

# Winning Governance Strategies: Improving the Performance of Independent School Boards

By James W. Wickenden

Imagine a group of point guards trying to mold themselves into a championship basketball team – and doing so without the help of a coach. What might be the result? Lots of movement, lots of yelling, and monumental confusion about the roles and responsibilities of each.

Like an impressive basketball season, a year of stellar independent school governance does not just happen. It requires great leadership, discipline, a commitment to teamwork, a willingness to learn, and a well-defined, goal-driven calendar. As both a sports fan and an avid observer of Boards over the past 20 years, I'm eager to share a few coaching strategies for trustees interested in elevating their governance game and, more importantly, their positive impact on the schools they serve.

## The Strengths of the Team

Before identifying areas in which many Boards could improve, let's begin by focusing on what most trustees already do well:

1. **Demonstrate commitment to the school:** The vast majority of trustees I've known are genuinely appreciative of the opportunity to serve their school and manifest this appreciation by contributing time, talent, and treasure.
2. **Respect the school's history and traditions:** While trustees of all types can be passionate advocates, I find that long-term trustees – often alumni or past parents – tend to be particularly successful at approaching critical decisions with the discernment born of an understanding of what works and what is valued within the school. Furthermore, they are likely to be less vulnerable to fads and flare-ups than those whose familiarity with the school is limited to a three- or four-year window.
3. **Give generously:** One of the wonderful aspects of our country is the willingness of our citizens to invest their own resources to improve the communities in which they live. I am always impressed to hear – as I often do these days – that the members of a Board have pledged to contribute 25% or more of a campaign's dollar goal. Without the generosity of trustees, most capital campaigns would no doubt fall far short of the ambitious goals that are now the norm. I find this particularly noteworthy because these contributions – while appreciated by those in the know – often go largely unrecognized by the broader school community.
4. **Work willingly:** Governance scholars including Richard Chait, Barbara Taylor, and William Bowen have noted that trustees are most energized when confronting high-stakes issues such as a change in the school's mission, the search for a new leader, the launch of a capital campaign, or a major building project. But I have also seen and admired scores of trustees who work diligently behind the scenes on less visible but nonetheless important issues – including initiatives to strengthen the Board's own functioning.

With respect for the myriad contributions of independent school trustees and out of a desire to make their service more rewarding, the remainder of this paper will offer specific suggestions for Boards eager to focus on the fundamentals in pursuit of a winning governance formula.

## **Understanding Their Positions – The Roles of the Board**

If trustees don't know what they are supposed to be doing, how can they be expected to make significant contributions to the team? Although there is no shortage of governance literature attempting to explain the roles of an independent school Board, I still find that many trustees are confused about this most basic foundational element of good governance. All too often, this lack of clarity about roles leads trustees either to be overly passive or to engage in behaviors that fall under the "intrusive" umbrella.

While one can find many variations on the theme, I think this list is as good as any:

### **The Roles of the Board**

1. Holds the school "in trust" by valuing, protecting, and acting in accordance with the mission.
2. Sets policy, focusing on broad policy issues rather than operational details, and oversees the general operation of the school for policy compliance.
3. Leads the fundraising effort through personal giving, solicitation of others, and oversight of the development plan.
4. Oversees the finances of the school by setting appropriate tuition, approving the budget, and monitoring spending.
5. Hires and guides the Head, while demonstrating public support of the Head and his/her administrative decisions.
6. Plans strategically for the future through a formal planning process, with yearly goal-setting.
7. Evaluates the performance of school, Head, and Board by defining measurable performance indicators and annually reviewing success in achieving mutually defined goals.

As an initial first step in promoting good governance, I would suggest that all trustees be provided with this list. Periodically, the Board may wish to set aside time for a discussion of the specific ways in which it is fulfilling its roles – or falling short.

## **Training Camp – Trustee Orientation and Education**

Having served on eight independent school Boards, I've sat through more than my share of new trustee orientation sessions. Most, unfortunately, tended to focus on minutiae such as the names of administrators, the calendar of meetings, and the physical layout of the school. Typically, the ways in which the school was actually governed were not discussed. The goals of the Head of School were not discussed. Annual charges to the Board committees were not provided. Recent Board self-evaluations (if they existed) were not shared. The "Do's and Do-Nots" of trustee behavior were not specified. With one exception, none of the schools supplied a set of codified school policies previously adopted by the Board.

Taking the time to design and implement a thorough trustee orientation process is both a kindness to new members and an effective way to improve trustee productivity. Of course, trustee orientation should actually begin during the recruitment process so that prospective members of the Board understand what they are committing themselves to. In particular, surprising people about "expected financial obligations" is unconscionable! There should be absolutely no ambiguity about the accompanying financial expectations. While personal resources and the ability to give will vary from trustee to trustee, the willingness to contribute to the Annual Fund and periodic capital campaigns should not.

Nor should the educational process end with the orientation. An ongoing program of trustee education improves the quality of Board decision-making and can help to energize individual trustees. Even more importantly, a regular infusion of information from outside the school family helps to guard against insular thinking and promote healthy questioning.

The trustees with whom I have worked are individuals I respect, admire, and like. They also tend to be people who have incredibly busy lives. As a result, professional development initiatives must be engaging, stimulating, and genuinely helpful to them in discharging their governance responsibilities. Some trustees will be receptive to invitations to attend conferences and seminars, but many will prefer that the education be brought to them:

- The Head and/or Board Chair can periodically distribute articles relevant to issues before the Board.
- From time to time, a portion of a regularly scheduled meeting can be devoted to a presentation from an outside expert about an issue confronting all schools or one that is particularly pertinent to this school. The presentations should be varied to cover both fiduciary and educational topics, including such issues as the implications of the Sarbanes-Oxley Act, cutting-edge developments in educational technology, the current debate about the benefits of the AP curriculum, or strategies for introducing green facilities initiatives.

## **The Rules of the Game – Mission and Policies**

For almost a decade, I sat on a Board that resisted defining the school's mission. My fellow trustees rolled their eyes and tuned me out whenever they heard me address this issue. I got nowhere! Those who did not want to suffer through the admittedly laborious process of defining the institutional mission would argue that the two-page statement of philosophy developed years ago by the faculty would suffice as an articulation of the school's values. Core values, however, are not a substitute for the mission statement – which should succinctly define the reason the school exists.

Like most who have written about school governance, I believe that the Board is responsible for defining the major policies of the institution. What policy is more important than the school's mission? While there is nothing wrong with seeking input from all constituencies, I urge Boards not to delegate the task of writing or refining the mission statement to the faculty or anyone else. Strive for a brief, inspiring, and memorable mission – bearing in mind that it is the central policy from which all other policies should flow.

With that core policy in place, Boards can then turn to the ongoing task of codifying subordinate policies to govern all key aspects of the school's operations. A leading proponent of the view that Boards should be largely policy-driven is John Carver, who argues in his book, **Boards that Make a Difference**, that trustees should spend a significant portion of their time establishing policies that provide a clear framework for decision-making by the administration. When done regularly and well, this focus on policy can prevent the Board from sliding down the slippery slope of second-guessing administrative decisions made in the absence of clear policy guidance.

With respect to the Board's own functioning, the bylaws are an expression of policy that deserve careful attention. A review of the bylaws deserves separate billing because potential changes in the institutional mission, culture, and goals can all affect the Board's functioning as well. Questions to be aired and answered might be: "Why do we have so many standing committees?" or "How can we structure term

limits in such a way to ensure both new blood and the preservation of institutional history?” or “Why is our Board so large (or so small)?”

## **The Game Plan – A Goals-Oriented Culture**

If I could implement just one change in the governance practices of most independent schools, I would call for the development of an **Annual Board Work Plan** driven by a cyclical process of goal-setting, evaluation, and refinement. When I ask Board Chairs and Heads how their meeting agendas are developed, I often hear about a process that goes something like this: A week or two before the scheduled Board meeting, the Head and Executive Committee gather to consider how they might fill up the agenda. Which committees are ready to make a report? What expenditures or policy changes must be approved? If the agenda seems light, one administrator or another might be brought in to make a presentation. Often, last year’s agenda for the same month will simply be duplicated with a minor tweak or two.

While I understand the appeal of this events-driven approach for busy Heads and Board Chairs, the unfortunate result is often deadly dull meetings and a pervasive sense that very little of value is being accomplished. In contrast, organizing the Board’s yearly work around goals rather than events can inject a sense of energy, urgency, and accountability. The Board’s work shifts from largely reactive to largely proactive. How might this be done?

Here’s a game plan for Year One of a goal-driven Board Work Plan:

- Spring:** The Head, the Board Chair, and each Committee Chair identify major accomplishments of the school year and important initiatives left undone. A Board Self-Evaluation and a Head evaluation are conducted.
- Summer:** The Head, the Board Chair, and Committee Chairs draft next year’s goals for the Head, the Board as a whole, and each of the Board committees. Based on these goals, work begins on agendas for **all** of the Board’s meetings the following year, with various committees scheduled for major presentations at appropriate intervals. Also based on the goals, school administrators and outside speakers would be penciled in. The Head and Board Chair would work to ensure that the tentative meeting formats are varied and that each contains some real substance.
- Fall:** At the first meeting of the new school year, the Board ratifies the goals and annual work plan. Each committee now knows what is expected and when its work product is scheduled for presentation to the Board.
- Winter:** The annual work plan plays out, with adjustments as necessary to respond to unanticipated events. After each Board meeting, trustees complete a quick evaluation of the meeting’s success – what worked, what could be improved.
- Spring:** The Head presents a State of the School Report. The evaluation cycle repeats, with Board and Head evaluating progress and proposing tentative goals for the next year.

Key to the achievement of a goals-oriented culture is the development of a system for monitoring and evaluating performance in all areas falling under the Board’s purview. In my experience, most Boards receive the data they need to effectively monitor performance in the financial sphere. Most Boards also receive comprehensive admissions statistics and college placement data. Much more complicated is the assessment of the school’s core business – the accomplishment of its mission.

I think most Boards would benefit from a discussion of the information they need to gauge the school's success in educating students. Some possibilities:

- Is the school surveying current students or recent graduates to obtain information about their satisfaction regarding their experiences at the school?
- Most Boards do not ask the Head of School for information about the number of faculty members who were formally evaluated during the course of the year or the professional development activities in which teachers engaged.
- Boards could inquire about faculty recruitment statistics as a gauge of the school's ability to recruit and retain the best teachers available.
- Many Boards passively accept the rationale of teachers who, in response to questions about the performance of students on the SAT II and Advanced Placement examinations, say: "We do not teach to the tests." Given the importance of these tests in the college admissions process, I have always been bothered by the tendency of Boards to give teachers a free pass when their students perform poorly on these examinations. Equally bothersome to me is the lack of recognition accorded to those teachers whose students perform extraordinarily well.
- Finally, the "monitoring of the program" responsibility might also include the results of regular parent surveys. Since the parents are paying the tuition and entrusting their children to the school's care, I suspect that they would appreciate being asked for their opinions. Furthermore, if they feel asked and heard, they might be more favorably disposed to speaking positively about the school among their friends and colleagues with school-aged children. After all, word of mouth is the most effective form of marketing.

## Reviewing the Game Films – the Board Self-Evaluation

Every entity within an organization can improve. As a first step, the Board needs to obtain information about its current mode of functioning, and to do this, a thorough self-evaluation process is needed. At a minimum, the National Association of Independent Schools' *Principles of Good Practice* for Boards and individual trustees can form the basis of an evaluation document. Ideally, though, the Board Self-Evaluation would also include these three individually tailored components:

1. A review of the Board's performance in each of the **roles** it has defined for itself.
2. An analysis of the extent to which the Board accomplished the **specific goals** that were established for committees and the Board as a whole at the outset of the year.
3. An opportunity to rate the nuts and bolts of **Board processes and practices**, including Board agendas and formats, committee structures, trustee recruitment and orientation, etc.

The Board evaluation instrument should also include at least one open-ended question that allows trustees to offer specific suggestions for improvements. The Head of School and other senior administrators who regularly interact with the Board might also be invited to weigh in.

Once all of the evaluation forms have been completed, they should be given to the President of the Board or the Chair of the Committee on Trustees, who would be responsible for collating the data and presenting a report to the Board. Ideally, as mentioned earlier, this information would then be used to set goals and

refine Board procedures for the following year. Once the Board evaluation process is established, the results will constitute a benchmark by which progress can be tracked from year to year.

## **Conclusion**

Governance is not a game, of course, and the stakes are high for independent schools that rely upon their Boards for vision, wisdom, and accountability as well as generous support. When Boards have the tools they need to exercise effective oversight, everyone wins.

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