

_____ **School Advisory Board**
By-Laws

Article I
MISSION

The mission of the _____ School Advisory Board is to collaborate with the principal [and the pastor, if the school is a parish school] to promote and sustain the mission of _____ School (See Appendix 1).

Article II
PURPOSE AND FUNCTION

The _____ School Advisory Board, hereinafter referred to as the “Board,” is established according to the Diocesan School Policy Handbook as a consultative body (see Appendix 2) to the principal [and the pastor, if the school is a parish school] and the Diocese of Manchester in the governance of _____ School. The Board assists the principal in the formulation and review of policy regarding the philosophy, mission and goals of the school. The Board’s function is to offer direction and vision for the school which will ensure a quality Catholic education for the students and to offer sound advice to guarantee the sustainability of the human, material and financial capital for _____ School.

Article III
MEMBERSHIP

Section 1: Composition of the Board

The composition of the Board shall, if possible, include representation from the following constituencies: alumni, local clergy, parents, and community members at large. All attempts will be made to achieve a balanced membership from these groups. Consideration will be given to gender diversity, ethnic diversity, and professional expertise. Ideally, current parent membership should not exceed one third of the total Board membership. The principal [and the pastor of the parish, if the school is a parish school] is [are] [an] *ex officio* member[s] of the Board.

Section 2: Membership Eligibility

- a. Members must have a genuine interest in the advancement of Catholic school education in general, and specifically, the mission of _____ School.
- b. Members must accept and carry out the responsibilities of the Board members.
- c. Members must prepare for and attend all Board meetings and be actively engaged in the work of the Board.
- d. Members must maintain confidentiality on matters involving sensitive issues that come before the Board and/or Board committees.
- e. Members must always be cognizant of their position as representatives of a Catholic diocesan school and not do or say anything that will injure the reputation

of the school. They must respect the teachings of the Roman Catholic Church and must not engage in activities in or outside the school that mislead or confuse the faithful about the teachings of the Church.

Section 3: Membership Responsibilities

- a. Members assist in defining the mission of _____ School, actively participate at Board meetings, and make positive contributions to the Board.
- b. Members provide advice and support to the principal and participate in the assessment of the principal of _____ School relative to the principal's relationship to the Board.
- c. Members promote the vibrancy of the Board by identifying and recommending potential Board members.
- d. Members advise the Superintendent of Schools in regard to the appointment of the principal of _____ School as requested by the Superintendent.
- e. Members recommend policy in the interest of _____ School.
- f. Members engage in the on-going long-range/strategic planning for _____ School.
- g. Members advise the principal on financial matters so that _____ School maintains adequate resources for normal operation.
- h. Members approve the annual operating budget of _____ School.
- i. Members are active participants, both personally and collectively, in the fundraising efforts of _____ School.
- j. Members assist in enhancing the public image of _____ School.
- k. Members make every effort to attend _____ School events.
- l. Members strive to be aware of concerns about the school within the various constituencies of the school, the parish, and the local community and refer those concerns to the Chair and to the principal.
- m. Members serve on at least one Board standing committee.
- n. Members recruit and assist in the orientation of new members of the Board.
- o. Members engage in regular self-evaluation of Board performance and set goals for continued growth.
- p. Members of the Board act only in consort with the principal and when the Board is called to order.

Section 4: Number

The Board shall be composed of seven to fifteen appointed voting members. *Ex-officio* members have voice but are non-voting.

Section 5: Terms of Membership

The normal term of Board membership is two years. The term shall begin July 1st and conclude on June 30th of the second year. The term may be renewed twice for two additional consecutive two-year terms at the request of and with the approval of the Board each time. No Board member shall serve more than three consecutive terms (six years), but may be reappointed after a term off the Board.

Under special circumstances, reappointment may occur by special vote of the Board, the approval of the principal [and the pastor, if the school is a parish school], and after consultation with the Superintendent of Schools.

Out-going Board members are allowed to maintain membership on any committee of the Board upon approval by the Board.

Section 6: Nomination and Selection of Membership

Nominees will submit a letter stating their interest in serving on the Board to the Chair. With the letter, they will also include a résumé. Names of prospects are entrusted to the Board Recruitment and Development Committee or the Chair. The Board Recruitment and Development Committee shall present to the Board a slate of individuals recommended for Board service. The Board will then vote upon the recommendations of this Committee and forward the recommendations to the principal [and the pastor, if the school is a parish school]. Board members are officially appointed by the principal [or by pastor in collaboration with the principal, if the school is a parish school].

Section 7: Conflict of Interest

No Board member shall be an employee or related to an employee in any capacity at _____ School. No Board member shall have the right to vote on matters that may pertain to his/her personal or professional interest. If a Board member has a conflict of interest on any matter, that member must recuse him/herself from any discussion and voting regarding the matter.

Section 8: Removal for Cause

At the discretion of the Executive Committee, any member may be removed from the Board for failure to meet the responsibilities of Board membership as presented in Article III, Section 2.

Section 9: Indemnification

No individual Board member shall be held personally liable for any debt, liability or obligation of the school and shall not be liable to the school for monetary damages or any breach of fiduciary duty except with respect to acts or omissions that are not in good faith or which involve intentional misconduct or a knowing violation of the law and any transactions from which Board members derive any improper personal benefit.

_____ School, likewise, will not be held responsible for any financial or personal liability of a Board member. No individual Board member shall be allowed to hold _____ School responsible for any personal harm including, but not limited to physical, emotional or financial loss allegedly incurred while serving on the Board.

**Article IV
OFFICERS**

Section 1: Officers and Terms of Office

The officers of the Board shall be the Chair, the Vice Chair, and the Secretary. The officers are elected for one two-year term of office and may be re-elected for one additional two-year term of office. The election takes place at the annual meeting.

Section 2: The Chair

The Chair presides at all meeting of the Board and Executive Committee. The Chair is the official public voice of the Board.

Section 3: The Vice Chair

The Vice Chair shall, in the absence of or at the request of the Chair, perform the duties and exercise the functions of the Chair and, when so acting, shall have the power of the Chair, and shall perform such other duties as delegated by the Chair or the principal. In addition, the Vice Chair shall serve as Chair of the Board Recruitment and Development Committee.

Section 4: The Secretary

The Secretary is responsible for taking and maintaining the minutes of Board meetings, for distributing meeting minutes and notices in a timely manner and in accordance with provisions of this document, for executing and attesting to written instruments as directed by the Board, and for performing all duties inherent to the office of Secretary as from time to time may be assigned by the Chair or principal.

**Article V
MEETINGS**

Section 1: Regular Meetings

Board meetings will be scheduled approximately eleven times per year monthly beginning in August of each school year. An annual meeting calendar will be established at the annual meeting and distributed to the school community. Meetings are open to all members of the school community. If necessary, after discussions are completed, the principal [and the pastor, if the school is a parish school] and the voting members of the Board will enter into an executive session to vote and discuss any issues of a confidential nature.

Non-Board members who wish to address the Board on a school matter must contact the Chair and the principal and be placed by them on the agenda.

The Chair and/or the principal may call special meetings of the Board.

Board meetings occur only when the principal is present.

Section 2: Rules of Order

The Board shall operate in a spirit of collegiality, shall seek consensus, and shall conduct its business according to *Roberts' Rules of Order*. Meetings shall follow the prescribed agenda (see Appendix 3).

Ordinarily, decisions regarding policy matters and other major issues shall not be made at the “first reading,” which time shall be used to provide information and clarification. The Board shall begin its decision-making process during or after the “second reading.”

If the Board is unable to reach a consensus on an issue, the minutes are to reflect the different positions taken by the Board members and the reason(s) behind the Board’s decision or recommendation. When a vote needs to be made, a roll call vote will be taken by the Chair and recorded by the Secretary.

Section 3: Annual Meeting

The August meeting shall be designated as the Annual Meeting. This meeting is especially reserved for Board self-evaluation and goal-setting for the coming year. Election of officers and transition of Board membership would normally occur at this meeting, although these may take place at other times as needed.

Section 4: Meetings by electronic communication

Should the need arise, a meeting of the Board may take place either by means of conference telephone or similar communications equipment enabling all Board members participating in the meeting to hear one another. Participation in a meeting pursuant to this Section 4 shall constitute presence in person at such meeting.

Article VI COMMITTEES

Section 1: Standing Committees

The Board is organized into various standing committees in order to accomplish specific tasks. The standing committees represent the on-going tasks of the Board. Each Board member must be a member of at least one standing committee. The chair of each committee must be a member of the Board. The chair of each standing committee shall be appointed by the Chair after consultation with the principal. Other members of the committees may be volunteers or professionals with particular expertise relative to the function of the committee. The Chair and the principal serve as *ex officio* members on any committee of the Board. Reports and agenda items requiring Board action will be submitted electronically to the Chair and the principal at least seven days prior to each Board meeting.

A. Executive Committee

The Executive Committee of the Board shall consist of the Chair, the Vice Chair, the Secretary, and the principal [and, in the case of a parish school, the pastor]. The role of the Executive Committee is to prepare the agenda for Board meetings, to review all committee reports before presentation to the Board, to facilitate Board planning, goal-setting, and self-evaluation, to provide on-going education and retreats for the Board, to provide immediate consultation to the principal upon request. The Executive Committee of the Board is empowered to act on behalf of the Board in an emergency.

B. Finance Committee

The Finance Committee collaborates with the principal to develop and monitor plans/means to finance the educational program of the school, including but not limited to, tuition and financial aid. The Finance Committee monitors resources according to an approved budget and considers the long-term financial needs of _____ School. The Committee also monitors the school's financial policies and conditions, including a review of the school's financial plans, programs, and capital structure. The Finance Committee reviews the effectiveness of the school's fundraising programs (e.g., providing cost/benefits analysis). The Finance Committee reviews internal controls and makes recommendations for any deficiencies, reviews financial reporting processes, and develops recommendations consistent with the Diocese of Manchester School Finance Manual to ensure integrity with regard to reporting the school's financial status.

C. Building and Grounds/Facilities Committee

The Building and Grounds Committee works with the principal to plan for normal maintenance of the school and to set priorities for capital improvements to the facility. The Building and Grounds Committee conducts an annual site review to monitor normal maintenance and to assess facility requirements that create a safe environment for students and staff. The Committee makes recommendations to the principal based on the site assessment with regard to the facility's needs to ensure the facility is safe, clean, and meets safety codes. The Committee sets priorities for capital improvements and sets facility improvement goals each year while working with the Finance and Planning Committees to accomplish these goals.

D. Institutional Advancement Committee

The Institutional Advancement Committee is responsible for making recommendations related to the branding of the school, student recruitment, and public relations and advertising. The Committee's work includes collaborating with the principal in developing strategies of communication to promote the school's mission and educational program and strengthen the school's relationship with its identified constituencies. The Institutional Advancement Committee is also charged with leading the fundraising efforts of _____ School. This Committee will concern itself with evaluating fundraising strategies for all of the school's constituencies. The Institutional Advancement Committee will be the consultative resource for all fundraising plans at _____ School.

E. Board Recruitment and Development Committee

The Board Recruitment and Development Committee is responsible for the recruitment and development of personnel for the _____ School Board. This committee is charged with new member orientation, determining the publications and documents needed for new members, and leading periodic self-assessments of the Board.

F. Policy Committee

The Policy Committee annually conducts a review of school policies/handbooks and helps determine the need for new policies or for clarifying existing policies. The Policy Committee drafts new policies or revisions of policies, with careful consideration given to the rationale for and consequences of the new or revised policies, and presents its policy recommendations to Board for consideration and vote. The approval of new or revised policies lies with the principal [and, in the case of a parish school, with the pastor]. The promulgation and implementation of new or revised policies is the responsibility of the principal.

Section 2: Ad Hoc Committees

Committees dealing with specific and/or short term issues of the Board shall be empaneled by the Chair as needed.

Section 3: Committee Meetings

All committee work is to be conducted between the regularly scheduled Board meetings. Meeting times and agendas will be determined by each committee for the convenience of its membership.

**Article VI
AMENDMENTS**

The By-Laws of the _____ School Advisory Board may be amended by vote of two-thirds (2/3) of the members. Proposed amendments shall be published in writing to the Board members not less than thirty (30) days prior to the meeting at which they are considered, and consideration of such amendments shall be indicated on the agenda. All amendments are subject to the approval of the principal [the pastor, if the school is a parish school] and the Superintendent of Schools

APPENDICES

Appendix 1: Mission Statement of _____ School

[Insert school’s mission statement here.]

Appendix 2: Definition of Consultation

“Consultation implies that the administrator(s) will listen to the advice of the properly convened body in certain designated matters prior to a decision being made. The operating principle is that the administrator(s) will not act contrary to the advice that has been given, especially when there is a consensus, unless the administrator(s) has an overriding reason. It is customary for the administrator(s) to communicate this reason to the consultative body.” (*Building Better Boards*, p. 3). The term “administrator” in this definition refers to the school’s principal and other administrators.

Appendix 3: Meeting Agenda Format

- i. Prayer
- ii. Open Session (opportunity for visitors to address the Board)

- iii. Acceptance of the Minutes
- iv. Principal's Report
- v. Committee Reports
- vi. Old Business
- vii. New Business
- viii. For the Good of the Board
- ix. Confirmation of the next Meeting
- x. Adjournment

[Pastor, if the school is a parish school]

Date

Principal

Date

Advisory Board Chair

Date

Approved by the Superintendent of Schools, Diocese of Manchester.

Superintendent of Schools

Date