

Charges to Board Committees

For an independent school Board of Trustees to operate efficiently and well, there should be in place an effective system of Board committees. Board committees are useful because they can do the detail work that would be too time-consuming for the full board. ISACS recommends that committees be populated by a majority of board members but also include those from outside the board who bring expertise and knowledge to the task at hand. (The exceptions are the Committee on Trustees (Nominating) and Executive Committees, which should be made up exclusively of board members and the head of school, (ex officio). Typically, the head is an ex officio member of all committees, other top administrators are ex officio members of appropriate committees, and faculty, parent, and community members are added to the committee rosters as appropriate. Often, service on a board committee is a proving ground for consideration for board appointment down the road.

In a well-run system, board committees meet only as needed, and the full-board meets five to eight times per year, less for boarding schools. Standing committee times (monthly, bi-monthly) are not efficient because committee work typically ebbs and flows with the school calendar. Ideally, dates and times can be set for committee meetings at the beginning of each school year by the board chair, together with assigned tasks. Additional meetings can be added if needed. The research for committee work is typically done by paid school staff and committee volunteers. It is then reviewed by the committee in question leading to discussion of policy considerations and recommendations to the full board. In most cases, the full board recognizes and honors that the committees have done their homework, and consequently the board usually accepts the recommendations of its committees.

Routine committee reports to the board should be submitted in writing and made available to board members several days before the board meeting together with the administrators' reports. Oral reports by committee chairs should summarize or highlight this material in a minute or two. This should allow the board time for substantial discussion of those issues that the board and its committees identify as strategic, generative, difficult, or for those issues where competing priorities demand full-board consideration.

ISACS recommends that committees be designated as standing committees of the board, each with a "job description" or "charge." There are a number of different ways to do this. Here are some good examples:

Admissions and Marketing Committee

The Admissions and Marketing Committee should include the head, admissions director, director of development, director of communications/parent relations/marketing, all ex officio. Its purpose is to:

- Review admissions policies and standards, financial aid policies, marketing literature, master calendar for school promotion, and strategies for recruitment of students to the school and the ongoing cultivation of their families.
- Review the website on a periodic basis, including not only the admissions and marketing features but the entire site for its value in internal and external marketing.
- Encourage and oversee communications programs, literature, outreach (in the absence of a separate board committee on Communications or Community Relations) to communicate, especially with the Parents Association, and serves as the proper forum and channel for parental input and dialog with the board.

Buildings and Grounds Committee

The Buildings and Grounds Committee should include the head, business manager, and plant operations director, all ex officio. Its purpose is to:

- Review and report to the Board on the condition of the building, equipment, and grounds, and requirements for replacement and repairs.
- Review plant and grounds operations, maintenance schedules, the plant operations budget, and preventive maintenance programs.
- Review and recommend all major capital items not included in annual operating budget, replacement and renewal budget and timetables, scheduling for systematic replacement of all capitalized and depreciable property, and expenditure of any funds from the building reserve and equipment replacement funds.
- Develop a long-term master plan for the campus, advising the board on the selection of architects, on-site managers, and general contractors when in the building mode.

Development Committee

The Development Committee should include the head, director of development, director of communication, all ex officio. Its purpose is to:

- Set annual and longer range goals for school fund-raising, orchestrate the trustees' leadership and participation in the fund-raising programs, and oversee all fund-raising activities by the school (including coordinating fund-raising by the Parents Association, booster clubs, etc.).
- Develop, coordinate, monitor, and establish leadership for the periodic capital campaigns of the school.
- Plan and coordinate the ongoing planned giving programs of the school.
- Assure appropriate parent, past parent, past board member, and alumni communications and programs to facilitate continuing cultivation of the friends and patrons of the school.
- Ensure that accurate and secure giving records are maintained by the development office and that appropriate acknowledgment and recognition for gifts are made.
- Write and periodically review the school's major gift policy.
- Reports fundraising results to the Board.

Education Committee

The Education Committee, if it exists, should include the curriculum director (or an administrator such as the academic dean or faculty member most versed in the school's curriculum) and the head as ex officio members. The education committee is the most problematic board committee because education is the one area where board members typically lack the expertise to oversee or critique the school program. Many boards have eliminated this committee and delegated its functions to the admission/marketing committee, which has a role in overseeing outreach and communications. If a board has an education committee, its purpose is to:

- Assess and monitor the performance of school programs--the curricular (academics, arts and athletics) and extracurricular (student activities, auxiliary programs).
- Serve as forum and sounding board for proposals from the head and staff regarding recommended major educational policy changes and proposed programs.
- Evaluate climate issues at the school (general morale, gender & diversity issues, moral climate, etc.) (NB. ISACS Survey of Constituents as an instrument to assess school climate.)
- Schedule board presentations and programs so that board members become better informed and thereby more effective spokespersons for the school.

Executive Committee

The Executive Committee has only the head as an ex-officio member. It is comprised exclusively of board members, typically officers of the board and committee chairs--sometimes one and the same. Its purpose is to:

- Operate in the place of the Board of Trustees during those times when the board does not or cannot meet, ideally within parameters set by the full board, and report to the full board any actions taken.
- Organize the work of the board, coordinate committee work, set the annual board calendar, and set the agenda for board meetings.
- Assist the chair in developing the means for the head's goal-setting process.
- Assist the chair in compiling and summarizing the information for the head's evaluation.
- Review and recommend the head's compensation and benefit package to the board.
- Assist the head of school as sounding board and counsel, often in conjunction with personnel issues regarding looming non-renewal or firing decisions.
- Review the By-Laws and Board policies periodically, often through an ad hoc committee

Finance Committee

The Finance Committee should include the head and business manager as ex officio members and is chaired by the board treasurer. Its purpose is to:

- Analyze projections and initial budget drafts prepared by the staff, refine and approve a proposed budget for discussion and approval by the full board.
- Review and analyze the quarterly operating fund statements and annual balance sheet, advising the board of significant deviations from the approved budget and consideration of requests from the staff for expenditures above the approved budget.
- Recommend priorities for future expenditures for the annual budget and for the capital budget.
- Meet with the school auditors after the audit is completed, consider all recommendations, and present the auditors findings to the full board for acceptance.
- Review the school 990 (if the school must file a 990) and present it to the full board for approval.
- Periodically review employee benefit plans and school insurance coverages as they relate to finances.
- Oversee general hiring practices, personnel policies, and professional development expenditures for administration, faculty, and staff.
- Develop the school's compensation policy and plan.

- Advise the staff on the frequency, format, and content of reports to the board and to the school community on the financial status of the school.
- Passage and periodic review of an investment policy and guidelines for the investment committee to follow. In the absence of an investment committee, oversee the school's investments.
- Set and review the school's endowment spending policy, or "draw," and review the mandatory annual disclosures under UPMIFA and the related accounting rules.
- Consider possibilities for full-utilization of campus (e.g., summer and extended day programs) and other possibilities for non-tuition income.

Investment Committee

If the school has reserves or endowment in excess of \$3 million, ISACS recommends an investment committee be established separate from the board, with the board chair, board treasurer, head, and business manager as ex-officio members. Committee members should be non-board members with investment expertise but NO stake in management of the school's investments. The full board should approve an investment policy and guidelines within which the committee must operate. The purpose of the investment committee is to:

- Set the school's investment mix (i.e., equities, fixed income, alternative investments, etc.) within policy guidelines and adjust as necessary after periodic review.
- Select investment managers or instruments to invest the school's funds according to the current investment mix.
- Hear reports from investment managers and review investment results on a periodic basis, making changes as needed.
- Review the investment policy and guidelines periodically and make recommendations for changes to the board finance committee for approval by the full board.
- Report investment results to the full board annually.

Committee on Trustees (Nominating Committee)

The Committee on Trustees has only the head as ex officio member. It is the board's most important committee, comprised exclusively of board members. If at all possible it should be led by the board's past chair and include the present board chair, and vice-chair/heir apparent. Its purpose is to:

- Review the distribution and expertise needs of the board in anticipation of future vacancies and work to enhance the diversity of the board.
- Solicit nominations for anticipated vacancies, share with potential nominees expectations (financial and otherwise) of trustees, and maintain a file of potential board members.
- Prepare an annual slate of new officers and directors for approval and election by the board.
- Advise the board chair on committee chair assignments.
- Develop and implement a process to evaluate the effectiveness of the board, board chair, and individual trustees.
- Plan board retreats/board education activities to develop the board, clarify its functions, and promote a positive board culture.

- Assist in the orientation of new directors and officers. (See also: the ISACS Primer for Trustees, Parts I and II, the NAIS Principles of Good Practice for Trustees, and Orientation Materials for New Board Members.)

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