

## **Part 2: Board Structure and Processes**

- 2.1 Governing Style.** The board will focus the majority of board meeting time on activities that progress the mission and vision of IHS. At all meetings, the board will encourage the expression of diverse views, address the strategic leadership of the school rather than administrative details, work within the delineated boundaries between board and staff roles, and focus on proactively addressing issues. In this spirit, the board will:
- 2.1.1 Enforce upon itself and its members a strict discipline in regards to: board meeting attendance, respect for board member roles and boundaries as specifically addressed in this manual, speaking to management and the public with one voice, and not straying from the governance structure and processes adopted in this manual.
  - 2.1.2 Allow no officer, individual, or committee of the board to usurp the board's roles or powers or speak on behalf of the board without the board's declared permission.
  - 2.1.3 Monitor and regularly discuss the board's own processes and performance.
  - 2.1.4 Select capable directors, provide clear orientation and training for new and old board members, define expectations for board members' involvement and time commitment, and evaluate the performance of all board members.
  - 2.1.5 Initiate policies not merely react to staff initiatives. The board, not the staff, is responsible for board performance.
  - 2.1.6 Activities that focus on internal board-related affairs should not monopolize the board's attention.
- 2.2 Board Job Description.** The job of the board is to set goals which lead the organization toward the desired objectives and ensure that the organization progresses towards and achieves those objectives. To perform its job, the board shall:
- 2.2.1 Determine the mission, vision, values, strategies, and long-term strategic plan with stated goals and measurable outcomes.
  - 2.2.2 Determine the parameters within which the Head of School is expected to achieve the goals and outcomes.
  - 2.2.3 Monitor the performance of the organization relative to the achievement of the goals and outcomes.
  - 2.2.4 Maintain and constantly improve all policies of the board in this BPM.
  - 2.2.5 Select, fairly compensate, nurture, evaluate, and, if necessary, terminate a Head of School.
  - 2.2.6 Ensure financial solvency and integrity through policies and behavior.
  - 2.2.7 Require periodic financial and other external audits to ensure compliance with the law and with standards of good practice.
- 2.3 Board Meetings.** Board events may include time for guest presenters, interaction with staff and members of the IHS community, and board training, as well as business sessions. Policies that are intended to improve the process for planning and running meetings follow:

- 2.3.1 The Board Chair and committee chairs shall be responsible for writing meeting agendas. The Head of School shall work with the Board Chair and the committee chairs in developing agendas, which, along with background materials for the board and committees, monitoring reports, any recommendations for changes to the BPM, previous minutes, and other such materials, shall be mailed or e-mailed to all board members one week in advance of board meetings.
- 2.3.2 The Secretary shall send a draft copy of all board-meeting minutes by e-mail to all board members and the Head of School within 14 days of the board meeting. The Head of School or the Head of School's designee shall retain ratified board meeting minutes and have electronic or hard copies available upon request by the public within 7 days of the meeting at which the minutes were ratified. The Secretary shall follow the Board Meeting Minute Guidelines in Appendix 1 of this BPM.
- 2.3.3 An updated BPM shall be sent to board members and filed at the school within 14 days of a board meeting at which amendments to the BPM were approved.
- 2.3.4 Regular board meetings shall be held on the third Wednesday of every month of the year excluding December. Special meetings of the board may be called according to the bylaws. A reminder notice sent out to all board members by the Secretary approximately 5 days in advance of the meeting date shall precede all board meetings.
- 2.3.5 In compliance with Louisiana Open Meetings Law and this board's adherence to openness and accountability, all meetings of the Board and its committees shall be publicized to all IHS Board members, school staff, students' families and the community at large to the greatest extent practicable. Notification and publicity of all meetings shall include posting of notices in the school lobby. Notice shall include the agenda for that meeting. Additionally, every effort will be made to provide notification of the meetings in the school newsletter, written notices in students' take-home correspondence, and e-mail to Board members, IHS staff and families.
- 2.3.6 The Chair of the Board shall allow for public comment at various times during board meetings as required by the laws of Louisiana.
- 2.3.7 Throughout the year certain meetings will be dedicated to addressing specific topic areas as defined by this BPM and/or the organization's By-laws.
  - 2.3.7.1 The April meeting shall include a review of the planning and budgeting for the upcoming fiscal year.
  - 2.3.7.2 The May meeting shall include a vote on the approval of the budget for the upcoming fiscal year.
  - 2.3.7.3 The June meeting shall be the annual board meeting and shall include the election of board officers.
  - 2.3.7.4 The July meeting shall include a review of the performance of the Head of School and the organization for the past year.

2.3.7.5 No later than August the board shall adopt a board-meeting schedule for the upcoming school year.

#2.3.8 The Governance Committee shall prepare a meeting evaluation form for completion by each board member on an annual or semi annual basis. The completed forms shall be reviewed, analyzed, and summarized by the Governance Committee, which shall report the results of the meeting evaluation to the board members within two weeks of the review.

**#2.4 Standing Committees.** Committees help the board be effective and efficient. They speak "to the board" and not "for the board." A committee has no authority implied or stated unless authorized by the board. When authorized to carry out board policy, Committees shall perform only the tasks explicitly stated in this manual or in any Board Resolution.

Committees are not created to advise or exercise authority over staff. Committee structure should flow from the organization's strategic goals and the board's priorities. Periodically, the board should review its committee structure and determine which committees are necessary.

Once committees are created by the board, the Board Chair shall recommend committee chairs for one-year terms, subject to board approval as required by the By-laws. The Board Chair is an *ex-officio member* of all committees. The Head of School is a non-voting member of all committees except the Governance Committee.

All committees shall continuously monitor and recommend changes to any and all policies of the board as necessary.

2.4.1 The **Governance** Committee (GV) shall develop and recommend policies to the Board pertaining to:

- (1) the evaluation of the Head of School,
- (2) the nomination and election of board members,
- (3) the orientation and training of board members, and
- (4) the evaluation and review of individual board member and officer contributions.

The GV Committee shall develop and recommend changes to the Board's By-laws and to the school's charter. The GV Committee shall perform the following tasks:

- (a) prepare and distribute to all board members annual or semiannual meeting evaluation forms and
- (b) present to the board reviewed, analyzed, and summarized meeting evaluation results with suggested changes.

#2.4.2 The **Finance** Committee (FN) shall develop and recommend policies to the Board pertaining to:

- (1) financial principles, plans, and procedures,
- (2) the school's financial solvency,
- (3) annual budget limits, goals, and parameters,
- (4) the school's accounting manual,
- (5) Board education related to the school's finances, and
- (6) auditing procedures

The FN Committee shall provide financial support for furthering the organization's mission, for ensuring the school's financial solvency, and to provide the school with adequate funds required to achieve the board's strategic growth goals. In addition, the committee shall make recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in the BPM that the committee determines are advisable for effective financial management.

The FN Committee shall perform the following tasks:

- (a) review the annual budget and present it to the board for approval.

2.4.2.1 The Fundraising Sub-Committee shall coordinate all fundraising activities of the board.

#2.4.3 The **Facilities** Committee (FC) Duties shall include recommending actions related to the procurement of new facilities and the enhancement or sale of existing facilities. The FC shall determine if proposed facilities-related actions are consistent with the school's long-term strategic plan.

2.4.4 The **Academic** Committee (AC) shall develop and recommend policies to the Board pertaining to:

- (1) parameters related to academic and/or program decisions made by the Head of School.

#2.4.5 The Board Chair shall have the authority to create and call meetings of various **Ad-hoc** Committees and assign chairs and members to each committee. The purpose and composition of these committees may be dictated by the Board of Elementary and Secondary Education (BESE). These Committees shall act in an advisory capacity only, unless otherwise stated in this manual or in any Board Resolution.

2.4.5.1 The **Head Search** Committee (HD Srch) shall meet when needed and only to search and gather information related to potential Head of School candidates.

The Board President shall not be limited to creating the ad-hoc committees listed above.

2.4.6 The chair of the **Executive** Committee (EX) shall be the Board Chair and the members shall consist of all board officers. Except for the actions enumerated below, the committee shall have the authority to act for the board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next board meeting to take such action. With respect to any action taken on behalf of the board, (1) the Executive Committee is required to report the action to the board within 5 days, and (2) the board must approve the action at the next board meeting.

The Executive Committee is not authorized to make decisions or to take action with respect to the following matters:

2.4.6.1 Dissolving the corporation

- 2.4.6.2 Hiring or firing the Head of School
- 2.4.6.3 Entering into major contracts or suing another entity
- 2.4.6.4 Making significant changes to a board-approved budget
- 2.4.6.5 Adopting or eliminating major programs
- 2.4.6.6 Buying or selling property
- 2.4.6.7 Amending the By-laws
- 2.4.6.8 Changing any policies that the board determines may be changed only by the board

- 2.5 Board Finances.** Every board member is expected to make a financial contribution to the school every calendar year. The board expects that expenses incurred in fulfilling board obligations will be absorbed by individual board members (these expenses may be recorded as a tax deduction); however, any board member may with prior board-approval submit for reimbursement any expenses incurred related to board-required activities.

### **Part 3: Board–Head of School/Staff Relationship**

- 3.1 Delegation to the Head of School.** While the board's job is generally confined to establishing high-level policies, implementation and subsidiary policy development are delegated to the Head of School.
- 3.1.1 All board authority delegated to staff is delegated through the Head of School, so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the Head of School.
  - 3.1.2 The Head of School is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the board's policies in this BPM.
  - 3.1.3. The board may change its policies during any meeting, thereby shifting the boundary between board and Head of School domains. Consequently, the board may change the latitude of choice given to the Head of School, but so long as any particular delegation is in place, the board and its members will respect and support the Head of School's choices. This does not prevent the board from obtaining information in the delegated areas.
  - 3.1.4 Except when a person or committee has been authorized by the board to incur some amount of staff cost for study of an issue, no board member, officer, or committee has authority over the Head of School. Only officers or committee chairs may request information, but if such a request—in the Head of School's judgment—requires a material amount of staff time or funds or is disruptive, it may be refused (this does not preclude the board as a whole from directing the Head of School to deliver information or incur staff cost for the study of an issue).
- 3.2 Head of School Job Description.** As the board's single official link to the operating organization, the Head of School's performance will be considered to be synonymous with organizational performance as a whole. Consequently, the Head of School's job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals and (b)