



# Governance Best Practices

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Charter School Post-Approval Training  
Sponsored by Florida Department of Education  
Spring 2018



# Welcome and Introduction

- FDOE approved governance trainer who has provided governance training to charter schools since 2003.
- Attorney in private practice.
- Represented and consulted with charter schools since 1997.
- Graduated from Rutgers University and Temple University Law School.



# Goals and Objectives

- Why governance is important to you even if you are not on the board of directors.
- Provide an overview of board member responsibilities.
- Discuss the elements of successful boards.
- Review conflict of interest and ethical guidelines for Florida charter school board members.



# How will your board's time be spent?

- If a board meets on average two hours per month, ten times per year, that is twenty hours per year to govern the school.
- How will you make the most of this time?



# Board member responsibilities

- Preserve mission & vision.
- Set policies that guide the school.
- Ensure charter compliance.
- Ensure adequate finances and fiscal propriety.
- Understand laws applicable to charter school board members.
- Provide rigorous oversight.



# Governance vs. Management

- Board members have authority by virtue of majority vote on the Board; no individual has management oversight or decision making authority.
- School management runs the day-to-day operations.
- Board members should not provide direct guidance to the principal's staff or any other employee.



# Elements of successful boards

- Decisions reflect the school's mission, goals and objectives.
- Utilize system to track responsibilities and charter compliance.
- Shared decision making.
- Creation of committee(s) to address specific issues such as facility, finance, personnel.
- Produces policies that support the school's operation.



# Elements of successful boards (cont'd)

- Actively involved in training and conferences.
- Select board members who share the school's mission.
- Have clarity about governance versus management.
- Utilizes time management practices for meetings.
- Perform evaluation/self-assessment.



# Track responsibilities and charter compliance

- Create annual calendar of major board decisions.
- See Handout 1 – Sample Board Operations Calendar.



# Shared decision making

- The board accesses and uses relevant information.
- The board discusses issues deliberately.
- The board considers alternative actions.
- The board works toward consensus.



# Use of committees

- The use of effective committees can free the full board for attention to matters such as critical issues, major policy development and long-range financial planning.
- Can increase the outreach of the school by including non-board members.
- Gives board members the chance to discuss issues in depth.



# Use of committees (cont'd)

- Generally two types of committees, standing and ad hoc.
- Standing committees are permanent and relate to the ongoing governance of the school, such as finance.
- Ad hoc, or special committees are created for a specific purpose and disbanded when the need for them no longer exists, such as a search committee for a new principal.
- In general, the number of committees should be kept to a minimum.



# Elements of committee effectiveness

- Written committee descriptions.
- Effective committee chair.
- Members thoughtfully appointed.
- Accountability to the board.
- Well-run meetings.
- Established goals.



# Importance of board policy

- Policy adoption is one of the primary functions of the board of directors.
- Through policy-making, the board is able to delegate authority and still retain ultimate responsibility and control.
- Policies provide a framework in which other decisions can be made and the work of the board and staff carried out.
- Policies assure consistency of actions .
- Policies also minimize “re-deliberation” on matters that the board has previously decided.



# Effective board policies have the following characteristics:

- Reflective of the goals of the school.
- Written within the scope of the board's authority.
- Adopted through proper board procedures.
- Respectful of legal and contractual rights and requirements.
- Communicated to persons in the school community the policy will affect.
- Maintained in the school records.



# Time management practices

- Assign time estimates to agenda items.
- All documents related to agenda items distributed to board prior to meeting with reasonable time to review.
- Track use of board meeting time.
- Start on time and end on time.



# Time management practices (cont'd): Consent Agenda

- Utilize a consent agenda for those items considered to be routine, non-controversial in nature.
- Full information about consent agenda items are provided to the board in advance of the meeting.
- Items on consent agenda can be removed by a board member for discussion.
- Generally one vote to approve all items on the consent agenda.



# Time management practices (cont'd): Consent Agenda

- Examples of routine items that can be included in a consent agenda:
  - Committee and previous board meeting minutes.
  - Routine revisions of policy.
  - Standard contracts used regularly.



# Basic elements of board development

- Nominations and recruitment.
- Orientation.
- Training.
- Evaluation.
- Recognition.



# Transitioning from founding board to governing board

Common problems:

- Original board composition maintained.
- Board too small.
- Lack of experience.
- Too dependent on school founder.
- Lack of understanding of charter, roles and responsibilities.

Key is to have strong, independent board dedicated to the mission of the school.



# Recruitment and orientation of new board members

- Schedule orientation with board (see Handout 2).
- Schedule meeting with school management and tour school.
- Provide board handbook.
- Governance training.



# Board self-assessment

- Board self-assessment refers to a set of practices used to examine board performance against standards that define good performance.
- Like school assessment, it needs to be viewed as part of a commitment to continuous improvement of the board's performance.



# Conflicts of Interest/ Ethics Generally

- Charter school board members must follow certain sections of Florida's Code of Ethics for Public Officers and Employees.
- Review your charter for additional prohibitions.
- Engaging in prohibited activity risks your charter and your 501(c)(3) status.
- Florida Commission on Ethics.



# Conflicts of Interest/Ethics

Statutory requirements in 1002.33, Fla. Statutes:

1. 112.313 (2) Solicitation of Gifts
2. 112.313 (3) Doing Business with Own Agency
3. 112.313 (7) Conflicting Contractual Relationship
4. 112.212 (12) Exceptions to Subparts (3) and (7)
5. 112.3143 (3) Voting Conflicts
6. 112.3144 Financial Disclosures (only governing boards operated by a municipality or other public entity)



# 112.313 (2)

## Solicitation or Acceptance of Gifts

- A charter school board member is prohibited from soliciting or accepting anything of value (including payment, gift, loan, reward, promise of future employment, favor) based upon any understanding that their votes, official actions or judgment would be influenced thereby.
- In short, no bribery.



# 112.313 (3)

## Doing Business with One's Agency

- A board member may not purchase, rent or lease any realty, goods or services for the school from a business of which of board member (or spouse or children) is an officer, partner, director, proprietor or owner of a “material interest” (more than 5% of the total assets or capital stock of the business).



## 112.313 (7)

# Conflicting Employment or Contractual Relationship

- No board member may hold any employment or contract (written or unwritten) with an entity doing business with the school OR that would pose a recurring or significant conflict between his or her private interests and public duties.



## 112.313 (12) Exceptions to (3) and (7)

- The business is awarded under a system of sealed, competitive bidding to the lowest or best bidder (additional regulations).
- The business entity involved is the only source of supply within the political subdivision of the officer and there is full disclosure by the officer or employee of his or her interest in the business entity to the governing body of the political subdivision prior to the purchase, rental, sale, leasing, or other business being transacted.



## 112.313 (12) Exceptions (cont'd)

- The total amount of the transactions in the aggregate between the business entity and the agency does not exceed \$500 per calendar year.
- The fact that a school board member is a stockholder, officer, or director of a bank will not bar such bank from qualifying as a depository of funds coming under the jurisdiction of any such public board or body, provided it appears in the records of the agency that the governing body of the agency has determined that such officer or member of a public board or body has not favored such bank over other qualified banks.



## 112.3143 (3) Voting Conflicts

- A voting conflict arises when an official is called upon to vote on any measure which would inure to the officer's special private gain or loss (or to the special private gain of a organization by which the officer is retained or a relative).
- Voting conflicts must be disclosed in writing, filed prior to the meeting and made a part of the meeting minutes. If a voting conflict arises at the meeting disclosure shall be oral following up by a written memorandum within fifteen days.



# 112.3144

## Disclosure of Financial Interests

- Governing boards operated by a municipality or other public entity required to file financial disclosures.
- Must be filed within 30 days of the of his or her appointment. Thereafter, you must file by July 1<sup>st</sup> following each calendar year for which you hold the position.
- Some charters also require this.



# Restriction on Employment of Relatives

- A school must disclose in the charter agreement all employees who are relatives of the school owner, president, governing board member, principal, assistant principal or any other person with similar decision making authority.
- Individuals with decision making authority may not advocate for the appointment, employment, promotion or advancement of relatives.
- A person may not exercise jurisdiction or control over a relative.
- If your school has relatives working together please review the statutory language carefully.



## Additional Restrictions

- School employee may not serve on the board.
- Spouse of school employee may not serve on the board.
- Employee of charter management organization may not serve on the board.
- Spouse of employee of charter management organization may not serve on the board.



# Importance of Policy

- Every school should have a policy on conflicts of interest, ethics and nepotism.
- Defines conflicts of interest and addresses what happens in the event of a conflict.
- Defines ethical guidelines for board members.
- Defines what familial relationships are permitted and how they are handled.



# Disclaimer

No material in this workshop is intended to be nor should it be construed as legal advice. If you have specific questions pertaining to your school please consult your school's attorney.



# Questions

Coming together is a beginning. Keeping together is progress. Working together is success.

*-Henry Ford*



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