

Global Governance Commitment

The purpose of the board, on behalf of the community of Bemidji, is to see to it that Schoolcraft Learning Community (a) achieves appropriate results for appropriate persons at an appropriate cost (as specified in board Ends policies), and (b) avoids unacceptable actions and situations (as prohibited in board Director Limitations policies).

Governing Style

The Board will govern lawfully with emphasis on (1) outward vision rather than on internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction between the Schoolcraft Board and school Director roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly:

1. The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will be the initiator of policy, not merely a reactor to staff initiatives. The Board will use the expertise of individual Board members to enhance the ability of the Board as a body, but will not substitute individual judgments for the Board's collective values.
2. The Board will hold itself accountable to govern with excellence. This self-discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuity of governance capability.
3. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the staff organization, not on the administrative or programmatic means of attaining those effects.
4. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
5. The Board will monitor the Board's process and performance. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Staff relationship categories.
6. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling group obligations.

Board Job Description

The job of the Board is to represent the students, staff and families in determining and demanding appropriate organizational performance.

Accordingly:

1. The Board will establish and effectively maintain the link between Schoolcraft and its stakeholders.
2. The Board will establish and effectively maintain written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. **Ends:** Desired results, for whom, and at what relative value or worth.
 - b. **Director Limitations:** Constraints on the school Director's authority that establish the prudent and ethical boundaries within which all Director activity and decisions must take place.
 - c. **Governance Process:** Specification of how the Board conceives, carries out, and monitors its own task.
 - d. **Board-School Director Linkage:** How power is delegated and its proper use monitored; the school Director's role, authority, and accountability.
3. The Board will produce assurance of the Director's performance (utilizing policies in 2a and 2b).

Agenda Planning

To accomplish its governance responsibilities consistent with Board policies, the Board will follow an annual agenda that: (1) completes re-evaluation of *Ends* policies annually and (2) continually improves Board performance through Board education and enriched input and deliberation.

Accordingly:

1. The cycle will conclude each year on the last day of September so that administrative planning and budgeting can be based on accomplishing a one year segment of the Board's most recent statement of long term Ends.
2. The cycle will start with the Board's development of its agenda for the next year.
 - a. Between June and August methods of gaining ownership input will be identified and scheduled, to be carried out during the agenda cycle.
 - b. Between June and August of each year methods of Board education including education related to Ends determination (for example, presentations by demographers, advocacy groups, and staff) will be identified and scheduled, to be carried out during the agenda cycle.
3. Throughout the year the Board will attend to consent agenda items as expeditiously as possible.
4. Regular monitoring reports will be presented by the School Director at each regular meeting.
5. Additional policy monitoring will be included on the agenda if regular monitoring reports show policy violations or if policy criteria are to be debated.
6. School Director compensation and contract renewal will be decided after a review of monitoring reports received in the last year during the month of April.

Chair's Role

The Chair, a specially empowered member of the board, assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

Accordingly,

1. It is the responsibility of the Chair to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content will be only those issues, which, according to Board policy, clearly belong to the Board to decide or to monitor.
 - b. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the Chair consists in making decisions that fall within topics covered by Board policies on Governance Process and Board-Director Linkage, except employment or termination of a CEO and where the Board specifically delegates portions of this authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The Chair is empowered to chair Board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
 - b. The Chair has no authority to make decisions about policies created by the Board within Ends and Director Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the Director.
 - c. The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - d. The Chair may delegate this authority but remains accountable for its use.

Board Member's Code of Conduct

The Board commits itself and its members to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Members must have loyalty to the ownership, un-conflicted by loyalties to staff, other organizations, and any personal interest as a consumer.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - a. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates.
 - d. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.

3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a. Members' interaction with the Director or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.
 - b. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - c. Members shall not publicly make or express individual negative judgments about Director or staff performance. Any such judgments of Director performance will be made only by the Board, meeting in session with the Director, as appropriate.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Members agree to abide by the Schoolcraft Learning Community Board Member Job Description.
6. Members will be properly prepared for board deliberation.

Board Committee Principles

Board committees, when used, will be used to support the work of the Board and to reinforce the wholeness of the Board's job, and never to interfere with delegation of authority from the Board to Director.

Accordingly:

1. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will not have dealings with current staff operations.
2. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Director.
3. Board committees cannot exercise authority over the staff. Because the Director works for the full Board, he or she will not be required to obtain approval of a Board committee before a Director action.
4. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board committee that has helped the Board create a policy on some topic will not be used to monitor organizational performance on that same topic.
5. Committees will be used sparingly, and ordinarily in an *ad hoc* capacity.
6. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Director.

Cost of Governance

Poor governance costs more than learning to govern well. Therefore, the Board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure effective governing.
 - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
 - b. When resources are available, outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance.
 - c. Outreach mechanisms, such as opinion surveys, will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
2. Board costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability. It is recognized that funds will be used for training, including attendance at conferences and workshops; for pertinent third party monitoring of organizational performance; and for surveys, focus groups, and meeting costs.

Nominations and Elections

An Elections Committee shall be formed prior to February each year, comprised of at least three members, at least two of whom are Board members not running for re-election. The committee will:

1. Study the current composition of the Board and make recommendations to the Board regarding skills and experience that may be needed to strengthen it.
2. Review the election procedures to set the specific timeline for nominations, elections and run-off elections.
3. Solicit recommendations for nominations by publishing a request for nominations in a February newsletter.
4. Accept nominations that are made to the committee by a specified date and time.
5. Mail out ballots, along with the background information on all of the nominees, to all eligible voters by a specified date.
6. Collect all ballots which will be due at a specified time and date, at which time the committee will open and count the ballots. The nominees receiving the most votes from the majority of those voting will be considered elected.
7. Conduct a run-off election, in the event that there are some individuals who received more votes than others but there is a tie or one or more of these individuals did not receive votes from the majority of those voting. If a run-off election is required, run-off election ballots will be sent out that includes all nominees except those that have already been elected by a majority and those who did not receive any votes in the first round.
8. Election results will be certified by the Board at the regular monthly Board meeting in April.
9. Newly elected Board members will attend the April meeting, but will not be voting members until the May meeting.