I. SPECIAL MEETING - GENERAL FUNCTION

1. Ms. Christine Pritchard, Governing Board President, called the Special Meeting to order at 1:50 p.m. Governing Board members constituting a quorum were present; Ms. Christine Pritchard, Mrs. April Allen, Mrs. Bonnie Schroader, and Ms. Jennifer Tanner. Mr. Bill Lipscomb was absent.

2. A motion by Pritchard/Tanner was entered to approve the Special Agenda and temporarily suspend any Governing Board Policy with which the agenda may be inconsistent.  UNANIMOUS

3. Audience with Individuals or Groups - NONE

WORKSHOP/STUDY SESSION
- Policy Governance and Meet and Confer

Dr. Thomas Jandris, CEO Progress Education, started the study session by reading Governing Board Policy HD - Meet-and-Confer Style, Methods and Procedures (Appendix A) and applauded the adoption by the Board of this policy which converges with the philosophy of Policy Governance. Dr. Jandris and the Board discussed how Board Policy HD is compatible with the Policy Governance model. With one voice, the Board establishes end results and limitations and then holds the superintendent accountable for achieving those end results.

II. CONSENT AGENDA- NONE

III. INFORMATION ITEMS - NONE

IV. ACTION/DISCUSSSION ITEMS - NONE

V. ADDITIONS TO SUBSEQUENT MEETINGS - NONE

VI. BOARD CORRESPONDENCE - NONE

VII. ADJOURNMENT
The meeting ended at 4:35 p.m.

VIII. SIGNING OF DOCUMENTS

Signed: Date:

Jennifer Tanner January 27, 2010
MEET - AND - CONFER STYLE, METHODS AND PROCEDURES

(Meet and Confer Process)

In the 2001-2002 school year, the Governing Board determined that it would operate with a mission, guiding principles and objectives. These principles included fairness and respect for all; freedom to express ideas; responsibility, accountability and providing authority to accomplish the task as well as commitment to the academic success of students. In addition, the mission of the Governing Board is, in part, "...to create an open, collaborative environment that inspires trust, communication, teamwork, and empowers each to contribute to the success of the District goals."

It is evident that the Governing Board has as one of its philosophical centerpieces the concept that collaboration should be part of the District’s culture among and between all personnel layers. The meaning to the Governing Board of the term "collaboration" can best be understood within the following belief statements:

Collaboration:

- ensures that all stakeholders invested in a decision are involved in the decision-making process.
- creates a level playing field where everyone is equal regardless of rank or privilege.
- seeks consensus* from the input body by deliberately uncovering where there is agreement and common ground.
- has processes and systems in place, which are understood by everyone.
- brings out, identifies and honors the talents and strengths of everyone.
- has a common methodology for data collection that is appropriate and consistent.
- promotes fairness.

The Governing Board understands and ratifies the use of the interest-based approach to Meet and Confer. It expects that as issues are discussed and options evaluated, they will be evaluated against both this concept of collaboration and the Governing Board goals, which are appended to this document.

* Consensus - A decision in which all members of a group can agree on the results and work to support the results.
**Characteristics:**

- A group reaches consensus when each member can honestly say:
  - I believe you understand my point of view.
  - I believe I understand your point of view.
  - Whether or not I prefer this decision, I support it because:
    - It was reached openly and fairly.
    - It is the best solution for us at this time.
- Therefore, I can agree on the results and work to support the results.

*Adopted: date of manual adoption*
Board Leadership
Policy Governance

Thomas P. Jandris, Ph.D.
Chairman & CEO
Progress Education Corporation
Importance of Policy Governance


"The familiar - even cherished - practices of school boards are strangling public education."
The Policy Governance Model

✓ Primacy of the owner-representative role

➤ Consider owners’ diverse values
➤ Add special knowledge
➤ Make decisions on behalf of the owners
(parents not owners - public is)
The Policy Governance Model

✓ One voice from plural trustees

⇒ Superintendent must be comfortable the board as a whole will protect her from trustees as individuals.
The superintendent as a real CEO

The superintendent is the only person the board instructs and evaluates.
The Policy Governance Model

Authoritative prescription of “ends”

- Why does the system exist?
  - results
  - recipients
  - costs of results
The Policy Governance Model

Bounded freedom for “means”

Define the boundaries of acceptability by outlining unacceptable means.
Board decisions crafted by descending size

Authority is crafted as broad as possible and still maintain an appropriate level of control.

Define **ends**
Establish **limitations on means**
The Policy Governance Model

System-focused superintendent evaluation

System Monitoring Data

The board does not tell the system how to operate. Rather, it tells the system **how not to**, through limitations!
The Policy Governance Model

References


“Board Member’s Playbook,” Miriam Carver and Bill Charney, Jossey-Bass, 2004
How do I get to talk about what I want to talk about?

Board discussions can be tricky, because what starts as an innocent question may slip into unnecessary management of the means or monitoring, with the limitations not clearly spelled out. Although it is best for the Chair to understand the different types of questions that arise, it is even more effective when the full board recognizes the focus and traps that are unintentional but embedded within the way we speak and seek information.

Can I Ask Questions?

An important distinction here is that Policy Governance® is not about stopping the legitimate right of board members to ask questions, but is to focus that behavior in a way that helps the board member use the underlying concerns and interests in a productive manner. The types of statements and questions board members make generally fall into five categories: Informational, Passive Direction, Overt Direction, Concern, and Questions Disguised as Statements.

Informational Questions

In the course of discussion, not everyone will equally understand all the information that is being presented. Questions will be asked to provide clarity and a deeper insight.
The “Why” question. These types of questions will sound like manager to supervisor discussions.

The “What” questions. These types of questions will sound like board directors to department heads. They tend to put the execution in a direct question. These are the types of questions to which we need to be most alert because they take someone to do something without directly asking them to do it. These are often in the form of a question.

Unumptually, many of us have become skilled at asking passive questions. Passive direction is asking:

Passive Direction

Help lay the foundation for understanding.
Getting the information that you need. These are not questions to avoid; they are the ones that
if we do, the board wouldn’t like to continue the discussion.
Member’s Strategy: The better focused the question the more likely it will be answered.
Chair’s Strategy: Only a concern for time should limit these types of questions, but these should
What are the steps that have to be taken?

How does this work?

Examples:
I don’t understand what that is, can you tell what it is?
These are tough to deal with at a group level because on the surface they sound like questions, not direction, but if left alone they become directives that run counter to the strategy of setting Limitations for the executive. Passive Direction is not a limitation; it is subtle permission giving. “If you can answer all my questions, then what you want to do is OK.”

Examples:
Why did you do this way?
Why didn’t we do as well as expected?
What are other organizations doing in this area?
What other options did you look at?

Chair Strategy: The intent should not be disallow these types of questions but to direct them in a way that stays within the Policy Governance® model. The Chair should allow the questions to be asked, but should shortly ask if the Board Member has a concern about something, or if the concern is obvious the Chair should try to state the concern and ask the board member to confirm what the Chair said. Once the concern is stated well enough, the Chair should ask if any other board members have the same concern, or feel a discussion about this would be of value. This discussion could occur at that time or could be scheduled for a future board meeting as a large topic.

The process is especially appropriate for Passive Direction Questions focused on the written Limitations. Concerns about Limitations should never be passive. Boards should try to establish a style that allows for direct questioning of Limitations any time there is a concern.

www.BoundaryManagement.com
2010 Castlebar Drive
St. Louis MO 63146
314-576-5797
Member's Strategy: Policy Governance® allows and supports a more direct approach in guiding the organization through the executive. It is best when the member simply states that there is a concern, even when that concern is not clear. This allows the Board to explore and examine the area of concern, even when it is a bit nebulous.

**Overt Direction**

This is probably less likely to happen than any of the other types of board responses, partly because our culture is resistant to direct and overt use of authority. When it does happen it is often difficult to handle because the individual making the statement has strong feeling about what is being suggested. The board member may be correct, in that the actions do need to be carried out. However, two things need to occur: the board needs to make the decision as a whole, and therefore put in the policy manual in writing, and the direction needs to be put in the negative to be consistent with the logic of Limitations on Means. By guiding overt direction in this way, the board will do a better job of crafting policies while avoiding sliding back into pragmatic governance.

Examples:  
We need to...  
Why don’t we..? (This is phrased as a question but it is clearly direction)  
I have a suggestion, ..

Chair Strategy: Because overt direction is in the open, it can be handled directly. The Chair should ask the board member to state the direction in a negative format, or ask someone to draft a possible limitation. Once the limitation policy is stated, it needs to be analyzed. Are all reasonable interpretations of the policy acceptable? If not then it needs to be refined to cover these unacceptable interpretations. Is it really a limitation? Does it define imprudence or unethical
behavior, or is it just something that would be nice to do? If it is only a nice idea, it should not need to be a Limitation. The Chair should help facilitate this discussion and help the group come to a final agreement.

Member’s Strategy: Policy Governance® will be a difficult model for any member that wishes to give overt direction to the executive or any other members of the staff of the organization. Board Members need to decide whether they are comfortable with Policy Governance®. If they are not, then they should decide whether they are going to continue on a board that is using it.

**Concerns**

Concerns are generalizations rather than specific questions. Therefore they need more active listening to help clarify their underlying meanings. These types of board inquires are unfocused by nature. To create the focus, some discussion needs to occur and clarifying questions need to be asked of the board member. These types of questions allow other board members to help crystallize what the individual board member is trying to express.

Examples: I not sure about ...
This doesn't seem like what we have done in the past.
This doesn't seem to be the right way to do it.

Chair Strategy: As already mentioned the best approach to this is to listen and ask clarifying questions. Those questions should be focused on “the concern.” The Chair might say, “Are you worried about ...?” Once there is more clarity to the concern, the board can handle it as a question of limitations.
Member’s Strategy: If the concern is understood or identifiable, the member simply needs to state it and ask for a discussion. It is more difficult when the concern is only felt. However, this is the key to discovering the concern, paying attention to the feeling. Logic will often not get you to a better definition, but listening to yourself and what creates the most emotion may be helpful.

**Statements**

There are many types of statements. Some are questions made in the form of a statement; “This plan is confusing.” True statements do not need a response. They are just a statement, but questions need to be addressed in the same manner as other questions are addressed.

**Chair’s Orientation**

The Chair is there to help board members get their concerns expressed, and then help the board decide if these are board concerns using the concepts of Policy Governance®. This is a different approach than the traditional pragmatic approach that seeks to allow any discussion. Policy Governance® allows discussion but within boundaries. The Chair’s job is to keep the discussion within the boundaries, but this doesn’t mean that they have to follow rigid rules. This requires more than just saying that certain questions can’t be asked. Shutting down questions runs counter to what Policy Governance® seeks to do. Policy Governance® should foster discussion, but it is focused discussion.
I still want to approve the budget!

Yes, you can approve the budget

There is nothing in Policy Governance® that says that the board can’t approve the budget. There are some conditions that you will have to meet to approve it but it can be done. To approve the budget the board must specifically write a policy stating that the budget must approved by the board. This requires the board to make a decision as a group that the approval is necessary. These are the only conditions required to accomplish this. Policy Governance® simply states that budget does not automatically require approval. Of course if your board is using Policy Governance® nothing is automatically restricted, not just the budget.

Although there is no support in Policy Governance® for approving the budget, it is often misconstrued that Policy Governance® bans the approval. It does not. It simply argues that approving the budget is unnecessary and misdirects the board into believing that it is in control. If you want to approve the budget, you can, as long as the full Board has written it down in their policy manual.

But, why do you want to?

Now the question is why do you want to approve the budget? What purpose does approving the budget fill? Approving the budget should be done for a reason, and not just because of tradition. We should understand the logic behind it.
Role of the Budget

There appears to be at least three different reasons why a board might consider approving the budget. There are a couple of reasons not listed that are worth discussing. Often it is said that approving the budget is the way that the Board stays in control. This is a hollow argument. The Board can control anything that it wishes to control; the question is does it need to approve the budget. The Board only has so much time to control, and it must be diligent and discreet in what it selects to control. Another reason often given is that the Board can improve the budget that the CEO develops. There is some merit to this reasoning. It would require the Board to decide that budgets are very important to the success of the organization and then holds itself accountable for improving the budget. Changing the budget and the improving the budget are two different things. Most boards change them rather than improve them. To answer this a Board would have to identify the criteria for an improved budget? How do we know that one budget is better than another?

The three logics:

Control spending by the CEO

This is the logic behind statements like, “when we approve the budget, then the CEO knows what can be spent.” The contradiction in this logic is that by the first reporting of actual performance to the budget, it is very likely that the CEO will be over what has been approved. It may not be at the bottom line but it is almost a sure thing that some item will exceed the budget.

Given the logic of this approach, the CEO has now done something without the Board’s approval. The Board should then take some appropriate action towards the CEO for acting without approval.

www.BoundaryManagement.com
2010 Castlebar Drive
St. Louis MO 63146
314-576-5797
We know this isn't done. The reporting of the variance is what happens and as long as it has a rational explanation it is accepted.

What specifically is the Board controlling? They aren't controlling spending, at least not through the budget. It looks like they are controlling spending, but for the most part it is a fiction. The Board feels in control because they have made a decision.

Projecting the future financial position of the organization

When this logic is used, the budget is more of a financial forecast. It is being used to give a projection of the financial condition of the organization. This is one of the best uses of the budget. However, to what is it being compared? Is any projection OK? When the Board approves the budget as a financial projection, we still run into the problem of it not being a perfect predictor. What happens when two or three months in to the fiscal year the projection are no longer close. Is that OK or not OK? Does something need to change? Other than it should be realistic, there are no criteria selected by which to judge this prediction? So again, where is the control?

Setting a mark by which financial performance may be judged

With this logic the budget is being used as a performance management tool. If you can beat your budget, your performance is rated higher. Although with some guidelines this is probably an acceptable tool for a business. It can be a measurement of expected Ends. However for non-profit organizations it is measuring the wrong thing if it is being used in an Ends way: more is better. There are more criteria in this method, but the criteria are elements in the budget and often just the bottom line. This still leaves confusion about the budget. Is it a stretch goal? Is it a benchmark to which performance should be close? Is it a limit that needs to be exceeded?
Although this approach provides the most control. It is control for control's sake, especially for non-profits.

**A Mixture of Approaches**

Most Boards approach the budget in with a mixture of all three approaches. This happens not because the Board has thought out the rationale for this, but because they have not though it out. More accurately individual Board members are approaching the budget from different perspectives, rather than the Board approaching it from the same perspective. This often turns into a catch 22, where no one can be completely satisfied.

**Financial Conditions vs. Financial Forecasting**

Although in most Policy Governance® materials, limitations are developed for financial conditions and financial forecasting, financial forecasting appears to be more of a monitoring process than a limitation on a means. Evidence of this is the tie that is often found between the limitations on financial forecasting and financial conditions. The financial forecasting limitations will reference the financial conditions as a set of criteria that a forecast must meet.

It is easier to remove this internal referencing and use forecasting as a monitoring of future conditions, although only a best guess of the future. The forecast becomes an assurance to the Board that the critical financial conditions will continue to be met in the future. The limitations on financial conditions then guide where and when corrective actions need to be taken as the forecast is developed.
The Board has the most control when the limitations on financial conditions are clear and they have assured themselves that they have not been exceeded currently and look like they will not be exceeded in the future.

Yes, you can still approve the budget.

Even if you understand and even agree with this Board Work Guide, you can still approve the budget. Policy Governance® is built on the concept of having our actions follow our values. There are actions we take because we have a logic in which we believe. There are also actions we take just because we believe, there is no real logic. A belief is also a value and is probably the only real justifiable reason to approve the budget: “because we believe we are suppose to.”
Establishing Two Board Dialogues

The Two Dialogues

In the traditional Board approach, there is one dialogue: between the Board and the Executive. For definitional purposes, a dialogue is an ongoing discussion in which a group participates. It is more than a conversation; it is more properly thought of as the forum in which a series of conversations functions. This traditional dialogue is a Board Member-to-Executive one. The conversation is directed at the Executive from one or a few Board members. It often has a question and answer format.

This Policy Governance® tactic seeks to establish an additional dialogue, a Whole Board Dialogue. This dialogue works in concert with the Board Member-to-Executive. The two dialogues allow the board to better manage their meetings and the way that they address questions and issues that are raised. The Executive’s role is clarified with this separation. In one forum the Executive is providing information to questions and concerns. In the second forum the Executive is a participant, not the center of the discussion. This allows the Board to function as a group rather than as individuals, with the Executive fulfilling the appropriate role.
Managing the Two Dialogues

The strategy is to move items that hold importance for the Board from the Board Member-to-Executive Dialogue to the Whole Board Dialogue. The first step is to separate the two dialogues on the agenda. The Whole Board Dialogue is a somewhat flexible agenda, with pre-selected items and ad hoc items coming from the Board Member-to-Executive discussion. When a concern, value, or Board issue is identified in the Board Member-to-Executive Dialogue, the Chair or Board Member may ask to add the item to the Whole Board Dialogue. Moving items is especially important when the Board Member or Board starts to solve the problem. If left in the Board Member-to-Executive dialogue, it is likely that the solution will be more specific than necessary. The separation and intentional movement from one dialogue to another, allows the Board as a whole to stay in control of the discussion rather than individual members.

An Example:

Board Member: What is the return that we are getting on our invested funds?

Executive: It is more than we expected, given the current economy.

Board Member: Yes. ..., but what is the return?

Executive: It is around 7%.

Board Member: Couldn’t we do better with a different type of fund?

Executive: Probably, but at a higher risk.

Chair to the Board Member: Are you concerned with the return that we are getting? Do you think it isn’t enough?
Board Member: In a way, but really I'm concerned that we didn't look at all the alternatives.

Chair to Board Member: So it isn't the return as much as the process that was used to select the investment fund?

Board Member: Yes. That's my concern.

Chair to the full Board: Do you want to add "Process for the selection of investment funds" as an item for our Whole Board Discussion?

**When is it time to move something to the Whole Board Dialogue?**

Although there are no hard and fast rules, there are some general guidelines for assessing when something needs to be considered for the Whole Board Dialogue.

- Value or ethical concerns
- Suggestions for actions by the Executive or the Organization
- A lengthy period of time spent on one topic
- Above average intensity of discussion
- High speed of exchange
- Neither informational nor monitoring
- Critiquing without limitations
Having two dialogues doesn’t mean that Board Members shouldn’t have the right to question the Executive. However, there is point at which the whole Board needs to guide the interchange rather than one member. The Whole Board Dialogue moves the interchange from one person to the whole Board.