

**Board Policy BAB: School Board Governance**

**Status:** DRAFT

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## **Governance Policy**

### **Board Principles**

**District Leadership:** The Board members, together with the Superintendent, set the strategic direction, review financial objectives, and establish a high ethical tone for management and leadership.

**Active Board:** The Board members are well informed and vigorous in their oversight of management.

**Culture and Values:** The Board dedicates itself to assuring a culture of collaboration, transparency, and continuous learning. The Board values open communication and input and prioritizes the best interests of the classroom as most important.

**Compliance with Laws and Ethics:** The Board members adopt and oversee enforcement of the District's Code of Conduct and Code of Civility [2] that set forth the legal and ethical standards for the conduct of the District's operation.

**Continuous Improvement:** The Board members remain abreast of new developments in governance best practices, and they suggest new procedures and practices, as they deem appropriate, to be implemented by the Superintendent and staff.

### **Board Responsibilities**

Board members shall:

- Approve District actions and oversee, develop, and implement Board policies.
- Review and approve financial plans, objectives and actions, including capital allocations and expenditures.
- Stay well informed regarding operations and strategies; the Superintendent is responsible for providing accurate, timely and complete information to Board members.
- Monitor and assess the Superintendent's performance and execution of strategic plans and objectives and ask appropriate questions of the Superintendent to address accountability with established goals.
- Oversee and assess quality talent and leadership through systems and processes for hiring, compensation, development, evaluation, and succession.
- Be a partner with the Superintendent on strategic issues by advising and consulting.
- Oversee legal compliance programs and procedures.
- Assess the effectiveness of the District's health, safety and environment programs and initiatives.
- Be proactive in crisis situations.
- Appraise major risks and oversee that appropriate risk management and control procedures are in place and the Superintendent takes the appropriate steps to manage the District's major risks.
- Determine that current procedures are designed to promote integrity and candor in the audit of the District's financial statements and operations, and in all financial reporting and disclosure.
- Assume responsibility for the selection, evaluation, monitoring, retention, compensation and succession of the Superintendent.
- Facilitate the transition for and assist in training of new Board members with support from the Superintendent to ensure that best practices in governance are not interrupted by changes in the Board's composition.

- Establish appropriate governance policies and procedures, which include a periodic review of these guidelines, the consideration of other governance issues and related matters, and any resulting recommendation that should be addressed by the Board.

## **Board Capacities**

It is the goal of the Board as a whole to be constituted to be strong in its diversity and collective knowledge of accounting and finance, management and leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, and institutional knowledge.

The Board's culture is such that the Board can operate timely and effectively in making key decisions. Board meetings are conducted in an environment of trust, open dialogue, mutual respect, and constructive commentary that are akin to those of a high-performance team.

The Board is informed, proactive, and vigilant in its oversight of the District and protection of the best interests of its students.

## **Board Meetings and Annual Retreat**

- The Board meets monthly for its regular Business Meeting. In addition, the Board will hold a Work Session on the same day as the Business Meeting, and at such other times as needed. Special Meetings may be called for any purpose by the Chair, the Superintendent, or through the Chair at the request of a majority of Board members. Frequent Board meetings are critical for timely decisions, and also for Board members to be well informed about the District's operations and issues.
- Board meetings shall be conducted according to Robert's Rules of Order Revised and in conformance with state law. Board Policies shall take precedence when in conflict with Robert's Rules of Order Revised.
- All Board meetings and Executive Sessions shall be conducted in accordance with the Georgia Open Meetings Act.
- Four members of the Board shall constitute a quorum at any meeting. If a quorum is not present, the meeting shall be adjourned and reconvened by the Chair at a time when a quorum is present.
- The Chair and Superintendent shall confer to develop the agenda for Board meetings.
- The Board members shall meet as a group at regularly scheduled Board meetings. At these sessions, the Chair shall lead the meetings. The Chair confers with the Superintendent regarding any concerns, requests for changes in the Board meetings, or suggestions for future topics of discussion.
- Board members shall receive the agenda and materials for regularly scheduled meetings in advance with the opportunity provided for each Board member to request additions to the agenda. Meeting materials will be delivered to each Board member and posted for the public in sufficient time in advance of each regular meeting of the Board to permit a thorough review and as required by law. The minimum amount of advance notice shall be 24 hours.
- The Chair is responsible for conducting meetings and informal consultations in a manner that encourages informed, meaningful, and probing deliberations. Presentations at Board meetings should be concise and focused, and should include adequate time for discussion and decision-making.
- The Board's intent is for Board members to attend all meetings of the Board. Regularly scheduled Board meetings and work sessions are to be attended in person. Electronic participation for physically incapacitated members is the exception. The decisions by the Board are recorded in the minutes of their meetings.
- The Board and the Superintendent shall hold an annual retreat devoted to updating the existing strategic plan (or the development of new strategies, as needed) and to review the upcoming year's key budget issues.

## **Board Calendars**

A calendar of certain regular-occurring agenda items for the regularly scheduled Board meetings and all regularly scheduled Work Sessions is prepared annually and adopted by the Board.

## Stakeholder Communications

- Stakeholders may communicate with the District by sending written correspondence to DeKalb County School District, Administrative & Instructional Complex, c/o Superintendent's Office, 1701 Mountain Industrial Boulevard, Stone Mountain, Georgia 30083, or by emailing the District at the following email address: [youtellus@fc.dekalb.k12.ga.us](mailto:youtellus@fc.dekalb.k12.ga.us).
- The Superintendent's Office shall be responsible for collecting and organizing communications from stakeholders. If communications are unrelated to Board policy or its oversight function, the communication will be referred to the Superintendent. If the communication relates to Board policy or its oversight function, absent a conflict of interest, the Chair is responsible for evaluating the materiality of each stakeholder's communication, determining whether further distribution to the full Board is proper, and the appropriate response.
- Communication with the press and with third party partners of the District generally shall be the sole province of: (i) the Chair and his or her designated Board members for communications regarding Board policy or its oversight function, or (ii) the Superintendent and his or her designees for communications regarding operations and day-today management functions.

## Board Contact with Operations and Management

- Board members provide substantive value through their policy setting and strategic involvement without usurping the Superintendent's traditional management function. In exercising its oversight duty, the Board will direct all concerns to the Superintendent.
- Ongoing communication between the Board and the Superintendent is important for the Board to effectively oversee execution of policies and strategic goals. Board Members will communicate requests directly to the Superintendent.
- Visits to schools are beneficial and educational for Board members when appropriately conducted. Board members shall comply with board policy BBI which outlines the guidelines for school visits.

## Superintendent Performance Review, Compensation Assessment, and Succession Planning

- On an annual basis, the Superintendent shall provide to the Board a brief memorandum outlining his or her performance goals to be accomplished over the coming year, including metrics that he or she believes should be the basis of evaluation. In addition, the Superintendent should complete a self-assessment on his or her performance, which the Board will review.
- The Board shall undertake and provide an annual review and evaluation of the Superintendent's performance, using the agreed upon metrics.
- The Board shall assess the Superintendent's compensation, which shall be tied to performance in compliance with applicable law.
- Succession planning sessions are held annually at a regular Board meeting. The succession-planning meeting focuses on the development and succession of the Superintendent.
- The Superintendent succession planning process shall include a regular Board review. Any review of possible internal candidates should include:
  - readiness and potential;
  - demonstrated skills and competencies;
  - needed experience and training to fill gaps; and 2 plan for adequate exposure to Board.

## Board Member Qualities

General criteria for successful Board members include:

- The highest ethical standards and integrity.
- A willingness to act on and be accountable for Board decisions.
- An ability to provide wise, informed and thoughtful counsel to management on a range of issues.
- Loyalty and commitment to driving the District's success.
- An ability to take tough positions while at the same time working as a team player.
- An ability to drive the Board's culture to maintain the professionalism, collegiality and effectiveness of the Board.
- An ability to understand financial reports, including balance sheets, income statements, statements of cash flow, and the various methods of measuring return on investments.
- A comprehensive, thorough understanding of the strategic plan, which the Board actively monitors, and the metrics for student achievement and performance.

### **Board Member Orientation and Education**

- An orientation program is provided to new Board members on the District's mission, culture, values, governance, compliance, and operations.
- A program of continuing education is annually provided to incumbent Board members.

### **Board Advisors**

The Board may retain its own independent advisors, at the District's expense, as they determine necessary or appropriate to carry out its responsibilities.

### **Board Self-Evaluation**

- The Chair coordinates an annual evaluation process by the Board members of the Board's performance and procedures. This selfevaluation leads to a full Board discussion of the results.
- The Chair informally consults with each of the Board members as part of the evaluation.

### **Posting Requirement**

These Governance Policies shall be posted on the Board's website.

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