

## **POLICY CHAPTER 2 - GOVERNANCE**

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### **2.100 Membership in the Eugene Christian School Organization**

2.105

Membership (Sponsorship and Control)

See By-Laws Article III - Membership See By-Laws Article IV - Board of Directors See By-Laws Article V - Officers and Duties

### **2.200 The Board of Directors**

2.215

Board Member Job Descriptions - General

The job of the Board is to represent Eugene Christian School in determining and overseeing appropriate organizational performance.

1. The Board will produce the link between the organization and the membership.
2. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
  - a. ENDS- MISSION: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good, for which recipients, at what cost).
  - b. GOVERNANCE PROCESS: Specification of how the Board conceives, carries out, and monitors its own task. Includes BOARD/STAFF LINKAGE: How power is delegated and its proper use monitored; the school administrator role, authority, and accountability.
  - c. EXECUTIVE LIMITATIONS: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - d. FISCAL POLICIES: Policies regarding Board fiduciary responsibilities.
  - e. ACADEMIC AFFAIRS: Policies regarding educational and student affairs.

2.220

#### President's Role

The president assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties. Accordingly:

1. The job result of the president is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content will be only those issues which, according to Board policy, clearly belong to the Board to decide, not the school administrator.
  - b. Deliberation will be fair, open, and thorough, but also timely, orderly, and kept to the point.
2. The authority of the president consists in making decisions that fall within topics covered by Board policies on Governance Process and Board/Staff Linkage, except where the Board specifically delegates portions of this authority to others. The president is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The president is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
  - b. The president has no authority to make decisions about policies created by the Board within Ends and Executive Limitations areas. Therefore, the president has no authority to supervise or direct the school administrator.
  - c. The president may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
  - d. The president will represent the Board in matters that relate to the parent body.
  - e. The president may delegate this authority but remains accountable for its use.

2.225

#### Individual Board Member Responsibilities

The Board commits itself to the individual and collective participation of its members to insure leadership success. Therefore, each Board member is expected to participate in the following ways:

1. Attendance - As Board contemplation, deliberation, and decision-making are processes which require wholeness, collaboration, and participation, attendance at Board meetings is required of Board members. Members may not be absent from three regularly scheduled meetings in any fiscal year. Three absences will be considered as resignation from the Board. (May 2018)
2. Preparation and Participation - Board members will prepare for Board and committee meetings and will participate productively in discussions, always within the boundaries of discipline established by the Board.

Each member will contribute his/her knowledge, skills, spiritual gifts, and expertise to the Board's efforts to fulfill its responsibilities.

3. Members as Individuals - The school administrator is accountable only to the Board as an organization, and not to individual Board members. Accordingly, the relationship between the school administrator and individual members of the Board, including the Board chair, is collegial, not hierarchical.

4. Volunteerism - As the functioning and success of the organization depend largely on the involvement and dedication of volunteers, all Board members are expected to contribute annually to the school.

5. Contributions - Each Board member is expected to contribute generously within their individual means to make an annual financial contribution to Eugene Christian School. The demonstration of support, rather than the amount of the contribution, is of principal importance; members are expected to contribute only within their individual means.

6. Board members shall have at least one of their school-age children enrolled full-time in Eugene Christian School if they have school-aged children that qualify. (School-age children means children in the grades offered by Eugene Christian School.) Exceptions to this policy under special conditions may be approved by the Board.

7. Members will commit to regularly pray for the school.

2.230

#### Board Members' Code of Conduct

The Board commits itself and its members to Biblical, ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly:

1. Members must represent loyalty without conflict to the interest of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any Board members acting as a consumer of the organization's services.

2. Members must avoid conflict of interest with respect to their fiduciary responsibility.

a. There must be no self-dealing or any conduct or private business or personal services between any Board member and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.

b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall recuse himself or herself, without comment, not only from the vote, but also from the deliberation.

c. Board members must not use their positions to obtain employment for themselves, family members or close associates. An employee of the school must resign their board membership. Contracted work may be approved by the board, on a case by case basis.

- d. Annually members must sign the Conflict of Interest Certification.
  - e. Annually members must sign the Affirmation of Service.
3. Board member may not attempt to exercise individual authority over the organization, except as explicitly set forth in Board policies.
- a. Board members' interaction with the School Administrator or with staff must recognize the lack of authority vested in individuals, except when explicitly Board authorized.
  - b. Board members' interaction with the public, press, or other entities must recognize the same limitation and the inability of any Board member to speak for the Board, except to repeat explicitly stated Board decisions.
  - c. Board members will give no consequence or voice to individual judgments of school or administrator or staff performance.
4. Board members will respect the confidentiality appropriate to issues of a sensitive nature.
5. Board members must give unconditional acceptance to the Eugene Christian School Statement of Faith.
6. Annually members must sign the Christian Lifestyle Agreement.

2.235

#### School Board Evaluation

The School Board's performance shall be evaluated biennially. The Executive Committee shall solicit appropriate evaluation input from the administrator, staff, and parent body.

2.240

#### Compensation and Reimbursement of Board Members

Members of the School Board shall receive no compensation for their service as a member or officer of the School Board. The Board may authorize the reimbursement of expenses for members incurred in the performance of official functions for the School Board. However, Board members may receive de minimus gifts of appreciation, or commemorating a holiday, or special circumstance.

2.245

#### Executive Committee

The Executive Committee shall consist of the Board President, Vice-President, Secretary, and Treasurer and have the authority and power to:

1. Act in the place of full Board of Directors interpreting policy issues of a minor nature.
2. Handle serious discipline problems.
3. Handle appeals from parents.

2.250

#### Strategic Planning

To accomplish its job consistent with Board policies, the Board will follow an annual agenda that (1) completes a re-exploration of Board policies annually, and (2) continually improves Board performance through Board education and enriched input and deliberation. Accordingly:

1. The cycle will conclude each year, at the conclusion of the strategic planning session, so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement on long-term goals.
2. The cycle will start with the Board's projections of its agenda for the next year.
  - a. Time-sensitive agenda items need to be scheduled and assigned at designated monthly Board meetings.
3. Throughout the year, the Board will attend to consent agenda items as expeditiously as possible.
4. The Board will meet monthly, generally the 3rd Tuesday. Additional meetings will be scheduled as required.

2.255

#### Board Meeting Preparation

The agenda for any particular meeting will be assembled by the Administrator and the Board president. Any Board member desiring to recommend any matter for Board discussion will advise the Administrator or the Board president of such matter no later than the Tuesday prior to the scheduled Board meeting. Additional matters may be added to the agenda of any Board meeting, at the discretion of the Board president.

Before actions by the Board are requested or recommended, the Board shall be provided with adequate data and back-up information (preferably prior to the meeting date) to assist the members in reaching sound and objective decisions consistent with established goals.

Board members shall be expected to read the information provided them, and to contact the Administrator or other appropriate staff members or Board members to request additional information that may be deemed necessary to assist them in their decision-making responsibilities.

2.260

#### Executive Sessions

The Board recognizes that, periodically during its scheduled meetings, it will encounter matters of a highly sensitive nature. This may include, but is not limited to, such things as personnel matters, student matters, parent matters, etc. At such times, the Board may call an Executive Session.

Executive Sessions shall have in attendance the attending members of the Executive Committee and any other members deemed appropriate, the administrator of the school, and any other persons who are specifically asked to attend this session by the Board president. When the executive session is for the purpose of evaluating the administrator, the administrator may be asked to not attend.

An Executive Session can be called for by any Board member. No official business shall be transacted in the executive session. Rather the time spent in executive session shall be used to discuss the sensitive matter at hand. When the Board reconvenes following an executive session, the decision shall be made and stated officially so that the Board secretary can record such decision in the official minutes. (The Board secretary will record only the final point or decision, if any.) Specific issues may be addressed by the executive committee, at the discretion of the Board chair, or may be referred by the Board as a whole.

2.265

#### Minutes

Action by the School Board shall be carefully recorded by the Secretary of the Board or a representative and, when officially approved by the Board, these minutes shall serve as a legal record of actions taken by the Board.

The recorded minutes of the School Board shall be retained on file in the school office and shall be available for reasonable inspection during regular hours by members of the organization.

2.270

#### General Meetings of the School Membership

See By-Laws Article VIII Meetings

### **2.300 School Committees**

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#### School Committees

See By-Laws Article VI Committees

2.310

Membership on Committees:

See By-Laws Article VI

2.315

Committee Principles

Committees, when used, will be assigned so as to reinforce the wholeness of the mission of the school, and so as never to interfere with delegation from Board to School Administrator. Accordingly:

1. Committees are to help the Administrator, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for deliberation.
2. Committees may not speak or act with authority, except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the School Administrator.
3. Committees cannot exercise full authority over staff.
4. Committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a committee which has helped to create policy on some topic will not be used to monitor organizational performance on that same subject.

2.320

Board Committee Structure

A committee is a Board committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board committees are those which are set forth in this policy. The School Administrator will serve as a non-voting member of each committee.

2.340

Parent Teacher Fellowship

1. Parents and teachers at the school may form a Parent Teacher Fellowship (PTF). Formation of such an organization is not required.
2. The organization, if formed, has its own constitution, separate from that of the school.
3. The organization may conduct service activities for the school and other school-related promotional and social activities, all of which should benefit the school in some way. The Board of Directors shall have ultimate oversight and authority over the PTF.
  - a. The PTF may have a representative/liaison who attends Board meetings.
  - b. The PTF shall submit written reports of its activities to the Board.

c. The activities of the PTF shall be consistent with the direction and policy of the Board.

## **2.400 Board/Staff Linkage**

2.405

### Governance- Management Connection

The School Board believes that the legislation of policies is the most important function of a School Board and that the execution of the policies should be the function of the School Administrator.

Delegation by the Board of powers to the School Administrator provides freedom for the School Administrator to manage the school within the Board's policies, and allows the Board to devote its time to policy making and evaluative functions.

The Board holds the School Administrator responsible for carrying out its policies within established guidelines and for keeping the Board informed about school operations.

The Board's sole connection to the operational organization, its achievement and conduct, will be through a titled School Administrator. The following principles are stated based on the assumption of delegated authority of the School Administrator from the ECS Board of Directors:

1. Only decisions of the Board acting as a body, by majority vote, are binding on the School Administrator.
2. The School Administrator is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the School Administrator.
3. The Board will instruct the School Administrator through written policies that prescribe the organizational goals to be achieved; describe organizational situations and actions to be avoided, allowing the School Administrator to use any reasonable interpretation of these policies.

2.410

### Unity of Control and Communication

1. Decisions or instructions of individual Board members, officers, or Committees are not binding on the School Administrator, except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Board members or Committees requesting information or assistance without Board authorization, the School Administrator can refuse such requests that require, in the School Administrator's opinion, a material amount of staff time or funds, or is disruptive.



2.415

#### Authority Regarding the School Administrator

1. The Board shall not give instructions to persons who report directly or indirectly to the School Administrator.
2. The Board will refrain from evaluating, either formally or informally, any staff other than the School Administrator.

2.420

#### Delegation to the School Administrator

The Board will instruct the School Administrator through written policies that prescribe the organizational goals to be achieved, and describe organizational situations and actions to be avoided, allowing the School Administrator to use any reasonable interpretation of these policies.

1. The Board will develop policies instructing the School Administrator to achieve certain results, for certain recipients at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels.
2. The Board will develop policies which limit the latitude the School Administrator may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the School Administrator uses any reasonable interpretation of the Board's policies, make all decisions, take all actions, establish all practices and develop all activities.
4. The Board may change its policies, thereby shifting the boundary between Board and School Administrator domains. By doing so, the Board changes the latitude of choice given to the School Administrator. However, as long as any particular delegation is in place, the Board will respect and support the School Administrator's choices.
5. Should the School Administrator violate a Board policy, he or she shall promptly inform the Board. Informing is simply to guarantee no violation may be intentionally kept from the Board, not to request approval. Board response, either approving or disapproving, does not exempt the School Administrator from subsequent Board judgment of the action, nor does it curtail any executive decision.

2.425

#### Monitoring School Administrator Performance

Systematic and rigorous monitoring of School Administrator job performance will be solely evaluated against the expected School Administrator job description: organizational accomplishment of Board policies on goals, and organizational operation within the boundaries established in Board Policies.

Accordingly:

1. Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. In every case, the standard for compliance shall be any reasonable School Administrator interpretation of the Board policy being monitored.
3. The Board will acquire monitoring data by one or more of three methods:
  - (a) by internal report, in which the School Administrator discloses compliance information to the Board,
  - (b) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria, and
  - (c) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies.

## **2.500 Governance Process**

2.505

### Governance Commitment

The purpose of the Board, on behalf of Eugene Christian School, is to see to it that Eugene Christian School (1) achieves appropriate results for appropriate persons at an appropriate cost, and (2) avoids unacceptable actions and situations.

1. The Board shall govern with an emphasis on
  - (a) Biblically-based integrity and truthfulness in all methods and practices, (b) outward vision rather than an internal preoccupation, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and executive roles, (e) collective rather than individual decisions, (f) the long-term viability of the school, and (g) pro-activity rather than reactivity.
2. The job of the Board is to represent Eugene Christian School in determining and demanding appropriate organizational performance.
3. To accomplish its job products with a governance style consistent with Board policies, the Board will follow an annual agenda that (a) completes a re-exploration of goals policies annually; (b) continually improves Board performance through Board education and enriched input and deliberation; (c) carefully studies and evaluates all major phases of the school's program, including school philosophy, school goals, instruction and curriculum services, at least once every five years, and uses the results of such studies to implement improvements.
4. The president assures the integrity of the Board's process and, secondarily, occasionally represents the Board to outside parties.

5. The Board commits itself and its members to Biblical, ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.
6. The Board commits itself to the individual and collective participation of its members to insure leadership success.
7. Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to School Administrator.
8. A committee is a Board Committee only if its existence and charge come from the Board, regardless of whether Board members sit on the committee. The only Board Committees are those which are set forth in this policy. The School Administrator will serve as a non-voting member of each committee.

**2.600 Constitution**

2.605

Eugene Christian School Constitution

By-Laws - Article IX.

*Eugene Christian School Constitution. The Constitution of Eugene Christian School, a copy of which is attached hereto marked Appendix A, is hereby incorporated by reference as though fully set forth as a part of these By-Laws.*

**2.700 Policy Review and Revision**

2.705

Revision of By-Laws

By-Laws - Article X.

*Amendment. The By-Laws of this corporation may be amended or revised, only by an affirmative vote of at least two-thirds (2/3rds) of the active members present at the Annual Meeting or at any specially called meeting of the general membership, provided that the notice of any such meeting contains a summary of the proposed amendment or amendments and otherwise meets the notice requirements incorporated in these By-Laws.*

ADOPTED BY EUGENE CHRISTIAN SCHOOL this \_\_\_\_\_ day of \_\_\_\_\_ month, 1976. \_\_\_\_\_ President, Board of Directors

2.710

Availability of Board Policies

The Manual of ECS's Board Policies shall be kept in the Administrator's office (or designated place within each building) and shall be available upon request to ECS parents, ECS students and ECS personnel.

2.715

Coordination of Policies

When possible, the ECS professional staff shall be counseled in the formulation and implementation of the school policies and procedures. Those policies which affect teachers and educational program shall be transmitted to the teachers with pertinent interpretation and supplemented with discussion and reference handbooks.

2.720

#### Written Policy System

The school program shall be operated in all areas according to written policies. Written policies shall consist of several forms and types, but in general shall be classified as follows:

Board Policies shall consist of written statements officially adopted by the School Board to govern its own operation and to serve as guides for administrative action. These statements should be specific enough to give clear direction and guidance to the principal and staff, but broad enough to allow for the use of administrative skill and discretion in making decisions.

Board Policies, in statement form, should be developed and revised as needed to establish stability in Board operations and should serve to prevent indecisive and incorrect behavior.

The Administrator should further develop the written policy system of operation by expressing direction to the staff in the form of written statements called Administrative Procedures. These statements should come within the boundaries of policies of the Board, the statutes of the State of Oregon, and should be developed by the Administrator to design and implement plans and procedures to achieve the goals and objectives of the school system.

Further, the Administrator should develop a handbook system for adequate recording and distribution of the Policy Statements and Administrative Procedures.

2.725

#### Five-Year Study

All major phases of the school's program, including school philosophy, goals, instruction and curriculum services, shall be carefully studied and evaluated at least once every five years. The results of such studies shall be used to implement improvements and/or to maintain accreditation status.

2.730 Review of Goals

The goals of Eugene Christian School shall be made available to each staff member and parent of students in the school and shall be reviewed annually by every staff and Board of Directors member.

2.735

#### Revision of Goals

The School Administrator shall provide opportunity at least annually for parents and staff members to suggest changes in the goals of Eugene Christian School. All suggested changes will be made only upon the approval of the Board of Directors.

2.740

#### Use of Goals

Enduring goals will be used to guide the school in their decisions regarding recruitment, retention and development of teachers and students and in the preservation of the spiritual, academic, social, emotional, and physical ministry of the school.

2.745

#### Review of Philosophy

The philosophy of Christian Education for Eugene Christian School shall be made available to each staff member and parents of students in the school and shall be reviewed at least annually by every staff and school board member.

2.750

#### Revision of Philosophy

The Administrator of the school shall provide opportunity at least annually for parents and staff members to suggest changes in the philosophy of Christian Education. All suggested changes will be made only upon the approval of the Board of Directors.

[Note: Changes to Board Policies were approved by the Board at the Board meeting of April 23, 2009; proposed changes to the By-Laws were approved by at least 2/3rds of the membership in attendance, in accordance with By-Laws, at the Annual Business Meeting, May 12, 2009. -csm]

[Revised and updated by ECS BOD this 12th day of May, 2015]

[Revised and updated by ECS BOD this 21st day of March, 2017]

[Revised and updated by ECS BOD this 16<sup>th</sup> day of April, 2019]

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Marie Andreasen, President Board of Directors