good Practice are set forth to provide a common perspective on the responsibilities of independent school boards. The board and the head work in partnership in fulfilling these principles.

1. The board adopts a clear statement of the school's mission, vision, and strategic goals and establishes policies and plans consistent with this statement.
2. The board reviews and maintains appropriate bylaws that conform to legal requirements, including duties of loyalty, obedience, and care.
3. 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.
4. The board accepts accountability for both the financial stability and the financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, and participating actively in fund raising.
5. The board selects, supports, nurtures, evaluates, and sets appropriate compensation for the head of school.
6. The board recognizes that its primary work and focus are long-range and strategic.
7. 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.
8. The board keeps full and accurate records of its meetings, committees, and policies and communicates its decisions widely, while keeping its deliberations confidential.
9. Board composition reflects the strategic expertise, resources, and perspectives (past, present, future) needed to achieve the mission and strategic objectives of the school.
10. The board works to ensure all its members are actively involved in the work of the board and its committees.

11. As leader of the school community, the board engages proactively with the head of school in cultivating and maintaining good relations with school constituents as well as the broader community and exhibits best practices relevant to equity and justice.
12. The board is committed to a program of professional development that includes annual new trustee orientation, ongoing trustee education and evaluation, and board leadership succession planning.

The NAIS Principles of Good Practice for member schools define high standards and ethical behavior in key areas of school operations to guide schools in becoming the best education communities they can be. Accordingly, membership in NAIS is contingent upon agreement to abide by "the spirit" of the PGPs. Principles are precepts grounded in an ethic and ethos of "doing the right thing." Practices are common activities.

Easily embraced in theory, the NAIS *Principles of Best Practice for Boards and Trustees* frequently slip away in actual practice. Rather than practice what they believe, trustees often allow personal agendas to muddle collaboration, causing boards to drift into patterns of decision making that are inefficient, ineffective, and potentially divisive. Therefore, it may be helpful to hold a mirror up to such bad practice, with the hope that the shock of recognition might lead to a collective resolve to do better.

What follows then are *Principles of Bad Practice for Boards and Trustees*. They will not all apply to a particular board or trustee, but likely most readers will be able to see their board or themselves in one of the principles. At a minimum, they may provide a constructive chuckle, and the determination to always embody best, not bad, practices in the governance of your school.

Principles of *Bad Practice for Boards*

- The board prepares, approves, and shelves a lengthy and idealistic statement of the school's mission and operations.
- The board operates by general agreement, and establishes policies and plans consistent with the majority of trustees in attendance at a given meeting.
- The board assumes no financial responsibility or accountability for the well-being of the school, not wanting to interfere with the work of school head, business manager, or development officer.
- The board accepts the choice of the search committee for head of school, then monitors the head as time permits and circumstance demands.
- Rather than a formal evaluation, the performance of the head is reviewed on the basis of reported anecdotal interactions between the head and various members of the school community.
- The board schedules an annual dinner at which it congratulates itself for another great year.
- Carrying on the honorable tradition of deniable culpability, the board keeps limited records of its activities.

- The board strives to ensure that no individual board member carries too heavy a burden in the work of the board and its committees.
- The composition of the board represents interlocking friendships within the ruling social network of the community served by the school.
- The board develops itself through an optional hour of new trustee orientation, a shared copy of *The Trustee Handbook* circulated among the trustees, and a leadership succession search which takes place at the annual meeting before the end of the school year.
- The board assumes compliance with applicable laws and regulations and minimizes exposure by hoping that at least one member of the board is a lawyer or knows a parent who is.

Principles of *Bad* Practice for Trustees

- A trustee supports and promotes their individual agenda, paying particular attention to the needs of their own child or the children of friends.
- A trustee, though perhaps familiar with the school's mission, makes every effort to ensure that their biases are integrated within that mission.
- A trustee stays fully informed through a personal network of friends and neighbors and participates as time and energy permit.
- A trustee takes care to scrutinize the details of the school's daily working, and does this by walking around during the school day, talking with individual staff members about their views, and taking careful notes that can be shared at the next board meeting.
- A trustee's first responsibility is to their own child, and then to their social circle.
- Once a board decision has been made, a trustee is free to share their thoughts widely about that decision.
- A trustee, committed to full transparency, shares board deliberations with as wide a network as possible.
- A trustee welcomes board decisions that may enhance their personal or business status.
- A trustee should speak freely within the community about the head of school's performance.
- A trustee should not hesitate to try and resolve any issue of importance that arises within the school, thereby saving the board and head time and effort.
- A trustee need contribute to the school with time, talent, and treasure only when it is convenient or necessary for a specific cause.
- Fiduciary responsibility rests solely with the board treasurer and the board finance committee.