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- Types of permanent committees, including governance; finance; advancement; and diversity, equity, and inclusion
- Roles, tasks, and time commitments
- Responsibilities in relation to the board chair, head of school, and staff
- The unique roles of task forces and advisory committees
- Advice on how to be an effective committee member

KEY FEATURES: Sample charters and a member directory and work planner to adapt to your own committees' needs

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National Association
of Independent Schools

ISBN: 978-1-63115-052-4



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The Committee Handbook

A Guide to Strengthen Your Board
and Get More Done

NAIS Trustee Series

Mary Hundley DeKuyper and Karla Taylor



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National Association
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The Committee Handbook is a revised and expanded version of a previous NAIS book, *Doing More with Less: How Committees and Task Forces Can Strengthen Your Board*.

ISBN: 978-1-63115-052-4

Printed in the United States of America



National Association
of Independent Schools

The National Association of Independent Schools provides services to more than 2,000 schools and associations of schools in the United States and abroad, including more than 1,600 nonprofit, private K-12 schools in the U.S. that are self-determining in mission and program and are governed by independent boards. As the largest association of independent schools, NAIS co-creates the future of education by uniting and empowering our community.

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Designer: Fletcher Design, Inc./Washington, DC

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Introduction

Activating your board's “thought force”—committees, task forces, and advisory groups

WHY IS IT SO IMPORTANT for your school to foster well-run committees, task forces, and advisory groups?

“Because they are an effective board’s thought force—not just its workforce,” says governance consultant Glenn Tecker. Through their research and expertise, these groups can broaden your board’s perspective on the opportunities and challenges your school faces. They can deepen conversations about options from which your school can choose. And they can save valuable time even as they help your full board make better-informed decisions.

The members of these committees gain as well. They have the opportunity to apply their expertise in concrete ways, work closely with staff and other board members, and make contributions that will have an enduring impact on your school and students. They can also demonstrate their qualifications for the board’s leadership track, where they can further enhance the school and its governance in the future.

But well-run committees require thoughtful organization and clear direction. It's crucial to strike a balance between board meetings and the work of committees: A board's major decisions should be made around the board table, where all trustees are involved at the same time. And in all settings—whether in group work or the boardroom—trustees should remain focused on their most important responsibilities: strategic and generative thinking, high-level oversight, and stewardship of resources.

That's where this book can help.

By working intentionally through committees, and by ensuring that they have appropriate relationships with the board as a whole, your school's trustees can fulfill their obligations in the most effective and efficient ways possible. This book describes the role of committees, task forces, and advisory groups; outlines their different types; and suggests ways that your school can make the best use of talent and time to strengthen your board and get more done.

CHAPTER 1

Committees and Task Forces: The Fundamentals

The modern board structure should be far more issue-based, ad hoc, and flexible than in the past.

ULTIMATELY, YOUR BOARD AS A WHOLE is responsible for governance of your school: what it is and what it does. But at many independent schools, trustee job descriptions require service on at least one committee or task force. Such committees should help your entire board and individual trustees perform their fiduciary and legal duties—whether that means ensuring that your school adheres to its mission, overseeing its assets, identifying and managing board members' conflicts of interest, or organizing your board's work effectively.

Today's trustees and heads are under constant scrutiny from both the school community and government entities. They're expected to be wise leaders and good stewards of increasingly complicated educational institutions with multimillion-dollar budgets, investments that must be managed in good times and bad, and growing technological needs and costs. All of this must be overseen and managed in light of the school's mission. Your board and administration need to plan strategically and yet be nimble enough to adjust quickly to changing circumstances.

To hold the school's current and future well-being in trust, your board members must concentrate on what allows them to make informed decisions—not just on what seems interesting at the moment. In turn, your board committees must focus on crucial work that facili-

tates the board's deliberations and planning—not just serve as a collective of advisers on administrative matters or reflect the administrative structure of the school.

Although nonprofit governance structures have remained essentially the same for decades, and have been codified in bylaws, the modern board structure should be far more issue-based, ad hoc, and flexible than in the past. For the most effective boards, what does this mean in practice?

- Boards develop their own structures each year around the work they should do to further their schools' strategic priorities and mission.
- Especially since the turn of the 21st century, boards have shifted from having six or more standing committees that mirror their schools' administrative structure to fewer standing committees and more task forces.
- Today's boards charge board task forces with investigating strategic issues and bringing recommendations to the board and administration.
- Boards change agendas from meeting to meeting to reflect emerging issues and demands.

While most governance practices have changed, bylaws might not have kept up. Some schools' bylaws still list numerous standing or permanent committees with defined duties, locking in a structure that might not fit current needs. Other schools' bylaws are less prescriptive, giving boards greater flexibility to change their structure. The approach your school chooses will depend on what your board finds most useful. In both cases, your school's bylaws should state that your board may create additional committees and task forces as needed. It's also recommended that your bylaws require a trustee vote to disband any standing committees created by your board or bylaws.

LIABILITY INSURANCE FOR TRUSTEES

Individual trustees are liable as fiduciaries, which is why your school should have directors and officers (D&O) liability insurance. Remember, however, that such policies do not cover criminal behavior or willful negligence. The best protection is a vigilant board of trustees that governs wisely and carefully. For more about D&O insurance, see the article "Directors and Officers Liability Insurance: Why It's Worth the Cost" at <https://nonprofitquarterly.org/nonprofit-insurance-why-its-worth-the-cost/>.

TYPES OF COMMITTEES AND TASK FORCES

This book describes three broad types of committees and task forces that your board should consider creating: standing or permanent board committees, task forces and other ad hoc board committees, and advisory committees. Each type works somewhat differently toward distinct goals.

Standing or permanent board committees

All standing or permanent committees do the following:

- Focus on ongoing work, often with multiple charges, year after year
- Concentrate on strategic and long-range oversight and issues, usually stemming from the school's strategic plan and the board's annual action plan
- Develop broad institutional policies and recommend that the board approve them
- Advise the administration only when the head or his or her designee asks, and as a limited practice

Some standing committees involve trustees in actual hands-on work. These include the governance committee (also known as the committee on trustees or the nominating or board development committee) and the advancement (or development) committee. For example, trustees on the advancement committee may propose institutional fund-

raising policies for the board to adopt and may work with staff on a long-range fundraising plan, again for board adoption, that supports the strategic plan. The same committee may also do hands-on work to identify, cultivate, and thank donors, as well as to ask prospects to support the school financially.

Many other standing committees do not get involved in hands-on tasks. For example, the finance committee does not do day-to-day work such as managing the school's financial operations, paying bills, and the like. The finance committee is charged with developing institutional financial policies, providing high-level oversight of assets, and bringing the budget that the administration develops to the board for its adoption. Read more about standing committees in Chapter 2.

Task forces and other ad hoc board committees

All task forces and ad hoc committees do the following:

- Focus on a specific objective—usually one issue or task
- Operate in a limited time period, with the ending point as either a certain date or when the assignment is complete
- Disband when the work is done

A board might create a task force for a variety of reasons. For example, if a school experiences a drop in enrollment, the board might establish a task force made up of trustees, administrators, faculty, and people outside the school, such as a demographer and financial expert. This group could examine the issue and bring recommendations to the board or school head.

Or if a school needs to examine its current facilities and future space needs, it could convene a cross-section of the school community and outside experts. They could develop a master plan that the board could adopt and that could lead to a capital campaign.

Or if the board wants to explore alternative revenue streams, it could assign a task force of several board members with a range of talents to work with staff to identify potential projects. Read more about task forces and other ad hoc board committees in Chapter 3.

Advisory committees

Advisory committees are formed to counsel the head and other administrators because committee members are experts in areas of particular importance to the school. They may provide information or recommendations on everything from facilities to communications, and they may be temporary (until their purpose has been fulfilled) or permanent. Read more about advisory committees in Chapter 4.

COMMITTEE AND TASK FORCE CHAIRS

At most independent schools, the board chair appoints the chairs of committees and task forces, and the people selected are usually trustees. But your school should check its bylaws on the proper procedure for appointing committee chairs because occasionally a board vote is required.

Serving as the chair of a committee or task force is good training for future board officers. Your board chair can find it helpful to consult with the governance committee about potential chairs, as that committee is charged with succession planning and may have ideas about who would benefit from chairing other committees.

The incoming chairs of your committees or task forces should be oriented to their positions and have hands-on consultations with the outgoing chairs (if any). For continuity, it is best that your committee chairs serve for two years and, when possible, have already served as committee or task force members before becoming chair. A task force chair's term typically ends when the task force's work is done, often in a year or less.

These are the responsibilities of committee or task force chairs:

- Leading the development of a work plan based on the charge the committee or task force has been given
- Scheduling meetings so that the work complements the committee or task force's plan and the flow of reports and recommendations to the board is timely
- Assigning members to do specific tasks

- Communicating with staff assigned to support the work of the committee or task force, if staff assistance is appropriate and available
- Leading the assessment of how well assigned tasks are accomplished
- Assessing committee or task force members' performance, if that's part of the committee or trustees' board evaluation process
- Serving as a member of the executive committee if the executive committee includes chairs of the standing committees (However, chairs of task forces do not usually serve on the executive committee.)

COMMITTEE AND TASK FORCE MEMBERS

Your board chair should name the chairs and members of the committees and task forces at the beginning of the board's business year—but only after the board has organized itself for the year and decided what committees and task forces it needs and what their charges should be. When appointing members of each committee, many board chairs consult with the committee chairs and school head in addition to taking into account the preferences of individual trustees. However, the final decision on committee service should rest with the board chair, as the chair needs to have the right committee members, with the right expertise, on the right committees so that the work of the board will be done effectively.

At times, your board chair may need to assign a trustee to a committee in an area in which the trustee has no existing expertise but requires experience so that he or she can be better prepared to become a board officer. Examples of this kind of professional development include assigning a potential board chair who lacks strong financial experience to serve two years on the finance committee or providing a new board chair with a parliamentary procedure course at the school's expense.

You should also bear in mind that, depending on the nature of the committee and your bylaws, not all committee members need to be

trustees. They can be drawn from current or past parents, alumni, grandparents, or community experts. Non-trustees can add value by providing expertise the board doesn't already possess, increasing diversity in all its aspects, and offering that expertise or diversity without expanding the size of the board. Involving non-trustees also enables board members to get to know potential trustees and to expand the capacity of a small board without risking trustee burnout.

Members of task forces should go through the same selection and appointment process as noted above for standing committees. However, it's common for the majority of task force members to be drawn from non-trustees. In addition to providing needed expertise, they can add the perspectives of your school's various constituencies and even outsiders.

The size of your board's committees and task forces should be based

SETTING TERM LIMITS FOR COMMITTEE MEMBERS

Many schools set specific limits on the time trustees and others can serve on committees or other bodies, especially major standing committees. Why do term limits make sense? For one thing, many of today's volunteers, and especially younger ones, have neither the time nor the interest in committing to lengthy obligations. Another reason, consultant Glenn Tecker notes, is to maintain a balance between institutional memory and fresh thinking. "One without the other is less valuable than the two together," he says.

What's a reasonable term? If you have a large pool of qualified volunteers for your committees, a two-year term with the potential for one reappointment may be optimal. If your pool is not deep, consider a three-year term with one reappointment. The exception might be the advancement committee, on which it can be useful to have committee members with longtime, in-depth knowledge of your school's culture and connections. (For the overall board, three years was the most common term in BoardSource's 2021 *Leading with Intent* survey of board practices, and two terms was the most common maximum. Your board will need to determine whether becoming a committee chair entitles a trustee to an additional term on the full board.)

on each group's goals. They should be large enough to get their tasks accomplished and to include people with the needed expertise and diversity of perspectives. And they should be small enough to have in-depth deliberations and make decisions.

In addition, your board should set term limits for committee members to allow for both continuity and an infusion of new perspectives.

THE BOARD CHAIR AND HEAD AS EX-OFFICIO COMMITTEE MEMBERS

Your board chair and head of school should be invited and welcomed to all committee meetings. Board chairs are generally ex-officio members of all committees, usually with a vote. Many heads are also ex-officio members, either with or without a vote.

Some heads and boards prefer that the head serve as the staff member present at the committee meetings rather than as a committee member. Much of the debate on that issue has focused on whether the top school administrator should also serve as a board member. Some people argue that having the head as an ex-officio member of the board and various committees brings greater weight to his or her insights. Others argue that serving in dual capabilities—as both head and board member—is too great a conflict, leading to confusion between the two roles.

In addition to your school head, other staff members may provide knowledgeable support to your standing committees as well as serve as members of your task forces and advisory committees. The head should assign specific staff members to committees and task forces, and both the committee members and the staff should understand their respective roles—more strategic for the committee, more operational for the staff. Before your committees or task forces begin their work, they need to be able to answer questions, such as what support will the staff provide the committee, and can the committee or task force give assignments to staff members?

It can be hard for administrators or faculty members—or even the

“YOU’VE GOT TO LET THE HEAD GO HOME”

Obviously, it's not realistic to expect school heads (or board chairs) to attend all committee meetings. The challenge is to keep heads sufficiently involved so that they're knowledgeable about committee work but not so involved that they burn out from working all day and attending meetings every night.

Part of the solution is to step back and examine your committee structure. Does your board have too many committees? (See “The Case for Thinking Small” on page 13.) Even if not, are your committees enmeshed in tactical matters that rightfully belong to the head and staff? “If your board committees believe they need the head's perspective on a whole bunch of issues, maybe those are actually operational issues,” says Jack Creeden, head of Whitby School (CT). “If the head's out too many nights a week, you have to ask: How future-oriented is the board agenda, really? You've got to let the head go home.”

head—to tell a board committee or task force that they don't have time to fulfill requests for information or to perform additional duties on top of their regular jobs. There must be coordination between the board and the administration, and any requests should be made through the head of school. That way you won't have the enrollment task force members asking the admission director to provide a report on the school's last 15 years of admission trends at the same time that he or she is reviewing student applications.

MEETINGS AND MINUTES

Your board's action plan, along with the specific charges of the committees and task forces, should determine how often standing committees and task forces will meet. The meeting schedule should be set at the beginning of the board year. That schedule should allow for the timely flow of information and recommendations from the committees to the whole board to inform their deliberations and decisions.

The minutes of committee and task force meetings should list those

in attendance and record any motions that take place. The deliberations and names of members who make statements do not need to be recorded. Given the number of committee and task force meetings as well as the occasional need to distribute the minutes or make them public, the minutes should be streamlined to focus on actions taken and, if important, actions not taken.

To preserve full board meeting time for strategic or generative discussions and board education, many boards use the consent agenda model. In this model, the board bundles committee and task force reports and minutes (along with other routine business) into one item for approval. Because these pre-read materials usually summarize activities that have already happened, there's little need for board discussion or action. But if any trustee has questions or if major issues or recommendations have arisen that merit board debate, the items can be placed on the board meeting's main agenda.

Whether or not your board uses a consent agenda, committees and task forces should send out their minutes and reports to the rest of the board well in advance of full board meetings. This way trustees will be well-informed with pertinent background and needed context. If a committee or task force is asking the board to take action, time must be scheduled at the board meeting to allow for discussion of the recommendations. That said, there may also be times when it would not be appropriate for information to be shared in advance if the issue may need to be kept in confidence and discussed only at the meeting.

THE CASE FOR THINKING SMALL

Many nonprofit boards have come to the conclusion that less truly is more. In 1994, boards had an average of 6.6 standing committees, according to BoardSource. By 2021, the number was 4.1.

In his board workbook *Reshaping the Volunteer Workforce*, governance consultant Glenn Tecker summarizes the challenge this way:

[A board's] work structures should be sized right to effectively accomplish the work. They should not include entities that (a) have no role or responsibilities, (b) overlap with one another, (c) slow the overall governance and decision-making process, and (d) do not contribute to [the organization's] strategic direction.

For many [organizations], this means that their committee or work group structures need to go on a diet, eliminating dead wood and reducing their overall level of bureaucracy.

Strong words like these make the justification for streamlining committees seem straightforward. But figuring out how to do it may not be. A big reason is that the prospect of losing a board-related position can seem threatening to some committee chairs, members, and even staff liaisons. Here are some ways to make reconsidering and reordering your committees seem less like a loss and more like a sound way to conduct business.

Consider a zero-based approach. BoardSource defines this as starting with a clean committee slate every one or two years. After assessing current strategy and priorities, the board agrees to create or re-create only the committees and task forces that fit those needs. The members of each group understand that they will disband when they fulfill their charge or the board decides the work group is no longer needed.

Have members of your board conduct a blue-sky exercise in which they ask questions such as, if our board did zero-base its committees and start fresh, what groups would we retain and what would we dissolve? Or if we leave our committees as they are, unexamined, what do we have to be afraid of—what might be at risk?

(continued on next page)

Conduct an anonymous survey among the members of each committee and its relevant staff. Governance consultant Cathy Trower says that these two questions are especially good ones to ask: (1) In the past year, what is the most important strategic or fiduciary-related work this committee accomplished? (2) In the year ahead, what is the most important work you think the committee should be charged with doing?

Honest answers will show whether committee members think they're doing substantive work—or whether they think of their committee as a report-heavy dog-and-pony show, or they think they're doing nothing, or they don't know what they're supposed to be doing.

If the board conducts a regular committee assessment—at least every couple of years, perhaps as part of the board retreat—the process will become easier with time. The prospect of change will grow less threatening, and trustees will get better at recognizing that they need to be flexible and focused on strategies for the future instead of the tactical needs of the present.

For more information:

NAIS Trustees' Guide, "Create the Right Board Structures and Practices":
<https://www.nais.org/trusteesguide>

Nonprofit Board Committees, BoardSource:
<https://boardsource.org/product/nonprofit-board-committees/>

Reshaping the Volunteer Workforce, a workbook by Glenn Tecker of Tecker International:
<https://www.tecker.com/wp-content/uploads/2017/12/TIReshapingVolunteerWorkforceDec17PPT.pdf>

CHAPTER 2

Standing or Permanent Board Committees

“Committee structure should mirror board work, not administrative work.”

—Governance consultant Cathy Trower

MANY GOVERNANCE EXPERTS recommend the standing committees that this chapter covers for all boards of trustees. They are the governance committee (sometimes called the committee on trustees or the board development or nominating committee), the finance committee, the audit committee (if it is separate from the finance committee), and the advancement or development committee. A relatively recent addition to this list is the diversity, equity, and inclusion (DEI) committee.

This chapter will also describe the executive committee, although it may not be needed for boards with fewer than 18 members. However, an executive committee may be useful for boarding schools or other boards that usually meet only three or four times a year. Some boards also find it helpful to have an executive committee that can be called together quickly in an emergency for rapid decision-making or to offer guidance for the head of school.

THE GOVERNANCE COMMITTEE

(Also called the Committee on Trustees, Board Development Committee, or Nominating Committee)

Purpose

The governance committee is the most important board committee because it's responsible for ensuring that the school flourishes, now and

“A robust governance committee is super-important to the care and feeding of the board. The governance committee should always be asking questions such as: What committees do we need? Why do we need them? Are they a good use of our board members’ time?”

—Andrew Davis, associate vice president of member education and outreach, BoardSource

in the future. It does so in several ways.

- It determines the composition of the board.
- After identifying the board’s needs, it recruits and nominates new trustees and renominates trustees to additional terms. It also nominates officers and plans for leadership succession on the board.
- It provides for board professional development by orienting new trustees and offering ongoing training for all trustees.
- It develops and implements self-evaluations for board members and the board chair.

This committee’s charge stays the same from year to year. However, the number of new trustees and selection criteria will vary according to the changing needs of the school, the elements of the strategic plan, the connections and expertise of the trustees, and the number of trustees rotating off the board. Criteria for selecting board officers will also vary according to the school’s needs.

Tasks

The key activities of the governance committee are to nominate and develop trustees.

The nomination process

When nominating new board members, the committee performs these tasks:

- Collects the following data for decision-making:
 - Trustee self-assessments
 - Individual trustee evaluations
 - Exit interviews with departing trustees
 - The school’s strategic plan
 - Current board member demographics and future needs, including ethnic, racial, gender, religious, economic, and constituency diversity (See the box on diversity, equity, and inclusion on page 18.)
- Develops and communicates criteria for trustee candidates and solicits nominations from both the board as a whole and others, as appropriate
- Identifies and recruits board candidates:
 - Develops a pool of potential trustees
 - Performs preliminary checks on potential trustees’ backgrounds, expertise, ability to work as team members, and other skills and qualities
 - Assigns promising candidates to board or school advisory committees to see them in action and evaluate their effectiveness
 - Makes plans to cultivate candidates, if necessary
 - Interviews candidates on the short list, making sure that they understand a trustee’s roles and responsibilities
 - Asks potential trustees to stand for election in a face-to-face meeting, when feasible
 - Renominates eligible trustees for an additional term, using the same criteria as for new trustees (since renomination should not be automatic)
 - Nominates officers who meet established criteria that align with the succession plan developed in collaboration with the current board chair and head

- Presents a slate of trustees and officers to the electing body, usually the board of trustees
- Provides succession planning for the board leadership

A few boards elect their governance committees. If that is the case, the committee members must be evaluated for their suitability for the position and nominated by the governance committee for election by the board.

Board development

The faster your new trustees can become productive and feel a part of your board, the better your whole board will function. In educating

and training new board members, the governance committee performs the following tasks:

- Orients trustees, under the leadership of the board chair and head of school. This includes
 - holding orientations (in person, when possible) about board roles and responsibilities, specific expectations for board performance, and issues the board has been and will be working on; and
 - developing a board manual for new trustees and updating the manuals of current trustees.
- Assigns seasoned trustees to mentor new trustees, both as a means to educate them and to be hospitable and inclusive

THE GOVERNANCE COMMITTEE'S LEADERSHIP ROLE IN DIVERSIFYING THE BOARD

It goes without saying that diversity, equity, and inclusion (DEI) are important to the entire board. As governance consultant Cathy Trower has written, “Ideally, the board values DEI, the board itself is diverse, and trustees themselves engage in an inclusive manner in their work. The board sets the tone and leads by example.”

But DEI is especially important to the governance committee because of its role in developing and nominating trustees. You can find food for thought regarding DEI, the governance committee, and committees in general from the following resources (which you can locate by inserting the titles in a search engine).

Making the case for DEI. The *Harvard Business Review* article “Why Diverse Teams Are Smarter” is as relevant to independent schools today as it was to the business world when it was published in 2016. “Striving to increase workplace diversity is not an empty slogan—it is a good business decision,” authors David Rock and Heidi Grant write.

Confronting barriers to diversity. “There is no panacea or single solution” to overcome DEI roadblocks. “In fact, wanting a silver bullet or fast solution is one of the barriers to making progress,” Cathy Trower writes in “Diverse, Inclusive, and Equitable Boards: A Dozen Ideas to Make Progress” in the May/June 2022 *Trusteeship*

magazine. The article was published for the higher education audience by the Association of Governing Boards of Universities and Colleges. But the insights into many of these ideas, including the “why” of DEI, apply to independent schools.

Understanding the committee's role in strategic recruitment.

“With the governance committee's leadership, the board should explore why and how diversity, inclusion, and equity matter to the organization's mission and work—and the missed opportunities that may result if the board is homogenous,” author Ellen Hirzy writes in the BoardSource book *Nonprofit Board Committees*. The book details how the commitment plays out in the committee's work.

Avoiding a simplistic approach to recruitment. In a blog called “Recruiting for Board Diversity—Without Disrespecting People of Color,” BoardSource Vice President Jim Taylor shares a cringe-inducing, first-person story about the wrong way to enlist people of color to join a board. Then he offers “questions predominantly white boards should be asking themselves to assess and guide their approach to recruiting for board diversity.”

For more information: BoardSource's website has a rich supply of additional DEI resources that mix thought-provoking insights with useful advice. See <https://boardsource.org/research-critical-issues/diversity-equity-inclusion/>.

- Provides trustee training in collaboration with the board chair and head. This includes
 - assessing the board’s need for professional development; and
 - arranging for training from both internal and external experts.
- Works with the board chair to make sure that trustees are assigned to committees or task forces as appropriate and that the chairs of the committees and task forces orient new trustees to their responsibilities
- Interviews new trustees at the end of their first year on the board, especially asking what they know now that they wish they had known early in their tenure
- Provides training to committee and task force chairs on their roles, responsibilities, and performance expectations, as well as on the performance expectations of their committee members
- Ensures that trustees are recognized for their contributions, not just when they retire, and encourages the board chair to highlight trustees’ achievements inside and outside the school community
- Holds exit interviews to get departing trustees’ views on the board’s operations and what the board should focus on in the next few years and beyond

The committee chair

The board chair usually selects the committee chair, although the board can also elect the person. The process should be stated in the school’s bylaws.

Committee members

The criteria for membership on the governance committee reflect the importance of its role:

- Commitment to the school’s mission
- Knowledge of the school, including its programs, problems, and leadership needs

- Awareness of what constitutes good governance
- Personal support of the school’s development activities, including making charitable gifts
- Independence from political factions in the board and school
- Willingness and ability to evaluate sitting and potential board members fairly and candidly
- Ability to keep committee discussions confidential
- Willingness to contact, interview, and recruit new trustees
- Respect for other trustees

Members are usually current trustees, but past board chairs and members can also be good possibilities, as they will have a perspective that helps the committee move beyond the small circle of known potential candidates. Your board chair and head of school should be ex-officio members or ex-officio members without a vote.

Committee members’ terms should be staggered to ensure continuity. Again, the process of selecting members of the governance committee should be stated in your school’s bylaws.

Relationship to the board

The governance committee works closely with the board chair and includes the board in its process—especially in developing trustee selection criteria, identifying potential board candidates, and assessing those candidates.

The full board approves the slates of trustees, officers, and members that the governance committee presents, if approval is part of the committee’s charge. All trustees should be encouraged to identify potential board members within the criteria developed by the committee, in concert with the board as a whole. Then the governance committee will decide which candidates will be actively recruited and can involve the trustees who initially identified any of the candidates.

In addition, the committee, in collaboration with the board chair and head of school, plans the board orientation and training.

Relationship to the head of school

The committee regularly consults with the head of school and seeks advice from him or her on all aspects of its work. The head should be involved in and have a voice in the meetings with potential trustees and in any new trustee orientation sessions.

One of the committee's most important duties is to nominate the board chair. The head should be consulted about the selection, since he or she must work with the chair and vice versa. Board chairs and heads don't need to think alike on every issue, but they should be able to work together in a collegial manner and come to agreement behind closed doors. Once in public, including board meetings, they should be joined at the hip. The head and chair truly do have the most important relationship in the school.

Time commitment

This is a year-round committee. As the nominations process leads up to the board's annual meeting, committee meetings may need to be scheduled more often. Trustee and officer elections will occur at the annual meeting, and the report on the results of the annual board self-assessment should be presented and discussed at the end of the board year.

Resources

These are some of the materials and data that support the committee's efforts:

- Results of the board self-assessment and board chair evaluation
- A nominating grid, including the desired diversity of the board's composition
- The school's strategic plan
- Orientation information
- The school's bylaws and policies
- The board manual

- Trustee job description, expectations, and commitment letter

For more information:

Trustee Handbook, 11th ed., Donna Orem and Debra P. Wilson, NAIS:
<https://www.nais.org>

THE FINANCE COMMITTEE

Purpose

The finance committee provides oversight that helps the board ensure that the school's fiscal matters operate as they should. It oversees the school's financial situation, presents financial reports to the board at least quarterly, and develops long-range financial plans to address the school's future circumstances and needs. It also presents the annual budget, including tuition, to the board for approval and recommends to the board any new or amended institutional financial policies. In addition, the board may ask the committee to investigate specific financial issues. In all these activities, the finance committee works closely with the staff.

At some schools, the finance committee also oversees investments and recommends investment policy to the board. At others, these responsibilities are delegated to an investment subcommittee.

Tasks

These are the key activities of the finance committee:

- Develop or update, with staff, the long-range financial plan for board approval
- Create, with staff, the annual budget, including tuition levels, for board approval
- Oversee the staff's implementation of the budget and bring any major adjustments to the board for its approval
- Provide periodic—at least quarterly—financial reports to the board (See “Financial Reports to the Full Board” on page 24.)

- Create a financial contingency plan for reference in case of an unexpected shortfall
- Oversee the annual filing of IRS Form 990 and share it with the board
- Oversee compliance with laws and regulations
- Understand and monitor compliance with debt covenants, if applicable
- Provide financial oversight for capital projects, including evaluating project feasibility, financing options, and the development and monitoring of the project budget
- Provide oversight of the school's risk management protocols and insurance (if this isn't overseen by another committee)
- Educate the board on financial statements, nonprofit financial accounting, and trends affecting the school's finances

FINANCIAL REPORTS TO THE FULL BOARD

Periodic financial reports to the board from the finance committee should show, at a minimum, the current-year income and expenses to date compared to the budget. In the second half of the fiscal year, it is useful to include a projection of year-end income and expenses. The committee should understand the reasons behind any large variances. The status of cash flow is also important for trustees to know, as revenue for most schools is "front-loaded"—with tuition coming in just twice a year.

The finance committee's periodic reports to the board are for information only. Your board should never formally "accept," "approve," or "adopt" (all three words mean the same thing) the financial reports, as board members cannot be assured that all of the figures are accurate. The only time your board should have full confidence in the financial reports is when the board votes to accept the annual audited financial statements and opinion from the school's independent auditor. If your board is uncomfortable with taking no action, your board chair can ask, "Are there any questions about the report?" If there are questions, your trustees should spend time discussing them. Once such questions are resolved, the board chair can then say, "The financial report will be filed for audit."

- Draft new or amended financial policies for the board's approval
- Ensure that complete, accurate financial records are kept
- Investigate financial issues as directed by the board and then report findings and recommendations to the board

The finance committee or an investment subcommittee of the board should also oversee the school's investments through the following tasks:

- Review investment policies and guidelines on a predetermined schedule and recommend new or amended policies when necessary.
- Develop and recommend to the board for its approval the appropriate endowment draw, or spending rate. This is the formula that defines the amount of return on investment your school will use in its annual operating budget. It's important to set this draw so the value of the endowment grows faster than inflation over the long term.
- Select the external professionals who will manage the school's investments, usually found within the restricted and unrestricted endowment.
- Meet with the investment professionals at least once a year to discuss the investments' performance, and evaluate the performance of the investment adviser, investment managers, and funds, as applicable. (For more information, see "The Investment Subcommittee" on page 26.)

The committee chair

Usually, the board chair has the right to appoint the chair of the finance committee, but he or she should consult with the head since the finance committee chair will work very closely with the school's financial staff. The most common practice is to have the board treasurer serve as chair of the finance committee, which helps keep the executive committee smaller when the standing committee chairs also serve on that committee. (For more information about the executive committee, see page 42.) The appointment process for the finance committee chair should be outlined in your school's bylaws.

THE INVESTMENT SUBCOMMITTEE

Some boards have separate investment committees, but to streamline the board's organizational structure, such a committee can be a subcommittee of the finance committee. This makes sense because the finance committee is charged with oversight of the financial well-being of the school, and a secure, growing endowment is a major component of that well-being. The subcommittee's chair should come from the membership of the finance committee and have expertise in financial investments. Although a few other members of the finance committee can also be members of the investment subcommittee, it is an excellent committee for non-trustees with investment experience.

Here are the tasks of the investment subcommittee:

- Develop and maintain the school's investment policy statement (IPS) and recommend IPS changes to the board as appropriate. The IPS is the document that sets forth how the school will manage its investments or endowment. Key elements include the investment objective and strategy; the target asset allocation; allowable and unallowable investment classes; total return targets; and policies and procedures for monitoring performance, rebalancing, and making changes to the portfolio. The IPS offers general guidelines and does not include recommendations about specific stocks, bonds, or other investments.
- Ensure compliance with donor restrictions and related laws and regulations, such as the Uniform Prudent Management of Institutional Funds Act (UPMIFA).
- Coordinate with the finance committee to ensure that, in the long term, the selected investment strategy is capable of delivering the budgeted endowment spending rate while still growing the value of the investments.
- Monitor the investment portfolio's return, set the investment objectives, and meet with the professional investment managers, as applicable. (Some investment subcommittees directly manage endowment funds, but for most schools, doing that is prohibitively time-consuming and carries more risk than advantages.)
- Report periodically to the board and finance committee on the endowment's performance.

Committee members

The board chair usually has the right to appoint the members of the finance committee, in consultation with the committee chair. This committee is an excellent one in which to include non-trustees with financial and investment experience. The board chair and head of school may serve *ex officio* or *ex officio* without a vote. Again, the process for appointing members should be clearly laid out in your school's bylaws.

THE FINANCE COMMITTEE AS AUDIT COMMITTEE

Some finance committees serve as audit committees or have audit subcommittees. They work with the independent auditor, receive and review the annual audit, and recommend that the board adopt and approve the audit.

Some suggest that the board's audit committee should be completely separate from the finance committee—with no overlapping members—so that the audit committee is completely independent from the school's financial structure and free of potential conflicts of interest. This is a concept borrowed from the federal Sarbanes-Oxley Act of 2002, which was adopted in the wake of the accounting fraud scandals at Enron and other large corporations. Sarbanes-Oxley applied to publicly traded companies where the risks, complexity, and incentives for a finance committee to manipulate the audit process for personal gain are much greater than they are at a nonprofit school.

That's why others believe that for many schools, having the auditor report to the finance committee or a related subcommittee is the practical choice because it's more efficient and makes staffing easier. Advocates say that in most cases, the finance committee's involvement in the school's finances is more of an asset to the audit process than a conflict of interest. Members will better understand the school's finances and learn from the auditor's report in ways that enhance their oversight of the school's finances.

There are a number of ways to view this issue, depending on everything from your school's culture to your state's laws. Your board should confer with your auditor on the best approach for you. For a description of the audit committee, see page 30.

Relationship to the board

All trustees are legally responsible for the school's financial health, and all should understand the assumptions that support the budget and be able to see the school's strategic priorities, mission, and values reflected in it. That's why all must understand the institution's finances and financial statements. The statements should be clearly written and presented so that trustees can ask critical questions and base their strategic thinking and planning on them, assured that the statements are as accurate as they can be without having been audited. The finance committee cannot make financial decisions for the board. It recommends such decisions, and the board as a whole approves them.

The successful finance committee is more of a facilitator on the board than a gatekeeper (although sometimes the gatekeeper role is needed). In its facilitator role, the finance committee ensures that the full board has accurate, timely financial information as well as sound, objective, transparent processes to support decisions about resource allocation and strategic planning. Finance committee members are most successful when they work closely with the advancement, strategic planning, and building committees or task forces, as applicable. The finance committee is often in the best position to serve as the steward of intergenerational equity and to ensure that the interests of the school's future students are properly considered.

Relationship to the head of school and chief financial officer

The committee works closely with the school head and the chief financial officer or business manager to develop the budget and financial policies. The committee relies on staff members to provide the data to support its oversight functions.

The finance committee benefits when the committee chair and chief financial officer collaborate well. The CFO is generally in the best position to onboard the finance chair, including providing insight into the budget process and the key actions the committee must take throughout the year. The effective finance committee will involve

the CFO and head in setting the agenda and making decisions before bringing recommendations to the full board.

Time commitment

The committee meets year-round. Often, more meetings occur during the budget preparation process.

Resources

These are some of the materials and data that support the committee's efforts:

- The school's annual operating and capital budgets
- The long-range financial plan—for example, a three-year rolling plan with assumptions built in. Often, it includes several projected scenarios based on different tuition levels, endowment expectations, and the like.
- The school's strategic plan
- Results of an annual independent audit, including the management letter
- Financial and investment policies
- Investment reports
- Background and rules from the Financial Accounting Standards Board (FASB)
- Information about Generally Accepted Accounting Principles (GAAP)
- The annual IRS Form 990

For more information:

Effective Financial Governance for Independent School Trustees, National Business Officers Association: <https://www.nboa.org/publications/detail/effective-financial-governance-for-independent-school-trustees>

Finance Committee Fundamentals, BoardSource:
<https://boardsource.org/resources/finance-committee-fundamentals/>

Financial Responsibilities of Nonprofit Boards, Third ed.,
 BoardSource: <https://boardsource.org/product/financial-responsibilities-nonprofit-boards-third-edition/>

NAIS Trustees' Guide, "Ensure Financial Health and Sustainability":
<https://www.nais.org/trusteesguide>

"Red Flags, Yellow Flags: Are Your Financial Statements Trying to Tell You Something?" BoardSource: <https://boardsource.org/financial-statement-flags/>

THE AUDIT COMMITTEE

Purpose

The audit committee acts as the eyes and ears of the board, ensuring that the school operates its financial activities in a responsible and legal manner. The committee recommends the external auditor to the board for approval, works with the auditors, receives the audit report and management letter, and presents the annual audit report to the board for its approval. The committee may also have oversight of the board's potential conflicts of interest and the school's major business risks, and it may recommend policies to the board and administration to ameliorate such risks.

This section refers to the audit committee as a separate body. But depending on your school's needs, these functions can be performed by the finance committee itself or by a subcommittee of the finance committee.

Tasks

These are the key activities of the audit committee:

- Select an independent auditing firm and recommend it to the board for approval. Putting the audit out for bid every five to seven years

can help ensure competitive pricing. When bidding the audit, your audit committee can use its own judgment regarding whether to retain the incumbent firm and, if so, whether rotating the audit partner might or might not be appropriate.

- Approve the audit engagement letter.
- Review the draft of the annual audited financial statements and the management letter with the auditor before they're issued, including conducting these tasks:
 - Be sure that the school's finance staff has addressed the previous year's recommendations for improved financial processes and practices
 - Understand any recommendations stemming from the current year's audit and how the staff plans to address any deficiencies
 - Include staff in most discussions, but also meet separately with the auditors to see whether there are any observations they want to share with volunteer leaders about the staff and the school's operations
- Present the external audit (meaning financial statements and management letter, along with staff plans to address any deficiencies noted by the auditors) to the board for its approval.
- Consider when an internal audit may be called for to review the school's financial controls and its mechanisms for reporting information to the board and administration, as well as to evaluate the effectiveness and efficiency of the school's financial systems. Taking this step may be appropriate if your school has concerns or potentially complex issues that can't be addressed through more straightforward means.
- Ensure that the school follows legal and governmental financial regulations and makes the filings required by the state and federal governments (such as IRS Form 990) and by donors (for example, documents that certify that restricted donations are being used in the manner the donors require).

- As needed, monitor conflicts of interest in conjunction with or in place of the committee on trustees.

The committee chair

The chair of the board usually appoints the audit committee chair, who should be someone with financial expertise. The process should be described in the bylaws or by board resolution.

Committee members

If separate from the finance committee, the audit committee can be, and usually is, small—as few as three members, including the committee chair. But at least one member should have financial expertise. Because your board needs people with financial expertise to serve on the finance committee as well (and because interest in serving on the audit committee is generally low), you may find it difficult to populate an audit committee with such people from the board of trustees.

However, it is acceptable to include non-trustees, especially those with expertise in a variety of financial areas (business leaders, investment managers, certified public accountants, and the like). These outsiders can be valued audit committee members, bringing expertise and objectivity to the position.

Relationship to the board

Because of its important role in making sure the school's finances are handled responsibly and legally, the audit committee may need to educate the board about what an audit is and what it is not.

The committee or the audit firm should review the results of the independent audit and management letter before the board approves the audit. The committee may also manage board conflicts of interest. This could include overseeing the trustees' annual signing of the conflict-of-interest statement, where trustees identify their potential conflicts (although the governance committee may serve in this capacity as well).

Relationship to the head of school

The audit committee works with the school head and, most closely, with the finance staff. It is important to remember that audit committee members do not perform the financial activities that are part of the preparation for the audit. Nor do they work with the auditors during the actual audit process. The primary jobs of the audit committee are to (1) ensure that the audit is performed by qualified, independent auditors and (2) understand any deficiencies or concerns that arise from the audit. Then it is the job of the school head and chief financial officer to develop and execute plans to resolve such deficiencies or concerns and report progress to the audit committee.

Time commitment

In a normal year, when the board is not selecting a new auditor, the audit committee generally meets once to receive the auditor's report. Committee members will probably need to meet more in years when the committee decides to put the audit out for bids.

If the committee is charged with the oversight of risk management, it then becomes a year-round committee.

Resources

These are some of the materials and data that support the committee's efforts:

- The previous annual audit and management letter
- The administration's plan to meet deficiencies, if any
- The annual budget
- The annual IRS Form 990
- Finance committee reports to the board
- Audit committee due-diligence list
- Trustee-signed conflict-of-interest statements (if this is part of the committee's charge)
- The school's risk register or risk management plan

For more information:

“The Board’s Role in Reviewing Form 990: A Checklist,” BoardSource:
<https://boardsource.org/form-990-checklist/>

Not-for-Profit Audit Committee Guidebook, Grant Thornton:
<https://www.grantthornton.com/content/dam/grantthornton/website/assets/content-page-files/nfp/pdfs/2016/NFP-Audit-committee-guide/nfp-audit-committee-guide.pdf>

The Trustee’s Guide to Fiduciary Responsibilities, NAIS:
<https://www.nais.org>

THE ADVANCEMENT OR DEVELOPMENT COMMITTEE**Purpose**

Along with the school’s staff, the advancement committee develops the long-range fundraising plan and facilitates the work of trustees and other volunteers in fulfilling that plan. The plan can encompass the annual fund, a capital campaign, foundation gifts, planned giving, and special events.

Tasks

These are the key activities of the advancement committee:

- Create, in concert with the advancement staff and head of school, the board’s development and engagement strategy, goals, and objectives for the year
- Make a gift or a commitment to a gift within the first month of the fiscal year
- Develop an expectation for financial contributions from all board members and share that expectation with the board chair, who will make the initial ask of each board member
- Participate in creating plans and procedures to involve trustees in fundraising
- Work with staff to ensure that the case for support is strong

“Whether [trustees] realize it or not, people notice how early, how frequently, and how generously you give. Your commitment will inspire others.”

—*The Trustee’s Role in Fundraising*, NAIS

- Participate in establishing policies and procedures for gift solicitation and recognition and recommend any broad institutional policies to the board for its approval
- Participate in developing strategies to involve and cultivate major gift prospects
- Help evaluate the potential of prospective donors to increase their levels of contributions
- Help solicit gifts at the various levels required for annual, special, and planned giving and for capital programs (unless there’s a separate capital campaign committee)
- Involve other board members and volunteers in the solicitation process
- Form subcommittees or working groups, if needed, to supervise these fundraising activities:
 - Annual fund (sometimes there is a subset of this fundraising activity focused on major gifts)
 - Capital campaign (although usually a separate committee is formed to act as a board ad hoc committee or task force, not as a subset of the advancement committee)
 - Special events
 - Planned giving
 - Foundation and corporate giving

The committee chair

The board chair usually appoints the chair of the advancement committee. The process should be described in the bylaws.

Committee members

This is a committee on which non-trustees serve very successfully. Members can be alumni, current and past parents, and grandparents. The school's bylaws should describe the process for appointing the chair and committee members.

Relationship to the board

The advancement committee does not raise money in place of the board. Rather, the committee, along with the staff, facilitates the involvement of trustees in fundraising activities and in providing education and training for board members so they can be effective in their financial development work.

The board chair must be the chief cheerleader in raising funds and attracting support for the school. All trustees must be involved in those activities in one way or another. As philanthropic role models for the school, they should contribute to advancement efforts within a month

HOW THE BOARD AND ADVANCEMENT STAFF WORK TOGETHER

Staff members support a cadre of volunteer fundraisers, including trustees. Some development experts believe that motivated, well-trained volunteers are most effective at making the actual ask for contributions, peer to peer. However, some donors want to be asked only by the head of school; in those cases, the head of school should make the request.

One way to look at the relationship of the board and staff in the advancement arena is as follows:

The first rule: The board is ultimately responsible for the organization. And: The board does not pass to anyone else the responsibility for raising funds.

The second rule: The board is ineffectual without strong staff support.

Therefore: Fundraising is a partnership of the board and staff. Neither can do it without the other.

of the annual fund kickoff and as early as possible in the capital campaign. The standard for both giving opportunities for board members is 100% participation, and trustees should be asked to make the school their top philanthropic priority. The board chair or the chair of the advancement committee should ask each trustee for a gift.

Relationship to the head of school

The advancement committee works closely with the head or, more often, with his or her designee—usually the advancement director. If the school is very small, the head or chair of the advancement committee may end up being a de facto advancement director. Usually, at some point, schools that do not have paid professional advancement staff will have to hire a development consultant or a part-time or full-time advancement director to raise the necessary funds so the school will thrive or, in some cases, survive. This will also free up some time for the head of school and provide professional support to the head and to the advancement committee and volunteers.

Time commitment

The advancement committee meets throughout the year.

Resources

These are some of the materials and data that support the advancement committee's efforts:

- The strategic plan
- The long-range financial plan
- The annual budget
- The long-range financial development plan
- Case statements for the annual fund and capital campaign
- Annual fund and capital campaign goals and action plans

For more information:

Handbook of Philanthropy at Independent Schools, Fourth ed., Helen Colson, NAIS: <https://www.nais.org>

The Trustee's Role in Fundraising: A Pain-Free Guide to Making a Major Difference for Your School, Second ed., NAIS: <https://www.nais.org>

THE DIVERSITY, EQUITY, AND INCLUSION (DEI) COMMITTEE

Purpose

Working closely with the head of school and the school's DEI staff, the DEI committee is charged with overseeing DEI initiatives on the board and throughout the school. The committee is instrumental in helping engage the board at the appropriate level on school culture, the student experience, and DEI matters. Those matters include ensuring appropriate board oversight of DEI strategy, goals, benchmarks, and progress.

The trend toward establishing DEI committees on independent school boards has accelerated in the past several years. But the decisions about exactly what the committee does can be complex and ambiguous. Some argue that DEI matters are everyone's responsibility and therefore do not fall neatly under the purview of one committee; instead, all such matters should be brought to the full board. Others worry that, without a specific committee, no one is paying attention; when something belongs to everyone, it belongs to no one. Still others are concerned that DEI issues rest with the staff more than the board and worry that the board will overstep its role. Because of conflicting views like these, simply establishing a DEI committee can be divisive.

Unlike some other standing committees described in this book, DEI committees are nuanced because of the lack of easy answers. But this much is certain: Your board's DEI committee should evolve naturally from your school's culture, and it should align closely with the DEI-

related values, language, and intent of your school's mission—of which the board is the overseer.

Tasks

These are the key activities of the DEI committee:

- Work collaboratively with the head and staff to foster DEI principles and practices embodied in the school's mission, vision, and values
- Help to develop, revise, and assess the implementation of the DEI strategic plan and initiatives
- Monitor the development, implementation, and evaluation of a DEI climate and culture
- Help to ensure appropriate policies related to DEI and teaching, training, recruiting, and retention of faculty, staff, and students
- Ensure appropriate board focus on its own professional development on these matters
- Working with the staff, ensure alignment with the school's commitment to creating and sustaining a diverse, equitable, and inclusive culture in these important areas:
 - Hiring, employment, and admissions practices
 - The curriculum and academic programs

“DEI is unlike other topics that come before boards (e.g., finance, investments, endowment growth, master plans) where (a) some trustees have expertise and others do not; (b) the board can rely on those with that expertise to oversee related matters appropriately; and (c) some trustees can more fully engage on the topics at meetings and some less. Instead, DEI requires that each trustee has skin in the game.”

—Governance consultant Cathy Trower

- Work alongside the governance committee to develop a robust and diverse trustee pipeline with respect to identities, life experiences, socioeconomic backgrounds, and areas of expertise; help determine how board members sustain a culture of inclusion to facilitate their success as trustees

The committee chair

The governance committee, working with the board chair, appoints the chair of the DEI committee. The process should be described in the bylaws.

Committee members

This is a committee on which non-trustees serve very successfully. Members can be alumni, current and past parents, or other community members with expertise in these matters. The school's bylaws should describe the process for appointing the chair and committee members.

The committee may also include the head of school and board chair (ex officio). In addition, the committee may work closely with staff such as the directors of diversity, human resources, admissions, and others (including faculty) whom the head recommends.

Relationship to the board

Because of the centrality of DEI to the school's culture and community, the DEI committee plays a significant role. The committee, along with the staff, should work with the board to ensure effective engagement and education. The DEI committee chair and the board chair should work closely to engage all trustees.

Relationship to the head of school

The DEI committee works closely with the head or with the head's designee—often the human resources or diversity director—and other staff members working on DEI and the school's culture.

“Typically in schools, we think of diversity, equity, and inclusion as being the responsibility of the teachers, administrators, and staff. While this is true of DEI in operations and programs, setting the strategic priorities and direction for DEI is the board’s work. A baseline fluency in DEI is as critical as financial literacy is for trustees to execute their fiduciary duties.”

—DEI consultant Alison Park

Time commitment

The DEI committee meets throughout the year.

Resources

These are some of the materials and data that support the committee's efforts:

- The school's relevant definitions (such as diversity, inclusion, equity, belonging, and social justice) and related statements
- The strategic plan (which likely includes DEI matters)
- Diversity data (including statistics about the composition of the board, faculty, staff, and students)
- DEI policies and practices
- Any additional information needed to accomplish a delegated task

For more information:

“Diverse, Inclusive, and Equitable Boards: A Dozen Ideas to Make Progress,” Cathy A. Trower, *Trusteeship*, May-June 2022:

<https://agb.org/trusteeship-article/diverse-inclusive-and-equitable-boards-a-dozen-ideas-to-make-progress/>

“Diverse, Inclusive, and Equitable Boards: Why So Slow?”

Cathy A. Trower, *Trusteeship*, March-April 2022: <https://agb.org/trusteeship-article/diverse-inclusive-and-equitable-boards/>

“Five Barriers to Advancing Diversity, Inclusion, and Equity Within Boards and Ten Opportunities as Boards Work to Overcome Them,” Cathy A. Trower, BoardSource, 2022: <https://boardsource.org/five-barriers-ten-opportunities/>

“Getting the Board on Board with Diversity, Equity, and Inclusion Work,” Matt Levinson, *Independent School* magazine, Fall 2018: <https://www.nais.org>

“Strengthening the Role of the DEI Practitioner,” Judith Osborne, *Independent School* magazine, Fall 2020: <https://www.nais.org>

THE EXECUTIVE COMMITTEE

Purpose

The executive committee may play a variety of high-level roles. It works most closely with the head, serving as a support and sounding board. The committee can also serve as a support to the board chair, when asked. If given authority by the board, it can act on the board’s behalf in emergency situations when there is no time to convene all the trustees—although technology may make that unnecessary, as it is now possible to contact and convene board members online immediately.

Executive committees have their supporters and detractors. Some trustees—and heads—believe that especially if the board is large and somewhat unwieldy, it is productive to use an executive committee as a trusted group of a few board members who can convene quickly on important matters when needed. In BoardSource’s 2021 *Leading*

“The best way to keep an executive committee from becoming the de facto board is to be very clear—in the bylaws—about the role and scope of the executive committee. Specify what that committee does and does not do and then stick to it.”

—Cathy Trower, governance consultant

with Intent report, 61.4% of nonprofit boards reported having executive committees.

Others think an executive committee can be questionable or even dangerous when it coalesces power in the hands of a small group with outsized influence over information and decision-making. Over time, the result may be a board within a board, a handpicked insider group that can do either the chair’s or the head’s bidding. In the former case, this may cause the group to turn against the head. And trustees who are not among the executive committee insiders may disengage because they feel left out.

Boards with fewer than 18 members should consider whether they really need an executive committee, as a board of that size should allow for trustees to have full discussions and to gather quickly for an emergency meeting. Boarding schools may find the latter difficult to do, but if the bylaws allow for electronic meetings, their boards should be able to act quickly in an emergency.

Another key point: Executive committees whose agendas mirror those of upcoming board meetings are wasting the precious resource of trustee and administrative time. That said, some schools find an executive committee so useful that they determine a limited charge and, ideally, use the group sparingly, primarily in emergencies.

Tasks

These are the key activities of the executive committee:

- Serve as a sounding board and adviser to the head, when he or she requests it. Some boards have also established a head’s advisory committee, but such an action adds one more committee to the board structure and can complicate the relationship between the head and the board chair as well as between the head and the executive committee.
- Serve as a sounding board and adviser to the board chair, when he or she requests it
- Play a role in ongoing board activities such as the following:

- Issue sorting—determining which issues are for the board and which are for the head’s management team
- Developing the board’s meeting agendas
- Coordinating the board’s work
- Evaluating progress toward completing the board’s annual action plans
- Advising on strategic issues
- Undertake special assignments from the board:
 - Serve as the strategic planning arm of the board, including working with the administration on developing the strategic plan and monitoring progress toward the plan’s completion
 - Facilitate evaluating the head and setting the head’s compensation. Often, this is accomplished by a small subset of the executive committee, and it should always include the board chair as the one trustee who knows best what the job of the head is and how he or she is performing those roles and responsibilities. A small task force, which may or may not include members of the executive committee, can also perform the evaluation, but once again, the board chair needs to be a member of this group. In addition, the entire board, as the employer of the head, must agree that his or her evaluation is sound and that the compensation is appropriate. (See the information about the compensation committee, page 51.)
 - Recommend personnel policies to the board for approval
 - Provide an overview of the compensation decisions that the head recommends for certain staff in accordance with intermediate sanctions protocols. These protocols outline penalties within the federal tax code for nonprofits that provide excessively generous compensation to employees—compensation that exceeds industry standards and lacks a clear rationale.
- Act for the board in an emergency situation, but never in any of the areas prohibited by the school’s bylaws

The committee chair

The board chair usually serves as chair of the executive committee, as outlined in the school’s bylaws. A few schools have someone else serve in this capacity, but that can lead to confusion about who’s in charge. For-profit corporations often have a separate chair of the executive committee, but the ultimate aim is to be sure that an independent director is in charge. Because the board chair is not the CEO of an independent school and thus is independent, there is no need to establish a separate committee chair.

Committee members

The officers of the board—the chair, vice chair, secretary, and treasurer—serve on the executive committee. To keep the committee focused on its main functions of support and advice, the group needs to stay small. One or two members-at-large, often chairs of other important committees such as the governance and advancement committees, could be added. (The treasurer usually serves as the chair of the finance committee and so provides that perspective.) But the ideal executive committee has no more than four to six members, with the head serving as an ex-officio or ex-officio non-voting member of the committee or as staff to the committee.

Many boards have all of their standing committee chairs serve on the executive committee. That means that, depending on the number of such committees and the size of the board, the committee can end up with half or more of the trustees serving on it. The unfortunate result—one your board should avoid—is that the trustees who aren’t on the executive committee may feel like second-class board members. One solution is to have board officers serve as committee chairs, and thus the entire leadership of board committees and task forces can be captured in a relatively small executive committee of six or so members.

Relationship to the board

The executive committee, along with the board chair, facilitates the work of the board and takes on tasks that the board delegates. But to avoid the pitfalls some executive committees can encounter, these points are important to remember:

- The executive committee cannot act for the board unless the bylaws or a formal board policy has granted it that authority. Indeed, given the importance of accountability and transparency, it is critical that the board act as a whole as much as possible.
- The executive committee is not a mini-board. That means that it does not set policy. It does not approve the budget or the independent audit report. It does not elect or remove trustees. It does not hire or terminate the head. And it does not amend the bylaws. In fact, many boards put in their bylaws such prohibitions in their description of the executive committee to ensure that all trustees are involved in those fiduciary duties.

Relationship to the head of school

The executive committee is the main support group for the school head. It is the place where the head can come with dreams or concerns, knowing that he or she can be candid, that the discussion will be kept confidential, and that he or she will still be allowed to make the decisions that need to be made.

Time commitment

The executive committee should meet only as needed. If the committee wants a scheduled meeting time, it should convene between meetings of the full board when board meetings are not monthly. When the committee takes on special assignments, such as the evaluation of the head or the oversight of the strategic plan evaluation, the time commitment needs to increase.

Resources

These are some of the materials and data that support the committee's efforts:

- The strategic plan
- The board's action plan
- The annual budget
- Financial reports
- Any additional information needed to accomplish a delegated task

For more information:

“Executive Committee,” BoardSource: <https://tinyurl.com/2p9e9zcu>

“Executive Committees: To Be or Not to Be?” Robin Hindsman Stacia, BoardSource: <https://blog.boardsource.org>

“Just because it’s important doesn’t mean you need a committee for it. Standing committees should be formed only when there’s a true need for a role or function to be performed by board members on an ongoing basis.”

—“Structure, Committees, and Meetings,” BoardSource

Task Forces and Other Ad Hoc Board Committees

For both your board and your volunteers, the beauty of a task force is that it meets its objective by its deadline and can then disperse, declaring mission accomplished.

TO MEET THEIR ANNUAL GOALS, your board's standing committees should determine their specific action plans each year, take on their appropriate assignments, and then set up task forces to handle separate clusters of necessary work that fall outside the standing committees. These task forces should exist solely to accomplish their specific charges, and once their work is done, they should disband.

Because most task forces will include people with the necessary expertise to resolve the immediate issue at hand, their members don't need to be trustees or even members of your school community. The recommendations of such task forces may go to the board or the administration or both, depending on the nature of those recommendations.

The following are examples of areas where schools have successfully used task forces with members from diverse school constituencies and beyond.

CAPITAL CAMPAIGN TASK FORCE

Although this task force is often called a committee, it functions as a task force. It works with the school's advancement professionals, and

often with a capital campaign consultant, to develop the campaign plan and case statement and then implement the plan. A trustee should chair the committee, and its members should include the head and board chair and be drawn from trustees, alumni, current and past parents, and grandparents. The cadre of people who are actually involved in cultivating and soliciting prospective donors should come from the same constituencies.

Remember that the first act of members of this committee is to make personal commitments to the campaign at a level that is significant to them.

HEAD SEARCH COMMITTEE

This committee could also be called a task force. But because hiring a new head of school is arguably the board's most important responsibility, the group is usually called a committee to give it more stature. In most cases, the chair is a trustee who's the heir apparent to the current board chair (since that will help establish a positive working relationship between the new head and the incoming board chair). Typically, the committee includes the current board chair; at least two more trustees; and other members drawn from alumni, administration, faculty, and parents. Often, the committee (or, in some cases, the full board) may select a professional firm with a track record of successful searches and principals with whom the committee members can work well.

The committee performs these activities to meet its goals:

- Approves the new head's job description and compensation range (usually in consultation with the chair of a compensation committee or the finance committee or its chair). The committee also approves the scope of the search, whether local, state, regional, national, or international.
- Reviews resumes (often prescreened by the search firm)
- Selects candidates to interview and chooses two or three semifinalists

- Brings the semifinalists to the school so they can experience it and be interviewed by representatives of every key constituency
- Recommends one person to the board as the next head of school

A smaller group, usually the board chair, treasurer, and chair of the head search committee, negotiates the contract with the prospective head. Legal counsel should also be involved in the contract process.

The head search committee's final tasks should be to work with staff to develop a plan to introduce the new head to the school's constituencies and the wider community and then to operate as the transition committee.

For more information:

The NAIS Head Search Handbook: A Strategic Guide for the Search Committee, Vince Watchorn, ed.: <https://www.nais.org>

NAIS Principles of Good Practice for Head Searches (includes a section on search committees): <https://www.nais.org>

COMPENSATION COMMITTEE

Some schools have a standing compensation committee. Others use either the finance or executive committee to play the role as needed. But in many cases, it makes sense to have a limited-time, stand-alone committee to address a specific charge.

One common charge is to research and recommend salary and compensation when the school is hiring a new head or undergoing a major change, such as a merger, that alters the head's scope of work. When recommending compensation, committee members gather comparative data from similar independent schools for benchmarking purposes. The committee then recommends the head's total compensation package to the full board for final approval.

Another charge might be for the committee to periodically review the school's policies related to compensation and how the school administration carries them out to ensure that such salaries and compen-

“Compensation can’t be just what we think a person deserves—it has to be based on data and benchmarking. And none of the compensation committee’s recommendations are approved by the committee itself—they are recommendations to the full board. Then the full board makes decisions on behalf of the organization itself.”

—Andrew Davis, associate vice president of member education and outreach at BoardSource

sation are in a reasonable range for the work assigned. The committee can review and present those policies to the full board for approval.

The chair of the compensation committee is usually appointed by the board chair. The committee members can be a subset of the executive committee or the finance committee, or the chair of the board can select other trustees to participate.

The committee does not get involved in setting actual compensation levels for other school employees; that is the responsibility of the head of school and other top administrators.

Because independent schools are nonprofits and thus tax-exempt, they are subject to IRS regulations designed to ensure that compensation is reasonable for the most highly paid staff. These staff usually include the head, the business officer, and sometimes division heads, advancement directors, and a few others. It’s important for the compensation committee to understand and guide the school and its board in following the regulations, often referred to as intermediate sanctions and rebuttable presumptions.

Resources

These are some of the materials and data that support the compensation committee’s efforts:

- The annual IRS Form 990
- Comparative data on salaries and compensation for various positions at independent schools both locally and nationally; such data

are available through NAIS’s Data and Analysis for School Leadership (DASL) and similar tools.

For more information:

“Compensation for School Heads,” NAIS Legal Advisory:

<https://www.nais.org>

“Disqualified Persons and the Intermediate Sanctions Excise Tax Regime,” Nonprofit Accounting Basics (technical insights into disqualified persons and intermediate sanctions):

<https://www.nonprofitaccountingbasics.org/federal-tax-issues/disqualified-persons-intermediate-sanctions-excise-tax-regime>

“Executive Compensation,” National Council of Nonprofits (practical information about setting reasonable executive compensation): <https://www.councilofnonprofits.org/tools-resources/executive-compensation>

“Head of School Compensation and the Legal Landscape,” Amada Torres et al., *Independent School* magazine, Fall 2021: <https://www.nais.org>

FACILITIES MASTER PLAN TASK FORCE

This task force develops a new facilities master plan or adjusts the current plan. Although a trustee usually chairs this committee, that is not necessary. Members should be selected for their expertise and include people such as architects, property developers, and members of the finance committee and the building and grounds advisory committee, if your school has one. Others who should be involved include staff, such as those from operations and facility maintenance, as well as faculty members and the chief financial officer or business manager.

Depending on their nature, the task force’s recommendations will go to the administration or the board. The full board should approve a new master plan or major changes in the current plan—often in preparation for a capital campaign.

STRATEGIC PLANNING TASK FORCE

The full board, along with the head of school, should steer the strategic planning process. Even so, some schools may find it useful to have a task force to contribute to some of the work—for example, to frame broad parameters for the plan or to recommend the major components of the strategic plan to the board of trustees. Those components could include the mission (affirmed or revised), vision, values, and strategic goals. A trustee should chair this task force, and it should include people from a variety of the school’s key constituencies as well as outside experts. Examples are educators from higher education institutions, current or retired heads of other independent schools, demographers, and financial experts.

Administrators and faculty members usually carry out most action steps to implement the strategic goals. But the board does get involved in any governance goals and most of the action plans to meet development goals. The board also becomes involved in the major funding decisions and in evaluating the progress toward accomplishing all of the strategic plan’s goals.

OTHER POTENTIAL TASK FORCES

Boards can develop additional task forces to deal with specific issues or concerns. For example, if a school’s enrollment is trending downward, the board might organize a task force to examine the issue. The task force could be chaired by a trustee and involve some other trustees, the director of admissions, the chief financial officer, the marketing professional (if there is one on staff), and members of the marketing and public relations advisory committee, if the school has one. Sometimes, faculty members may be asked to serve on this kind of task force as well. The task force’s mandate would be to understand the underlying causes of the enrollment drop and then develop strategies to address the situation. It would make recommendations to the administration and, if institutional policy changes are involved, to the board.

CHAPTER 4

Advisory Committees

An advisory committee’s role should be limited to making recommendations, providing background for decisions, and listing pros and cons of issues that need addressing.

From the BoardSource book *Nonprofit Board Committees*

AS AUTHOR BARBARA E. TAYLOR and other board experts noted in *Harvard Business Review*, an effective board is a “constellation,” not a “collection of stars.” Thus, an effective board is made up of standing committees and task forces, which allow it to be issues-based, ad hoc, and flexible.

What happens to committees that have been there forever but don’t match new business needs—and thus should no longer be board committees? Some become advisory committees, which advise the head and other administrators because the committee members have subject matter expertise the school needs. The head of school, or his or her designee, selects the members of these committees. It can be helpful for administrators to consult with the board chair and the chair of the governance committee to identify people who might make excellent future trustees but need further experience working on school issues or activities.

The structure used for standing committees in Appendix B can be adapted for advisory committees as well.

CHAPTER 5

Committees That Should Be Disbanded

Avoiding these committees helps the board resist the temptation to get drawn into operational issues and micromanage.

SOME COMMITTEES THAT HAVE traditionally been part of the structure of independent school boards should be neither standing nor advisory committees, many governance experts now say. For example, while boards frequently develop policies in the areas of admissions and financial aid to shape how the mission is to be honored, schools should avoid creating committees in these areas. A special task force constituted by your board or your school's administration may examine discrete issues that might once have come under the purview of these committees. But if your board establishes such task forces, it will want to examine carefully why they are being convened and the limited purposes for doing so. Maintaining board committees for admissions or financial aid often invites a degree of involvement that is inappropriate for your school's trustees.

Here are board committees that should be disbanded.

ADMISSIONS

The admissions process is the responsibility of the school administration alone. However, there are ways to make good use of board expertise on the admissions front. For example, if your school is considering a new strategic policy—such as changing the mission of the school

from a girls' school to a coed school—an ad hoc task force of the board or perhaps the board's executive committee could examine the issue and make recommendations to the board for consideration. Likewise, boards often establish policies regarding factors to consider in the admissions process, such as whether “legacies” (siblings or alumni children) should get preferential treatment. In addition, at times board members aid the admissions process by serving as hosts at open houses or speaking at such events about their children's positive experiences.

But all such activities should be under the guidance, and at the invitation, of the school's admissions professionals, not the board.

FINANCIAL AID

As with admissions, your school's administrators are fully responsible for the practice of awarding aid and all decisions about how much aid to award to individual families.

But again, there are appropriate ways for the board to get involved. Another short-term board task force or the board's executive committee can examine specific policy issues—such as legal concerns related to your school's financial aid practices, whether to award aid to lower school students, and the percentage of students who should be awarded financial aid—and bring them to the board for its consideration. Your board's finance committee might also become involved in financial aid issues when working with the administration on developing your school's annual budget, and your board as a whole would join in such deliberations when it approves the budget.

EDUCATION

Your school's education program and curriculum are the responsibility of your faculty members, under the leadership of the head of school, whom your board hired for his or her expertise in education and ability to lead and administer. Trustees have all been to school, but the great majority are not educators. Trustees who are current parents can be

tempted to generalize about curricular matters from their children's experiences, but your board should certainly not establish a formal committee to serve as a forum for such opinions.

Instead, your board should get involved in strategic issues, such as the following:

- Should we add a high school?
- Should we coordinate our classes with our neighboring school?
- Do we feel that the curriculum, as it is being presented to us, reasonably reflects the mission and strategic plan of the school?
- How can we ensure that appropriate experimentation and innovation in curriculum are undertaken?

If you think about these questions, you can see that they are really about mission-related issues that often emerge during a time of strategic planning. Your board should rely heavily on your school head and his or her team for advice on matters such as these, but then the board should make the final decision on what path to take. During strategic planning, members of the faculty and administration should play the major role in developing any goal that's concerned with the curriculum and carry out that goal through action plans.

Occasionally, schools will have curricula that are defining elements of their missions. This often happens with schools that maintain a certain certification or educational approach (for example, Montessori or Orton-Gillingham). When that is the case, the administrative team should be reporting to the board about maintaining those practices within the school.

For more on this topic, see “NAIS Thoughts on Education Committees” in the “Committees” section of the online Trustees' Guide at <https://www.nais.org/trusteesguide>.

HUMAN RESOURCES

Your board should not be involved in issues concerning individual staff members, and it especially should not be “the court of last resort” for

staff grievances. Trustees must understand and accept that they will not learn all the details of staff terminations or contract nonrenewals. Your head should have the final say in discipline matters for both staff and students, and if the board is unhappy with the head's decisions, its recourse is to counsel the head or terminate him or her.

That said, a savvy head will seek the advice of the board chair or the executive committee in difficult situations and inform the board in general terms of controversial HR decisions. And if your board is concerned about your head of school's decision on HR matters, including staff morale, the appropriate action is to express concern to the board chair. The chair can then discuss such matters with the head or bring them to the executive committee or the head's evaluation committee.

Sometimes, a special board task force should be formed to examine general policies on employee salary ranges, the use of bonuses, benefit packages, and the like. The task force should include the head, the chief financial officer, the human relations administrator (if the school has one), and outside HR experts. But again, the board should not veer into operational matters concerning staff. The appropriate role of the board is to set strategy, such as through its approval of the annual school budget for the salary pool and staff development funds, as proposed by the finance committee.

CHAPTER 6

Closing Thoughts: How to Be an Effective Committee Member

Board committees are only as good as the individuals who serve on them.

HERE ARE TIPS on how committee members can do their best for the committees, boards, and schools they've volunteered to serve.

Attend the orientation.

Find out what your committee is supposed to accomplish and the part you're supposed to play. If your role is not clear, ask.

Do your homework and come to the meetings ready to participate.

As governance consultant Cathy Trower puts it, "Prepare, prepare, prepare. Show up, suit up, and speak up."

Read everything and be respectfully curious.

"Don't be afraid to ask questions—groupthink doesn't lead to good analysis," says Jack Creeden, head of Whitby School (CT). "Just because a major donor says something is a great idea doesn't mean you can't ask, 'Why would we do that? How does it align with our mission?'"

Listen respectfully for answers.

Help set a tone that supports listening to others' perspectives, even

if they contradict your view of the world. As governance consultant Glenn Tecker says, it's not good enough to go around the table and ask, "What do you think?" You also need to ask, "What makes you think that?" Then it's acceptable to raise doubts, just not in a critical or negative way. Feedback and constructive criticism will make committee work more substantive and better aligned with the board's strategy.

Leave personal agendas at home.

Your job is to focus on oversight, not on how the soccer coach chooses starting players or what history textbooks teachers should adopt.

Meet your commitments.

"Have the integrity to fulfill what you committed to do when you joined the committee," says governance consultant Lowell Aplebaum. "And if you cannot fulfill it—well, life happens to all of us. It's always better to come forward and say so instead of hoping that no one notices."

Don't feel forced to accept an assignment that just doesn't fit.

You shouldn't agree to join a committee if you have no background or interest in the subject matter. At the same time, do be forthcoming about skillsets you possess that the board could leverage—if, for example, you're an attorney but have also led nonprofit fundraising drives.

Respect the head and staff for their day-to-day, real-world experience with the school.

They have insider knowledge you don't have—even if your children attend the school (or you did).

Go through channels.

Before contacting the school head or staff with an idea or question, stop to think about who's next in your chain of command. Usually it's your committee chair or the board chair.

Resist the urge to take action without being asked.

For example, when the head shares a message for your committee's information, that doesn't mean it's time to start wordsmithing. "Ask before you leap," says Cathy Trower.

Accept that no assignment lasts forever.

If you're in a work group with a limited charge, be glad you're in a position to do your job nimbly and responsively—and then be glad that the board can sunset the group when it's no longer needed. And if your time on a committee is term-limited, look for new opportunities to serve the school.

Don't stop thinking about tomorrow.

In all volunteer service, and especially committee service, you're not doing the work only for the school and children of today. "Everything you do is to build a better future," says Lowell Aplebaum. "If you can correlate the effort you make today to the future potential of your organization, you'll have real clarity on what you're trying to accomplish and why your participation is essential."

Finally, remember these wise words from Andrew Davis of BoardSource: "When you've seen one board, you've seen *one* board."

Just as every independent school's needs are different, so are every school's board, committees, and task forces. While your school must tailor its approach to its own needs, the goal of this book has been to outline what *usually* works best—for you as a committee member and for your board and school as a whole.

That said, a well-organized board, with appropriate committee and task force members, can do much to guide your institution, help it navigate the myriad issues it confronts, and ensure that it successfully reaches its goals, even in challenging times. With the ideas in this book, you can both strengthen your school's board and get more done.

Appendices

APPENDIX A: Sample Language for General Responsibilities for Committee Chairs

APPENDIX B: Sample Language for Committee Charters or Job Descriptions

APPENDIX B-1: Sample Governance Committee Charter

APPENDIX B-2: Sample Finance Committee Charter

APPENDIX B-3: Sample Advancement Committee Charter

APPENDIX C: Board and Committee Member Tracker

APPENDIX D: Board and Committee Work Planner

APPENDIX A

Sample Language for General Responsibilities for Committee Chairs

These are the duties of the committee chair.

Make sure the committee operates smoothly and meets its goals:

- Partner with the board chair and head of school to ensure that the committee's work is in sync with the board's strategic goals
- Develop a work plan for the committee (see Appendix D)
- Schedule committee meetings, set the agenda for each meeting, and preside over them
- Delegate responsibilities to committee members, encourage their full participation, and oversee progress on their work
- Make sure that the committee's decisions and recommendations are recorded
- Build consensus among committee members, nurture partnerships with the staff, and develop future leaders for the committee

Act as the liaison to the full board:

- Report the committee's activities and recommendations to the board
- Partner with the board chair, full board, and head to evaluate the committee's work and oversee succession planning for the committee

APPENDIX B

Sample Language for Committee Charters or Job Descriptions

Every school's board of trustees should develop written committee charters, or job descriptions, so that committee members understand their purpose and responsibilities, including what the board expects of them. These charters should be reviewed periodically to keep them up to date with the board's strategic goals.

Appendices B-1, B-2, and B-3 can be adapted to other committees and task forces at your school. Your task force charters should also include a time frame for completing the group's work.

APPENDIX B-1

Sample Governance Committee Charter

Purpose

The governance committee makes sure the school flourishes, now and in the future, by overseeing the growth and development of the board of trustees. It is a standing committee.

Responsibilities

These are the responsibilities of the governance committee.

Determines the composition of the board:

- Identifies and recruits new trustees and renominates trustees to additional terms
- Nominates officers and plans for leadership succession
- Reviews the annual plan for recruiting, educating, and evaluating board members
- Collects the necessary data for decision-making about future board members, including trustee assessments, the school's strategic plan, current board member demographics, and future needs
- Develops and communicates criteria for trustee candidates and solicits nominations from both the board and others, as appropriate
- Develops the candidate pool by performing preliminary checks and interviewing candidates
- Screens eligible trustees for an additional term using the same criteria as for new trustees and renominates those who have performed well and who continue to meet the board's needs (renomination should not be automatic)
- Nominates officers who meet established criteria that align with the succession plan developed in collaboration with the current board chair and head
- Develops and then presents a slate of trustees to the board for approval

Provides for professional development for all trustees:

- Onboards new trustees, which includes holding orientations about board responsibilities
- Develops the board manual
- Organizes continuing education to enhance trustees' knowledge of their governance responsibilities, the school's programs and needs, and issues facing all independent schools
- Works with the board chair to make sure trustees are assigned to committees or task forces as appropriate and that the chairs of these groups orient their new members

Develops and implements self-evaluation for board members and the board chair:

- Facilitates board self-assessment and undertakes other evaluations to develop criteria for renominating sitting members whose terms are up and for nominating new trustees
- Checks criteria with the board and enlists trustees and others to assist with identifying candidates
- Plans for the succession of board leadership, evaluates current officers, and recommends an officer slate to the board for its approval

Member Characteristics

Bylaws may dictate the constitution of the governance committee. No matter how the committee is constituted, its members should exhibit the following traits:

- Commitment to the school's mission
- Knowledge of the school—its program, problems, and leadership needs
- Knowledge of what constitutes good governance
- Visible, personal support of the school's fundraising activities
- Independence from board and school factions
- Willingness and ability to evaluate sitting trustees and potential board members fairly and candidly
- Willingness to contact, recruit, and interview new trustees

Members of the governance committee should also be able to keep committee discussions confidential and respect—and be respected by—the other trustees.

Relationship to the Board

The governance committee works closely with the board chair and includes the board in its processes, especially in developing trustee selection criteria, identifying potential board candidates, and assessing candidates. The full board approves the slates of trustees, officers, and members of the governance committee.

Relationship to the Head

The governance committee works closely with the head and seeks advice from the head on all aspects of the committee's work, including nominating the board chair. The head should have a voice in meetings with potential trustees and be involved in new trustee orientation.

Time Commitment

The governance committee does its work year-round.

APPENDIX B-2

Sample Finance Committee Charter

Purpose

The finance committee leads the board's oversight of the school's short- and long-term financial health. It is a standing committee.

Responsibilities

These are the responsibilities of the finance committee:

- Works with staff to develop the long-range financial plan and yearly operational budget, including setting tuition levels, for board approval
- Oversees the staff's implementation of the budget
- Makes periodic—at least quarterly—reports to the board on the school's financial status
- Oversees the school's investments (unless the board has chartered an investment committee or subcommittee)
- Oversees compliance with laws and regulations, including ensuring that the annual IRS Form 990 is completed and shared with the full board
- Provides financial oversight for capital projects, when applicable
- Oversees the school's risk management protocols (if not overseen by another committee)
- Creates financial policies for the board's approval
- Ensures that the school keeps complete, accurate financial records
- Investigates financial issues as the board directs and reports findings and recommendations to the board
- Educates the board on nonprofit financial reporting and trends affecting the school's finances

Member Characteristics

Bylaws may dictate the constitution of the finance committee. No matter how the committee is constituted, its members should exhibit the following traits:

- Commitment to the school's mission

- Knowledge of the school—its program, problems, and leadership needs—and the ability to discuss the intersection between program and resources
- Knowledge of financial systems, including budgets, financial statements, and regulatory environments
- Independence from board and school factions

Members of the finance committee should also be able to keep committee discussions confidential and respect—and be respected by—the other trustees.

Relationship to the Board

The finance committee cannot make financial decisions for the board. It recommends such decisions, and the board as a whole considers and approves them. In its facilitator role, the finance committee ensures that the full board has accurate, timely financial information and sound, objective, transparent processes to support decisions about resource allocation and planning.

The finance committee works closely with the board chair and with the committees or task forces related to the audit, investments, advancement, strategic planning, and buildings.

Relationship to the Head and CFO

The finance committee works closely with the school head and chief financial officer. This includes involving the CFO and head in setting its agenda and in making recommendations before bringing them to the full board.

Time Commitment

The finance committee meets year-round, with additional meetings during the budget-preparation process.

APPENDIX B-3

Sample Advancement Committee Charter

Purpose

The primary role of the advancement committee is to work with the school's staff to develop the long-range fundraising plan and policies and help trustees and other volunteers fulfill the plan. It is a standing committee.

Responsibilities

These are the responsibilities of the advancement committee.

Assists the full board's advancement work:

- Works in partnership with the advancement staff and head of school to oversee the board's advancement and engagement strategy, goals, and objectives for the year. The board approves the goals as part of the annual budget process.
- Participates in establishing policies and procedures for gift solicitation, acceptance, and recognition, and recommends broad institutional policies to the board for approval
- Works with staff to create plans and procedures, including training, to involve trustees in fundraising
- Monitors fundraising progress and keeps the board informed
- Establishes and implements a system of recognition for board and other volunteers who are active in fundraising

Facilitates overall giving to the school:

- Assists in developing strategies to identify and cultivate prospective donors
- Helps solicit gifts for annual, special, and planned giving, and for capital campaigns (unless there's a separate capital campaign committee)
- Involves other board members and volunteers in raising funds, including matching them with activities that complement their skills and interests
- Advises the staff on the case for giving and on the community relations and communications plan as it relates to fund development activities for the year

Facilitates individual board members' contributions:

- Provides leadership: Committee members should make gifts or commitments early in every fundraising drive, including the annual fund and capital campaign.
- Helps develop the expectation that all board members will make personal financial contributions. The board chair or advancement committee chair will make the initial ask to each board member.

Member Characteristics

Advancement committee members should exhibit the following traits:

- Belief in the mission of the school
- Willingness to make a personal financial commitment to the school
- Skill in fundraising or willingness to learn the skills to do the job
- Willingness to give the necessary time

Members of the advancement committee should also be able to keep committee discussions confidential and respect—and be respected by—the other trustees and the school community.

Relationship to the Board

The advancement committee, along with the staff, facilitates board members' involvement in fundraising and in providing related training for board members. As philanthropic role models for the school, 100% of the board should contribute to giving opportunities. The board chair serves as the chief cheerleader in raising funds for the school.

Relationship to the Head and Staff

The advancement committee works closely with the head or, more often, the staff member the head designates (usually the advancement director). The committee seeks advice from the head or staff on all aspects of the committee's work. The head should be involved in and have a voice in the meetings. The advancement director should staff the committee.

Time Commitment

The advancement committee meets throughout the year. Members should also be on call for individual assignments.

APPENDIX C

Board and Committee Member Tracker

Effective committees require the right mix of talents and personalities, matched to each committee's most important tasks. This planning tool can help boards and governance committees look ahead to ensure that the appropriate mix is maintained.

Completing a tool like this requires six steps for each committee:

1. In Column A, list each committee and its members. (You will likely have more committees, and many more members, than on this sample.)
2. Think about the key skills each committee demands—familiarity with financial statements, commitment to social justice, investment acumen, etc. For each committee, make a short list of those skills in Column B next to the committee's name.
3. Look at the ebb and flow of work for the committee, semester by semester, for as many years ahead as you can anticipate. Make notes in each of the semester columns (Columns C) in the row beside the committee's name.
4. For each committee member, list key talents or relevant experience—whether related to that committee or not—in Column B.
5. For each committee member, use Column C to indicate how long that member is expected to remain on the committee. If your board has terms, you could use numbers to indicate which term the member is in—1 for first term, 2 for second term, etc. Mark when members will stand for reelection. A question mark (...?) can indicate any uncertainty about a member's continuing service. Consider adding additional symbols (a triangle, for example) or notes in the semester columns when a particular committee member's skills will be especially critical.
6. Study the chart to see where gaps are anticipated and how trustees can be moved between committees to let them deploy different skills while maintaining balance and the right mix of talents.

This tool can be especially valuable in recognizing trustees with the potential to contribute in other roles.

ANYTOWN COUNTRY DAY SCHOOL COMMITTEE TRACKER

COLUMN A	COLUMN B	COLUMNS C							
		2024-2025		2025-2026		2026-2027		2027-2028	
		FALL	SPRING	FALL	SPRING	FALL	SPRING	FALL	SPRING
Governance	<i>Talent assessment, organization, board experience</i>	<i>Recruiting</i>	<i>Trustee evaluation; new slate</i>	<i>Recruiting; bylaw review</i>	<i>Trustee evaluation; new slate</i>	<i>Recruiting</i>	<i>Trustee evaluation; new slate</i>	<i>Recruiting</i>	<i>Trustee evaluation; new slate</i>
Harper Jonette	HR consultant; manages business, handles finances	Term 1	Term 1	Term 2	Term 2	Term 3	Term 3	R (...?)	R (...?)
Madison Smith	Lawyer; broad range of contacts	Term 2	Term 2	Term 3 △	Term 3	R (...?)	R (...?)	R (...?)	R (...?)
Finance	<i>Financial management</i>	<i>Tuition review</i>	<i>Budget</i>	<i>Tuition review</i>	<i>Budget</i>	<i>Tuition review</i>	<i>Budget; 5-year tuition plan</i>	<i>Tuition review</i>	<i>Budget</i>
Pat Barryton	CPA; active in NAACP	Term 1	Term 1	Term 2	Term 2	Term 3	Term 3	R (...?)	R (...?)
Dylan Bardin	Purchasing manager; chaired auctions	Term 1	Term 1	Term 2	Term 2	Term 3	Term 3	R (...?)	R (...?)
Advancement	<i>Networking; sound knowledge of school's mission and culture</i>	<i>Launch anniversary capital campaign</i>	<i>Gala; plan next year's annual fund</i>	<i>Anniversary events</i>	<i>Anniversary events; plan next year's annual fund</i>	<i>Amp up for final year of capital campaign</i>	<i>Plan next year's annual fund</i>	<i>Major donor stewardship activities</i>	<i>Plan next year's annual fund</i>
Logan Stewardly	Sales professional; former NBA player	Term 2	Term 2	Term 3 △	Term 3 △	R (...?)	R (...?)	R (...?)	R (...?)
Dana Robestan	Engineer; entrepreneur, chaired alumni events	Term 1	Term 1	Term 2	Term 2	Term 3	Term 3	R (...?)	R (...?)

LEGEND:
 (...?) Uncertainty about continuing service
 △ Member's skills important for this function
 R Member standing for reelection

APPENDIX D

Board and Committee Work Planner

To align the work of your committees with your school's strategic goals and the board's annual work plan, consider creating a planning tool. The model on the next pages is adapted from the planner used by the Oregon Episcopal School (OES). To create the planner each year, members of the school's administrative team who work with board committees collaborate on developing it and then share a draft with each committee chair.

Section 1: Strategic Goals and Events

Start by capturing your school's key strategic goals and critical events for the next several years. The sample shows six years of goals. You can start with the current year, or you might find it helpful to list important goals that were met in the last one or two years. Be sure to capture major upcoming events—anniversaries, anticipated retirements, capital campaigns—that will require board attention and planning. Include tasks, such as preparing the next strategic plan, that are expected to arise.

Section 2: Board Work Plan

In the next section, lay out the anticipated topics for each board meeting of the coming year. Many, such as budget development and approval, follow an annual rhythm. Others can be critical discussions that the board wants to undertake or new projects that the board plans to launch.

For each meeting, list the main materials that need to be included in the board packet. After that, topics and initiatives can be grouped as appropriate. OES's categories reflect the three modes of governance (fiduciary, strategic, generative), and the plan calls out the actions the board must take at each meeting. When done well, the work plan will foreshadow the board's agendas for meetings throughout the year.

Section 3: Committee Work Plans

Create for each committee a table showing its expected activities in relation to the board's work plan throughout the year. In this example, there's a column for each month of the school year. Each committee's scheduled meetings are entered in the appropriate months; and the tasks, topics, and discussions for each meeting are listed. Identify deadlines and decision points to ensure that committees are delivering what the board needs when it needs it.

Adapting the Work Planner to Your Needs

The strategic goals and events, anticipated board topics, and committee activities in the model that follows are just examples. Your work plan may run to several pages. It will also contain many more entries, as well as more committees, than the limited samples shown here. Try to capture as much board and committee activity as you can anticipate without going into overwhelming detail.

By looking at the model's three sections together, your trustees and senior staff should come away with a clear sense of how strategic goals are reflected in the work of the board and its committees. Then they can see how that work flows up into meeting those goals in both the short and long terms.

ANYTOWN COUNTRY DAY SCHOOL WORK PLANNER

SECTION 1: ACDS STRATEGIC GOALS AND EVENTS <i>(These drive the board work in Section 2.)</i>											
2024-2025		2025-2026		2026-2027		2027-2028		2028-2029		2029-2030	
Succession planning Strategic plan		Launch anniversary capital campaign Assess arts facilities		50th anniversary of ACDS Conduct market analysis		Succession planning Evaluate board communication with the community		Complete capital campaign Prepare for accreditation review		Strategic plan Accreditation follow-up	
SECTION 2: Board Work Plan for 2024-2025 <i>(This drives the committee work in Section 3.)</i>											
October 4		December 6		January 17		March 23		April 20		June 7 (Retreat)	
<i>Packet:</i> Head/board goals <i>Discussion:</i> Organizing for succession planning <i>Action:</i> Approve conflict-of-interest policy		<i>Packet:</i> Memo on audit <i>Discussions:</i> The need for a five-year tuition plan; early planning for 50th anniversary		<i>Packet:</i> Report from alumni board <i>Discussion:</i> Planning for school growth <i>Report from governance:</i> Trustee nominations		<i>Packet:</i> Endowment report; draft budget <i>Presentations:</i> Crisis communications; investment update		<i>Packet:</i> Proposed budget <i>Report:</i> Strategic plan progress <i>Action:</i> Budget adoption		<i>Packet:</i> Next year's board calendar; year-end committee reports; welcome new trustees <i>Discussion:</i> Board goals	
SECTION 3: Governance Committee Work Plan for 2024-2025											
September 22	October 20	November 15	December	January 19	February 21	March 21	April 20	May 17	June 7		
Review board composition	Check in with third-year trustees on interest for new term	Identify possible new candidates Assign contacts	No meeting	Discuss trustee slate Approve trustee evaluation form	Approve trustee slate Approve officer slate	Discuss board awards	Approve revised committee charters	End-of-year report Finalize new trustee orientation	Retreat		
SECTION 3: Finance Committee Work Plan for 2024-2025											
September 22	October 20	November 30	December	January 5	February	March 9	April 10	May 16	June 7		
Review unaudited annual financials	No meeting	Approve discussion on five-year tuition	No meeting	Compensation report First draft budget	No meeting	Second draft budget Investment update	Finalize draft budget	Projected FY results	Retreat		

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Special thanks ...

To those who contributed their insights and expertise to this book.

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