



GOT GOVERNANCE?

One School's Journey to Better Governance

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Introductions

Mo Copeland: Head of School, Oregon Episcopal School, Portland, OR

Kate B. Lieber, J.D.: Immediate Past President, Board of Trustees, Oregon Episcopal School



Our Key Learnings:

- Importance of clarity on voting process
- Charters create institutional memory
- Strategic plans elevate board thinking
- Work plans operationalize strategy



What we had:

Bylaws that:

- Created standing Committees (Governance, Finance, Development, Endowment, Audit)
- Broadly outlined committees' purpose and structure

Board Meetings that:

- Had historically been report backs from the committees

Board at a low hover height

Little else by way of guidelines



Where we wanted to be:

The Board setting strategic direction

- Meaningful work to come to the Board
- Board at the proper hover height
- Eliminate repeating committee discussion at full Board
- Wanted the work of the committee's to be systemized
- Wanted the work of the Board to be systemized



What did we do?

Lots of questions and thinking!

- What is the right hover height of the Board?
- What is the right hover height of the committees?
- How does voting affect that hover height?
- How do you change the culture of the Board?

Then did it ass-backwards but you don't have to!

Talk at your table:

Why are you here? What question did you want answered?



The Key Learning:

Get clarity around voting:

- When does action occur, and how?
- Boards have to vote on certain decisions (i.e. Budgets, Tuition Increase, New trustees)
- Committees make a recommendation to the Board
- Board can ask clarifying questions
- Board can adopt or reject the recommendation and send it back to committee (but can't rewrite the recommendation)



Step One – Rethink Bylaws

Move to only one Board Committee in your bylaws

- Executive Committee: may exercise the authority of the Board
 - “Except as otherwise determined by the Board from time to time, the only Board Committee shall be the Executive Committee. Board committees may, to the extent specified by the Board, exercise the authority of the Board.”

- Advisory Committees: all other committees
 - “These committees shall have no power to act on behalf of, or to exercise the authority of, the Board, but may make recommendations to the Board.”



Step Two – Create Committee Charters

Move to a committee charter system

- Each committee will have their own charter
- Will serve as a guide to the purpose and work of the committee
- Each committee will be able to make changes to it's charter
- Every two years the Governance Committee reviews charters and they are forwarded to the Board for approval
- [Sample Charter Template](#)
- [Sample Governance Charter](#)



Step Three - Create a Board Work Plan

What are the major decisions the Board makes?

Make sure Board is at the right level

Board Work Plan



Use your Work Plan to Create your Agendas

Work Plan

Insert one month of work plan



Agenda

Insert corresponding agenda



Use your Work Plan for Decision Flow

Last Year's Project--Reserve Policy

1. Proposed at Investment Committee
2. Discussed at Investment Committee
3. Adopted by Investment Committee
4. Discussed at Finance Committee
5. Supported by Finance Committee
6. Discussed at the Board
7. Adopted by the Board



How it works now: Reserves Policy example

Staff drafts policy

Admin Team

Staff

Finance Committee (discussion)

Finance Committee (action)

Board (discussion)

Finance Committee (revision)

Board (discussion)

Board (action)

Policy



QUESTIONS?



Why it wasn't working

Articles of Incorporation and Bylaws

- Not flexible
- Included lots of operational language
- Dictated what committees we would have and who served on those committees
- Little guidance on how the Board operated
- Lack of clarity on the role of committees in relation to the Board

Committees

- Driven by the personalities of the chairs
- Little was Institutionalized
- No systematic way to track the work of the committees from year to year
- Little guidelines on how the committees were to operate



How we work

- Large Board
- Key standing committees
- OES is a committee driven system