



Madison Community Montessori School

BOARD OF TRUSTEES POLICIES AND GUIDELINES

1. **Purpose.** The Board Policies and Guidelines are established to assist the operations of the Board of Trustees by providing guidance and expanding upon the Board's bylaws.
2. **Calendar.** The Board's operating year is July 1 to June 30; while MCMS's fiscal year is August 1 to July 31.
3. **Role of a Trustee.** A trustee will:
 - a. Perform the duties described in the MCMS bylaws, in good faith and in a legal and ethical manner that the trustee reasonably believes to be in the best interests of MCMS,
 - b. Serve on committees (this includes subcommittees and task forces) as needed,
 - c. Attend at least 75% of Board scheduled meetings and attend at least 75% of meetings of any committee, subcommittee and task force of which the trustee is a member,
 - d. Serve as a goodwill ambassador to the MCMS community, and the greater Madison area,
 - e. Participate in and take responsibility for making decisions on issues, policies and other Board matters, and
 - f. Actively assist in fundraising efforts, and make an annual financial contribution to MCMS, according to personal ability.
4. **Board Meetings.** The Board will meet at least four times per school year, following an agenda organized by the Board Chair and Head of School (HOS) prior to each meeting. In order to facilitate open discussion among trustees, and maintain confidentiality, Board meetings generally are Closed Meetings.
 - a. *Guests.* Guests may be invited at the discretion of the Board for all, or a portion, of a Board or Board committee meeting. Montessori guides are invited to attend a Board meeting during the year as an additional means of including the classroom perspective in Board discussions. A guide's attendance is scheduled in advance by the Head of School. The guide does not represent the faculty as a whole; rather is present to listen and share a perspective. The guide does not have a vote.
 - b. *Closed Session.* The Board will occasionally enter a Closed Session, in which the Chair may excuse any one or all of the non-board members in attendance (namely, the Head of School, the Head of School Emeritus, and any guests). Official minutes will not be recorded for any Closed Sessions.
 - c. The Chair is responsible for organizing the necessary documents and reports from the committees and Head of School for review and/or approval at the meeting. Trustees must read all materials contained in the board packet to be properly prepared for the meeting.
5. **Minutes.** The Board Secretary will prepare minutes of all Board meetings and report on any actions taken on behalf of the full Board.
 - a. *Review and approval.* The Secretary will send a draft of the minutes for the prior Board meeting to the Head of School and Chair for review. After review by the Head of School

and Chair, the Secretary will ensure that the draft minutes are included in the board packet for the trustees' review and approval, with any amendments, at the next board meeting

- b. *Posting.* After the Board approves minutes, they are filed with MCMS official records and are made available to the school community for informational purposes. It is within the Board's discretion to exclude topics from being posted in the minutes whenever deemed necessary.

6. Board Committees and Subcommittees.

- a. *Standing Committees:* The Board bylaws establish two standing committees: the Executive Committee and the Committee on Trustees. A Trustee will chair each Committee, and each will have at least 3 Trustees appointed. Non-Board members may not sit on any committee, but will be allowed on subcommittees when appropriate.
 - i. *Executive Committee:* The primary purpose of the Executive Committee (EC) is to manage the overall efforts of the Board. The EC has the full authority of the Board when the Board is not in session, except as limited by Board resolution or the bylaws and will report any such actions at the next meeting of the Board. Members of the committee include the officers (Chair, Vice Chair (if elected), Secretary, and Treasurer) who are elected annually by the Board and any other individual appointed by the Chair. The HOS is an ex-officio member and attends all meetings except those regarding HOS compensation and review.
 - ii. *Committee on Trustees:* The Committee on Trustees (COT) ensures the Board is well-staffed and can deliver on the school's Strategic Plan/Strategic Financial Plan. The committee chair and composition will be determined by the Executive Committee and include only Trustees of the Board; however, no member of the Board's Executive Committee will serve on the COT; the HOS is an ex-officio member.
- b. *Subcommittees:* The Executive Committee may, in consultation with the Committee on Trustees, create additional subcommittees of the Board to work on specific goals. Each subcommittee will be chaired by a trustee, and may include non-Board members when deemed appropriate. The following subcommittees are often charged by the Executive Committee:
 - i. *Finance Committee:* The Finance Committee (FC) is responsible for financial governance and oversight for the school as well as financial advice and analysis in support of the Board of Trustees and Administration. The Board Treasurer is the committee chair and the committee members will be determined by the Executive Committee in consultation with the COT. The committee may include non-Board members who are not parents of children currently enrolled in the school; the HOS and the Director of Finance and Operations (DFO) are ex-officio members.
 - ii. *Development Committee:* Development Committee (DC) along with the Head of School (HOS) ensures a culture of philanthropy to support the execution of the Strategic Plan and Strategic Financial Plan. The committee chair and composition will be determined by the Executive Committee in consultation with the COT. The committee may include non-Board members; the HOS is an ex-officio member.
 - iii. *Head Support and Evaluation Committee:* The Head Support and Evaluation Committee (HSEC) supports and evaluates the work of the HOS. The committee chair and composition will be determined by the Executive Committee in consultation with the HOS and will consist of no more than five members; the chair will be a trustee of the Board. The HOS is an ex-officio member and attends all

meetings.

- c. *Committee Selection:* The Executive Committee will consult with the Committee on Trustees to select Chairs for Committees. All trustees and the HOS are encouraged to make recommendations to the Committee on Trustees for individuals to fill committees.
- d. *Committee Charges:* Each year in spring or summer, the Executive Committee and HOS will undertake a review of the current strategic plan to create the Board annual calendar and agenda. The Executive Committee will ensure committees are tasked with appropriate charges pursuant to the calendar and agenda, providing the committees with flexibility in determining how to best fulfill the charges.
- e. *Non-Trustees on Committees:* Non-trustees on committees are required to disclose any financial or personal interest in any matter considered by the committee. In the event that a conflict or potential conflict of interest arises, the non-trustee may be asked to withdraw from any discussion or input on the matter, or in some instances, leave the committee. All committee members are expected to attend at least 75% of committee meetings and agree to policies of confidentiality.

7. Board Officers. The Head of School or any trustee may recommend a trustee for an officer position for the following year's service by notifying the COT no later than May 15th. The COT will present nominations for officers for majority vote. If there are more than two candidates for an officer position, the majority vote shall be determined by a rank choice vote. The Board Officers serve terms of one year.

- a. *Chair:* This role requires a commitment of time, strong communication skills, and the ability to maintain confidentiality. Other duties include:
 - i. Meeting with the Head of School on a regular basis to discuss agendas, school governance, and administrative concerns,
 - ii. Serving as Chair of the Executive Committee,
 - iii. Chairing all Board meetings, including preparing an agenda in consultation with the Head of School,
 - iv. Facilitating the Executive Committee review and employee communication of an employee grievance filed against the Head of School,
 - v. Speaking on behalf of the Board to the school community, stakeholders, and/or the public when necessary or appropriate.
- b. *Vice Chair:* In the temporary absence of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.
- c. *Treasurer:* The Treasurer will provide leadership and financial information necessary for the Board to fulfill its fiduciary responsibilities to the school and provide for its continued financial health. The Treasurer's duties include:
 - i. Chairing the Finance Committee, including setting agendas, managing meetings, reporting to the Board, and otherwise ensuring the committee meets its obligations to the school and Board,
 - ii. Advising the HOS and Director of Finance and Operations with accounting and financial decisions and offering insight to evaluate the financial performance of the school, both relative to budget and relative to the longer-term viability of the school,

- iii. Reporting regularly, through the Treasurer's Report, to the Board of Trustees on financial issues and key drivers of performance.
- d. *Secretary*: The Secretary will record, transcribe and circulate the minutes of the meetings of the Board of Trustees, and oversee pursuant to Board policy the maintenance of the records of MCMS. Other duties of the Secretary include:
 - i. Keeping records of all actions taken by the Board ,
 - ii. Ensuring that necessary school documents, and those required being properly and maintained by the school, which include:
 - a) Accounting records
 - b) MCMS's financial statements for the past (3) years
 - c) MCMS's most current annual report
 - d) Board records (including names and business or home addresses of current Trustees)
 - e) MCMS's articles of incorporation and all amendments currently in effect
 - f) MCMS's Board bylaws and all amendments currently in effect
 - g) Resolutions related to characteristics, qualifications, rights, limitations, and obligations of its trustees
 - h) The minutes of all meetings and records of all actions approved by the Board for the past (3) years.

8. Continuing Education. Trustees should seek out opportunities to enrich their service to the Board by striving to attend at least one training session relevant to nonprofit leadership or other areas applicable to the Board. Trustees are encouraged to share a short presentation of any such training attended at the next Board meeting.

9. Confidentiality.

- a. Any information that trustees acquire about staff, faculty and families during their service on the Board is confidential and must not to be shared with anyone outside of the Board.
- b. Any information that the trustee acquires about the finances or operations of MCMS is confidential.
- c. Upon a trustee's end of service from the Board, the exiting trustee will return or destroy, either by deletion of electronic items or shredding of paper copies, any and all confidential information obtained during the Board Trustee's service.

10. Conflict of Interest.

- a. Whenever a trustee has a financial or personal interest in any matter coming before the Board, the affected person will a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest will be approved only when a majority of disinterested trustees determine that it is in the best interest of the school to do so. The minutes of meetings at which such votes are taken will record such disclosure, abstention and rationale for approval.
- b. Except as otherwise described herein, no current employee, or spouse/partner of an employee, may hold a position as Board Trustee. However, the foregoing limitation(s) will not apply to certain part-time or limited engagement employment opportunities such as, but not limited to and by way of example only, summer programming, before-school/after-school care, substitute teaching, and other unique short-term enrichment

opportunities where a Trustee's family is offered a position by the school. The Board may, at its discretion, evaluate and discuss any employment opportunities that fall within the foregoing parameters and may request further information from school administration as needed.

- c. A current parent serving as trustee, who withdraws all of the trustee's children during his or her term, will resign as trustee if asked, effective immediately.

11. Hiring the Head of School. A selection committee, which includes two or more Board trustees, is appointed by the Board to make a hiring recommendation to the Board. A vote by the Board requires an approval by at least two-thirds of the Board to pass.

12. Limited Liability of Directors and Officers. WI statutes strictly limit the liability of persons serving on the board of trustees/directors of non-profit WI corporations. Trustees and officers of non-profits are not liable to the corporation, its creditors or any other person, for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of, or failure to perform, any duty resulting solely from his or her status as a trustee or officer." (Wis. Stats. 181.0855(1)) A nonprofit trustee or officer acting in good faith in performing his or her duties on behalf of the corporation cannot be held liable by a court for any damages arising out of board activities.

WI law also requires that a non-profit corporation indemnify a trustee/director or officer who has been a successful party to a lawsuit for all reasonable expenses incurred in the lawsuit. (Wis. Stats. 181.0872(1)) The MCMS insurance policy provides for liability protection (indemnification) for MCMS Board Trustee who incur damage judgments arising out of board duties.

13. Legal Designation. Officers who sign legal documents should ensure that the document includes the "Incorporated" designation: Madison Community Montessori School, Inc.

14. Non-Discrimination. MCMS will not discriminate against students, staff, parents, employee applicants and trustees on the basis of race, religion, gender, national origin or sexual orientation.