

Board Policies Manual (BPM)
For the
International High School of New Orleans
[Approved by the Board on _____.]

Part 1: Introduction and Administration

This Board Policies Manual (BPM) contains all of the current standing (ongoing) policies adopted by the board of the International High School of New Orleans (IHS).

- 1.1 Reasons for Adoption.** The reasons for adopting this BPM include:
- * Efficiency of having all ongoing board policies in one place
 - * Ability to quickly orient new board members to current policies
 - * Elimination of redundant or conflicting policies over time
 - * Ease of reviewing current policy when considering new issues
 - * Providing clear, proactive policies to guide the Head of School and staff
 - * Modeling an approach to governance that other organizations might use
- 1.2 Consistency.** Each policy in this document is expected to be in compliance with the Federal, State and local law, the school charter, the articles of incorporation, and the bylaws, all of which have authority over these board policies. Except for time limited or procedural only board decisions (approving minutes, electing an officer, etc.), which are recorded in regular board minutes, all standing policies shall be included or referred to in this document. The Head of School is responsible for developing organizational and administrative policies and procedures that are consistent with this BPM.
- 1.3 Transition.** Whether adopted part by part or as a complete document, as soon as some version of the BPM is voted on as the “one voice” of the board, those policies are deemed to supersede any past policy that might be found in old minutes unless a prior board resolution or contract obligates the organization with regard to a specific matter. If any actual or apparent conflict arises between the BPM and other policies or board resolutions, the matter shall be resolved by the Chairman of the Board, with notice to the full board, or by a vote of the entire board as may be appropriate.
- #1.4 Changes.** These policies are meant to be frequently reviewed and refined. The Head of School helps the board formulate new language in the BPM by distributing proposed changes in advance. When language is recommended for deletion, it is shown in ~~strike-through~~ format. Proposed new language is underlined. Each section with a proposed change can be preceded by the # sign to help readers quickly locate proposed changes. Any change to this BPM must be approved by a majority vote of the quorum of the full board. Proposed changes may be submitted by any board member, Board committee or by the Head of School. In most cases, proposed changes shall be referred to and reviewed by the appropriate committee before being presented to the board for action. Whenever changes are adopted, a new document should be printed and filed electronically, dated, and quickly made available to the board and staff. The previous version should be saved for future reference if needed.

- 1.5 Specificity.** Each new policy will be drafted to fit in the appropriate place within the BPM. Conceptually, policies should be drafted from the "outside in," i.e., the broadest policy statement should be presented first, then the next broadest, etc., down to the level of detail that the board finds appropriate for board action and below which management is afforded discretion as to how it implements the policies in this BPM.
- 1.6 Oversight Responsibility.** Below are the parts, the committees primarily responsible for drafting and reviewing those parts, and the individuals given authority to interpret and make decisions within the scope of those policies:

Part/Section	Oversight Committee	Implementation Authority
1. Introduction	GV Committee	Head of School
2. Organization Essentials	Full board	Head of School
3. Board Structure & Processes	GV Committee	Board President
4. Board-Head of School/Staff Relationship	GV Committee	Board President / Head of School
5. Executive Parameters		
5.1 General Guidance	GV Committee	Head of School
5.2 Finance	FN Committee	Head of School
5.3 Programs	AC Committee	Head of School
5.4 Advancement		
5.4.1 Fund-Raising	FN Committee	Head of School
5.4.2 Public Affairs	GV Committee	Head of School
5.5 Audit & Compliance	FN Committee	Head of School
5.6 Miscellaneous	GV Committee	Head of School

- 1.7 Maintenance of Policies.** The secretary shall ensure that staff members record and publish all standing policies correctly. The Head of School or the Head of School's designee shall maintain the policies file and provide updated copies to the board whenever the policies change, or upon request. The board will ask that legal counsel review this BPM annually to ensure compliance with the law. Discrete documents referred to in the BPM will be kept in a three-ring notebook called the Board Reference Book.

Part 2: Board Structure and Processes

- 2.1 Governing Style.** The board will focus the majority of board meeting time on activities that progress the mission and vision of IHS. At all meetings, the board will encourage the expression of diverse views, address the strategic leadership of the school rather than administrative details, work within the delineated boundaries between board and staff roles, and focus on proactively addressing issues. In this spirit, the board will:
- 2.1.1 Enforce upon itself and its members a strict discipline in regards to: board meeting attendance, respect for board member roles and boundaries as specifically addressed in this manual, speaking to management and the public with one voice, and not straying from the governance structure and processes adopted in this manual.
 - 2.1.2 Allow no officer, individual, or committee of the board to usurp the board's roles or powers or speak on behalf of the board without the board's declared permission.
 - 2.1.3 Monitor and regularly discuss the board's own processes and performance.
 - 2.1.4 Select capable directors, provide clear orientation and training for new and old board members, define expectations for board members' involvement and time commitment, and evaluate the performance of all board members.
 - 2.1.5 Initiate policies not merely react to staff initiatives. The board, not the staff, is responsible for board performance.
 - 2.1.6 Activities that focus on internal board-related affairs should not monopolize the board's attention.
- 2.2 Board Job Description.** The job of the board is to set goals which lead the organization toward the desired objectives and ensure that the organization progresses towards and achieves those objectives. To perform its job, the board shall:
- 2.2.1 Determine the mission, vision, values, strategies, and long-term strategic plan with stated goals and measurable outcomes.
 - 2.2.2 Determine the parameters within which the Head of School is expected to achieve the goals and outcomes.
 - 2.2.3 Monitor the performance of the organization relative to the achievement of the goals and outcomes.
 - 2.2.4 Maintain and constantly improve all policies of the board in this BPM.
 - 2.2.5 Select, fairly compensate, nurture, evaluate, and, if necessary, terminate a Head of School.
 - 2.2.6 Ensure financial solvency and integrity through policies and behavior.
 - 2.2.7 Require periodic financial and other external audits to ensure compliance with the law and with standards of good practice.
- 2.3 Board Meetings.** Board events may include time for guest presenters, interaction with staff and members of the IHS community, and board training, as well as business sessions. Policies that are intended to improve the process for planning and running meetings follow:

- 2.3.1 The Board Chair and committee chairs shall be responsible for writing meeting agendas. The Head of School shall work with the Board Chair and the committee chairs in developing agendas, which, along with background materials for the board and committees, monitoring reports, any recommendations for changes to the BPM, previous minutes, and other such materials, shall be mailed or e-mailed to all board members one week in advance of board meetings.
- 2.3.2 The Secretary shall send a draft copy of all board-meeting minutes by e-mail to all board members and the Head of School within 14 days of the board meeting. The Head of School or the Head of School's designee shall retain ratified board meeting minutes and have electronic or hard copies available upon request by the public within 7 days of the meeting at which the minutes were ratified. The Secretary shall follow the Board Meeting Minute Guidelines in Appendix 1 of this BPM.
- 2.3.3 An updated BPM shall be sent to board members and filed at the school within 14 days of a board meeting at which amendments to the BPM were approved.
- 2.3.4 Regular board meetings shall be held on the third Wednesday of every month of the year excluding December. Special meetings of the board may be called according to the bylaws. A reminder notice sent out to all board members by the Secretary approximately 5 days in advance of the meeting date shall precede all board meetings.
- 2.3.5 In compliance with Louisiana Open Meetings Law and this board's adherence to openness and accountability, all meetings of the Board and its committees shall be publicized to all IHS Board members, school staff, students' families and the community at large to the greatest extent practicable. Notification and publicity of all meetings shall include posting of notices in the school lobby. Notice shall include the agenda for that meeting. Additionally, every effort will be made to provide notification of the meetings in the school newsletter, written notices in students' take-home correspondence, and e-mail to Board members, IHS staff and families.
- 2.3.6 The Chair of the Board shall allow for public comment at various times during board meetings as required by the laws of Louisiana.
- 2.3.7 Throughout the year certain meetings will be dedicated to addressing specific topic areas as defined by this BPM and/or the organization's By-laws.
 - 2.3.7.1 The April meeting shall include a review of the planning and budgeting for the upcoming fiscal year.
 - 2.3.7.2 The May meeting shall include a vote on the approval of the budget for the upcoming fiscal year.
 - 2.3.7.3 The June meeting shall be the annual board meeting and shall include the election of board officers.
 - 2.3.7.4 The July meeting shall include a review of the performance of the Head of School and the organization for the past year.

2.3.7.5 No later than August the board shall adopt a board-meeting schedule for the upcoming school year.

#2.3.8 The Governance Committee shall prepare a meeting evaluation form for completion by each board member on an annual or semi annual basis. The completed forms shall be reviewed, analyzed, and summarized by the Governance Committee, which shall report the results of the meeting evaluation to the board members within two weeks of the review.

#2.4 Standing Committees. Committees help the board be effective and efficient. They speak "to the board" and not "for the board." A committee has no authority implied or stated unless authorized by the board. When authorized to carry out board policy, Committees shall perform only the tasks explicitly stated in this manual or in any Board Resolution.

Committees are not created to advise or exercise authority over staff. Committee structure should flow from the organization's strategic goals and the board's priorities. Periodically, the board should review its committee structure and determine which committees are necessary.

Once committees are created by the board, the Board Chair shall recommend committee chairs for one-year terms, subject to board approval as required by the By-laws. The Board Chair is an *ex-officio member* of all committees. The Head of School is a non-voting member of all committees except the Governance Committee.

All committees shall continuously monitor and recommend changes to any and all policies of the board as necessary.

2.4.1 The **Governance** Committee (GV) shall develop and recommend policies to the Board pertaining to:

- (1) the evaluation of the Head of School,
- (2) the nomination and election of board members,
- (3) the orientation and training of board members, and
- (4) the evaluation and review of individual board member and officer contributions.

The GV Committee shall develop and recommend changes to the Board's By-laws and to the school's charter. The GV Committee shall perform the following tasks:

- (a) prepare and distribute to all board members annual or semiannual meeting evaluation forms and
- (b) present to the board reviewed, analyzed, and summarized meeting evaluation results with suggested changes.

#2.4.2 The **Finance** Committee (FN) shall develop and recommend policies to the Board pertaining to:

- (1) financial principles, plans, and procedures,
- (2) the school's financial solvency,
- (3) annual budget limits, goals, and parameters,
- (4) the school's accounting manual,
- (5) Board education related to the school's finances, and
- (6) auditing procedures

The FN Committee shall provide financial support for furthering the organization's mission, for ensuring the school's financial solvency, and to provide the school with adequate funds required to achieve the board's strategic growth goals. In addition, the committee shall make recommendations with regard to the level and terms of indebtedness, cash management, investment policy, risk management, financial monitoring and reports, employee benefit plans, signatory authority for expenditures and other policies for inclusion in the BPM that the committee determines are advisable for effective financial management. The FN Committee shall perform the following tasks:

(a) review the annual budget and present it to the board for approval.

2.4.2.1 The Fundraising Sub-Committee shall coordinate all fundraising activities of the board.

#2.4.3 The **Facilities** Committee (FC) Duties shall include recommending actions related to the procurement of new facilities and the enhancement or sale of existing facilities. The FC shall determine if proposed facilities-related actions are consistent with the school's long-term strategic plan.

2.4.4 The **Academic** Committee (AC) shall develop and recommend policies to the Board pertaining to:

(1) parameters related to academic and/or program decisions made by the Head of School.

#2.4.5 The Board Chair shall have the authority to create and call meetings of various **Ad-hoc** Committees and assign chairs and members to each committee. The purpose and composition of these committees may be dictated by the Board of Elementary and Secondary Education (BESE). These Committees shall act in an advisory capacity only, unless otherwise stated in this manual or in any Board Resolution.

2.4.5.1 The **Head Search** Committee (HD Srch) shall meet when needed and only to search and gather information related to potential Head of School candidates.

The Board President shall not be limited to creating the ad-hoc committees listed above.

2.4.6 The chair of the **Executive** Committee (EX) shall be the Board Chair and the members shall consist of all board officers. Except for the actions enumerated below, the committee shall have the authority to act for the board on all matters so long as the Executive Committee determines that it would be imprudent to wait for the next board meeting to take such action. With respect to any action taken on behalf of the board, (1) the Executive Committee is required to report the action to the board within 5 days, and (2) the board must approve the action at the next board meeting.

The Executive Committee is not authorized to make decisions or to take action with respect to the following matters:

2.4.6.1 Dissolving the corporation

- 2.4.6.2 Hiring or firing the Head of School
- 2.4.6.3 Entering into major contracts or suing another entity
- 2.4.6.4 Making significant changes to a board-approved budget
- 2.4.6.5 Adopting or eliminating major programs
- 2.4.6.6 Buying or selling property
- 2.4.6.7 Amending the By-laws
- 2.4.6.8 Changing any policies that the board determines may be changed only by the board

2.5 Board Finances. Every board member is expected to make a financial contribution to the school every calendar year. The board expects that expenses incurred in fulfilling board obligations will be absorbed by individual board members (these expenses may be recorded as a tax deduction); however, any board member may with prior board-approval submit for reimbursement any expenses incurred related to board-required activities.

Part 3: Board–Head of School/Staff Relationship

3.1 Delegation to the Head of School. While the board’s job is generally confined to establishing high-level policies, implementation and subsidiary policy development are delegated to the Head of School.

- 3.1.1 All board authority delegated to staff is delegated through the Head of School, so that all authority and accountability of staff—as far as the board is concerned—is considered to be the authority and accountability of the Head of School.
- 3.1.2 The Head of School is authorized to establish all further policies, make all decisions, take all actions, and develop all activities as long as they are consistent with any reasonable interpretation of the board’s policies in this BPM.
- 3.1.3. The board may change its policies during any meeting, thereby shifting the boundary between board and Head of School domains. Consequently, the board may change the latitude of choice given to the Head of School, but so long as any particular delegation is in place, the board and its members will respect and support the Head of School’s choices. This does not prevent the board from obtaining information in the delegated areas.
- 3.1.4 Except when a person or committee has been authorized by the board to incur some amount of staff cost for study of an issue, no board member, officer, or committee has authority over the Head of School. Only officers or committee chairs may request information, but if such a request—in the Head of School’s judgment—requires a material amount of staff time or funds or is disruptive, it may be refused (this does not preclude the board as a whole from directing the Head of School to deliver information or incur staff cost for the study of an issue).

3.2 Head of School Job Description. As the board's single official link to the operating organization, the Head of School’s performance will be considered to be synonymous with organizational performance as a whole. Consequently, the Head of School's job contributions can be stated as performance in two areas: (a) organizational accomplishment of the major organizational goals and (b)

organization operations within the boundaries of prudence and ethics established in board policies on executive parameters.

- 3.3 Staff Treatment.** With respect to treatment of paid and volunteer staff, the Head of School may not cause or allow conditions that are inhumane, unfair, or undignified. Accordingly, (s)he may not:
- 3.3.1 Discriminate among employees on bases other than those which are clearly related to the job, individual performance or employee qualifications.
 - 3.3.2 Fail to take reasonable steps to protect staff from unsafe or unhealthy conditions.
 - 3.3.3 Withhold from staff a due process, unbiased grievance procedure.
 - 3.3.4 Discriminate against any staff member for expressing an ethical dissent.
 - 3.3.5 Prevent staff from presenting grievances to the board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that board policy has been violated to his or her detriment.
 - 3.3.6 Fail to acquaint staff members with their rights under this policy.
- 3.4 Manuals.** The Head of School shall develop and maintain (a) parent-student handbook, (b) employee handbook, and (c) internal policies manual, all of which are reviewed annually by competent legal counsel. The Head of School will provide copies of these manuals to the board for information before July 1 of each year.

Appendix 1: Guidelines for Board Meeting Minutes

[From Robert Rules of Order, National Association of Parliamentarians, and Legal directives]

Minutes are the legal record of the organization and in general should contain only the substance of what was decided, not what was said; thus, omit public comment.

1st paragraph:

If a regular, annual, or special meeting

Chair (or CP in his absence) calls the meeting to order at (time) (place) (date)

Names of board members in attendance

Members absent

If a quorum is therefore present

Staff present

Any special, invited guests with titles (if appropriate)

Approval or amendment of the previous meeting's minutes

Content:

The minutes should generally follow the agenda:

Head Report

Chair Report

Committee Reports

Record the name of committee and committee spokesmen who make reports.

Makers of motions are noted.

Give the names of board members voting for, against or abstaining from a vote, *unless* the vote is unanimous, and, in that case, state that the vote is unanimous.

Possible language regarding motions:

“The motion was carried (adopted).”

“The motion was lost (was defeated).”

“The motion was referred to (committee name).”

“The motion was postponed until (date).”

Report the individual roll-call vote on a motion to go into executive session if not unanimous; if unanimous, so state.

Note any special presentation to the Board: presenter and subject matter

Note IF public comment was entertained (the subject is not required).

Final paragraph:

Hour of adjournment

Signature of the Secretary

After the minutes are approved, or amended and approved, the Secretary should mark them “Approved” along with the date of approval and her/his initials.

Distribute the approved minutes to the board within one week of the meeting at which the minutes were approved.

Have the minutes posted on the IHS website within this same time period.

Appendix 1-a: Recommended Form for Board Meeting Minutes

***Voices For International Business & Education
International High School
Board of Directors Meeting
Date: _____***

Call to Order: The regular meeting of the Board of Directors was called to order at 6:00 p.m. at the school.

*Board Members Present: Andrew Ward (Chair)
Karen Mayer Dwyer CPA (Vice Chair/Treasurer)
LilJana Johnson (Secretary)
Maria George
Robert Couhig III
Edward Graf
Errol George
Laval Hughes
Maria Garcia*

Board Members Absent:

CHAIR'S REPORT -
No Report

HEAD OF SCHOOL'S REPORT
Report Attached

Presentation on Administration
Presented along with Head Report

Public Comment

Addressing the board: Name _____, _____ title (Example: Parent, Staff etc.)

Comment: _____

COMMITTEE REPORTS

- Governance: Report Attached
- Finance: Report Attached
- Facilities: Report Attached
- Academic: Report Attached

VOTING AGENDA

Approval of Board Minutes

- **A motion was made** by Mr./Ms. _____ to accept the minutes from the _____ April 28, 2010 meeting, seconded by MR./Ms. _____.
Ayes: Unanimous

Other

Below are examples of motions-----

- **A motion was made** by Ms. _____ to accept the board proposal be presented to BESE regarding _____; seconded by Mr. _____.
Proposed wording:
 - _____
 - _____
 - _____

Ayes: List out who names of Aye votes
Nays: List out Names of Nay votes
Abstentions: List out names of those abstaining

- **A motion was made** by Ms. _____ to accept the board proposal regarding French National Curriculum and International Baccalaureate Organization to be presented to BESE, seconded by Mr. _____.
Proposed wording:
 - IHS will use the Louisiana Grade Level Expectation as the basis of the school's curriculum. IHS's curriculum will integrate the best practices of National and International programs, inclusive of the French Curriculum and the International Baccalaureate Program.
Ayes: Unanimous

- **A motion was made** by Ms. _____ to accept the budget presented for the 2010-2011 school year, seconded by Mr. _____.
Ayes: Unanimous

- **A motion by acclamation was made** to vote on the 2010-11 Officers as follows:
President _____
Vice President _____
Secretary _____
Treasurer _____
Ayes: Unanimous

- **A motion was made** by Mr. _____ to approve the Governance Committee Report, seconded by _____.
Ayes: Unanimous

ADJOURNMENT

Voices for International Business & Education adjourned its regular Board of Directors meeting at 0:00 _____ p.m.

Motion by Ms. _____ to adjourn, seconded by Mr. _____.

Ayes: Unanimous

Next Board of Directors meeting is set for _____, 2011 at 6:00 pm.

Other interested parties present:

*Staff: Anthony Amato, Head of School
Nan Ryan, Business Manager*

Guest:

Secretary

Date Approved

Format: Note Header and Footer need to be updated for each meeting and nomenclature on naming file.