

Trustee Board Manual

This document provides information about the Trustee Board members, positions and Responsibilities of ****. This document can be used as a starting point to restructure the leadership of **** to clearly define the responsibilities of the trustee board members.

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1. Trustee Board members

The trustee board consisted of 12 members (February 2010). Some of these members, listed below, had redundant roles or poorly defined responsibilities.

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Invited members:

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The trustee board as a whole:

- Takes decisions of the organization.
- Fights for the right of children
- Approve any single expenditure incurred in the current term greater than XX rupees
- Collects donations but is not compulsory
- Will meet on a regular schedule as determined by its members.
- The trustee board will fulfill a number of roles as a group. For these, a simple majority vote will be required for yes/no issues.

2. Trustee board positions, roles and responsibilities (policy development)

Trustee Board positions

President
Vice President
Honorary General Secretary
Honorary Secretary/Fundraising
Honorary Treasurer
Parents/friends
Advisors/experts.
Invited members

Trustee Board Roles and Responsibilities:

The board as a whole has the authority and responsibility to approve institutional policies.

The administration implements these policies, procedures, and rules.

So in general, the board sets policy and the administrative staff implements policy.

A trustee focuses on broad institutional policies and leave operating administrative procedures to the school's head. A trustee makes sure that broad-generated policies further the school's mission and lessen risks to the school and its community through appropriate governance oversight and assessment. A trustee is ultimate custodian of the school's well-being and its future, and has a role in shaping, approving, and monitoring policies as a tool to achieve this end. One of the tools a board needs to perform effectively is a strategic plan derived from the mission of and vision for the organization. A trustee may or may not participate directly in the planning process, but will approve an amended mission statement or affirm the current one. A trustee may also approve a vision statement and a list of values or value statements that undergird all school decisions making. A trustee will approve the strategic institutional goals of the plan. In short, as a member of the board, a trustee makes plans for the future of the organization.

Policy development

1. Typical broad policies developed by the board:

- Mission statement;
- Code of conduct/conflict of interest;
- Bylaws;
- Other governance policies/procedures (if not in bylaws):
 - Involvement and support of development efforts
 - Board and committee meeting attendance
 - Board and committee participation, etc.
- Investment guidelines;
- Annual budget; and
- Board self-evaluation.

2. Typical policies and procedures developed by the board and principal together:

- Authorization, or delegation of authority, by board to head;
- Crisis plans;
- Financial procedures (checks and balances, investment management, currency issues, etc.);
- Admissions and enrollment (linked to mission and budget):
 - Numbers;
 - Types of students;
 - Admissions priorities (siblings, legacies, English proficiency requirements, etc.).
- Employment terms:
 - Compensation philosophy, strategies, and goals;
 - Salary ranges (the head determines placement on board-approved salary schedules);
 - Course load for faculty.
- Sexual harassment;

- Safety and security of the school (people and property);
- Buildings and grounds:
 - Use by outside groups;
 - Campus master plan.
- Evaluation of the principal by the board;
- HIV/AIDS policy pertaining to staff and students; and
- Policy on sanctions for use of controlled substances, covering both functions under school responsibility and those that are not.

3. Typical procedures developed by the principal and administrator (Resource Manager):

- Application and admission processes, including grade placement;
- Administrative staffing:
 - Staff organizational table;
 - Job descriptions;
 - Performance assessment.
- Faculty:
 - Hiring
 - Academic structure
 - Performance assessment for faculty and staff management
- Students:
 - Code of conduct;
 - Procedures to ensure adherence to code;
 - Evaluation and grading system
- Program:
 - Curriculum development;
 - Extracurricular, including sports
- Systems:
 - Administrative procedures, especially pertaining to school security and safety.
 - Information systems.

3.

Job Description PRESIDENT Trustee Board

Position:

PRESIDENT (CHAIR)

The president serves as the central organizer, spokesperson, and planner for the group's activities. As such, the president is ultimately responsible for all the activities undertaken by the group organization. The position is a large responsibility but it is not without significant rewards. This commitment will bring with it the satisfaction of playing a part in all of the group's educational and service projects.

Authority/responsibility:

The Board of Directors is the legal authority for the organization.

As a member of the Board, a Director acts in a position of trust for the community and is responsible for the effective governance of the organization. The President is also responsible and accountable to the membership.

The president serves as the central organizer, spokesperson and planner for the organization.

Qualifications/skills:

Completed two years of Board membership term and have an understanding of organizational procedures.

Term:

The President serves for at least a two-year term.

Requirements:

- Commitment to the work of the organization
- Knowledge and skills in one or more areas of Board governance: policy, finance, programs, and/or personnel
- Attendance at monthly Board meetings
- Attendance at Annual General Meeting
- Be informed of the services provided by the organization and publicly support them
- Prepare for and participate in the discussions and the deliberations of the Board
- To foster a positive working relationship with other Board members, and the school staff
- Be aware and abstain from any conflict of interest
- A time commitment of 5-8 hours a week (includes board preparation, meeting, committee and meeting time) or fewer over the course of the school year. Because the chair's responsibilities do not take a vacation, the chair will probably have to devote some time to these issues during the summer months as well.

Specific Functions and Responsibilities of a President (Chair):

The board chair or President (job description (a starting point):

1. Works in partnership with the resource manager / principal to achieve the organisation's mission and presents a united front to the world at large.
2. Manages the board and coordinates its work in collaboration with the executive committee (=board officers and principal)
3. Develops board and executive committee agendas in collaboration with the resource manager / principal.
4. Presides at board and executive committee meetings.
5. Appoints trustees, with the approval of the executive committee.
6. Assumes major responsibility for evaluating the resource manager / principal.

7. Represents the board at internal and external events
8. Acts as counselor and disciplinarian of individual trustees and the board collectively.
9. Acts as the chief cheerleader for the school and its students.

Responsibilities of the President (Chair) in Relation to the Board:

- The chair takes lead in areas of board leadership and management. As a team, the chair and the resource manager / principal model a leadership partnership in action. The resource manager / principal, serving as equivalent of CEO, who takes lead in curriculum, school operations, etc.
- The chair speaks for the board unless the task is delegated to someone else for a specific purpose. The wise chair lets the resource manager / principal speak on behalf of school on most occasions.
- The chair, along with representing the rest of the trustees, is the school's ultimate authority.
- The chair serves as leader and manager of the board and ensures that:
 - Board does not overstep its limits (does not micromanage)
 - Agendas for board and executive committee meetings are developed in consultation with resource manager / principal and sent out in advance of meetings
 - Proper research is done on all issues
 - Issues are researched as appropriate and considered in a thoughtful manner.
 - All discussions are open, purposeful, and on point.
 - Ample time is allocated for discussion.
- The chair ensures that the annual board self-assessment and the evaluation of the chair, resource manager and principal take place.
- The chair should communicate the results of the resource manager's / principal's evaluation in general terms to the full board in executive session when the resource manager / principal and everyone who is not a voting member of the board are excused. This is an opportunity for the chair to reflect on the resource manager's / principal's strengths and weaknesses and to indicate priorities for the coming year. The gathered information should be shared with the resource manager / principal for a more overall evaluation.
- The chair participates in the process of trustee selection and ensures that the principal also has an opportunity to participate and to review potential candidates and officers.
- The chair ensures that incoming trustees are welcomed and provided with an appropriate orientation to the board and its operational procedures.
- The chair organizes the board and the executive committee to ensure maximum effectiveness and efficiency.
- The chair, with the treasurer, provides formal oversight and direction to the management of the school's finances, resources, management, and business operations.
- When giving up leadership of the board, the chair involves his/her successor in ensuring a smooth transition.
- The chair accepts responsibility as disciplinarian of the board when necessary and is willing to help counsel unproductive, disruptive, and counterproductive trustees off the board.
- The chair is willing to put in time it takes to do all of these things.

Responsibilities of the President (Chair) to the resource manager / principal:

- The chair is a ready and willing listener to resource manager's / principal's concerns as they emerge; a private confidante, adviser, and critic when necessary.
- Chair is resource manager's / principal's No. 1 public advocate.

Responsibilities shared by the President (Chair) and the resource manager / principal:

- They are responsible for articulating the school's mission and vision to the school community.

- They are responsible for generating, implementing, and updating, as needed, the school's strategic plan.
- Working with the treasurer, they oversee resource allocation.
- They, while recognizing that their respective responsibilities overlap, strive – through frequent, open, and honest communication – to respect each other's roles and to work as a team, complementing each other.
- Together, they represent a common position on all issues to the board, school, and the wider school community. They share responsibility for creating and promoting a positive image of the school.
- They support all staff members, bringing with them a breadth understanding about the school in its many parts: its mission and vision, its resources, and the various challenges it faces.

4. **Job Description PRINCIPAL Invited member Trustee Board**

Position:
PRINCIPAL

Authority/responsibility:

The responsibility for the overall management and administration of the school rests with the Principal working through and with the Trustee Board. The principal is in charge of the internal day-to-day operation and management of the school.

- The Principal is the professional, institutional, and educational leader of the school and he/she is authorized to oversee all administration.
- The Principal has complete authority for school, staff, and student selection, evaluation, and dismissal, in line with board policy.
- The Principal is responsible, **along with the resource manager** and the treasurer of the board, for developing and monitoring the school's resources.
- The Principal has ultimate accountability and responsibility for the development of the school's programs (both curricular and extracurricular).

Qualifications/skills:

Term:

The Principal serves for at least a two-year term.

Requirements:

- Commitment to the work of the organization
- Knowledge and skills in one or more areas of Board governance: policy, finance, programs, and/or personnel
- Attendance at monthly Board meetings
- Attendance at Annual General Meeting
- Be informed of the services provided by the organization and publicly support them
- Prepare for and participate in the discussions and the deliberations of the Board
- To foster a positive working relationship with other Board members, and the school staff
- Be aware and abstain from any conflict of interest
- A time commitment of 5-8 hours a week (includes board preparation, meeting, committee and meeting time) or fewer over the course of the school year. Because the chair's responsibilities do not take a vacation, the chair will probably have to devote some time to these issues during the summer months as well.

Specific Functions and Responsibilities of a Principal:

- Formulating the mission, vision, aims of the school together with the trustee board;
- Working together with the resource manager, if any, implementing the board policies.
- Working with the staff and manage the implementation of the policy, including the detail of organizing, assessing, reviewing, appraising and resourcing such activities;
- Participating in the selection and appointment of staff;
- Deploying and managing all teaching and non-teaching staff and allocating duties to them;
- Determining, organizing and implementing an appropriate curriculum;
- Reviewing the work and the organization of the school;
- Evaluating standards of teaching and learning;
- Supervising and participating in arrangements for the appraisal of the teachers;
- Ensuring that all staff have access to advice and training appropriate to their needs;

- Ensuring that newly-qualified teachers and those returning to teaching have access to adequate support;
- Allocating, controlling and accounting for those financial and material resources of the school which are under the control of the principal (note: this will be mainly the responsibility of the resource manager, if any).

Responsibilities of the Principal in Relation to the Board/Chair:

- The Principal works with board and staff to implement board policies.
- The Principal is responsible for keeping the chair updated on school operations and critical issues through regular formal reports, frequent conversations, and in a number of informal ways.
- Arrange that each board member visit the school for a couple of hours ones a year.

Responsibilities shared by the Principal, president (chair) and resource manager:

- They are responsible for articulating the school's mission and vision to the school community.
- They are responsible for generating, implementing, and updating, as needed, the school's strategic plan.
- Working with the treasurer, they oversee resource allocation.
- They, while recognizing that their respective responsibilities overlap, strive – through frequent, open, and honest communication – to respect each other's roles and to work as a team, complementing each other.
- Together, they represent a common position on all issues to the board, school, and the wider school community. They share responsibility for creating and promoting a positive image of the school.
- They support all staff members, bringing with them a breadth understanding about the school in its many parts: its mission and vision, its resources, and the various challenges it faces.

Compensation for the head:

- Compensation should include cash salary.
- The provision of financial support and release time for professional development (conferences, advanced degrees, service as a leader in professional associations, presenting to outside groups, etc.) is very important part of the head's compensation. Access to executive coaching can be a wonderful benefit.

Compensation review:

- The board, having expended great energy on the search and wishing to retain a person in whom the school has placed great hope and faith, attends to the head's needs by conducting an annual compensation review. This review is the responsibility of a small group of trustees, usually the board chair and the treasurer.
- To make certain the compensation they offer is competitive in their market, the members of the review group avail themselves of relevant research (head compensation measured against school's other staff and growth over time).

Evaluation:

- Working collaboratively with the head, the board sets annual goals for both the head and the board. The annual evaluations covers three broad areas:
 - The head of school
 - The board itself; and
 - The board leadership, especially the chair

Evaluations are based on a small number of mutually agreed-upon goals set in advance of the school year and measured some months later. Of course there are some gray areas or overlap between board goals and the goals for the head, thus the language and responsibility for implementation of activities should be precise and understood. The evaluation process should be concluded before setting new goals for the coming year. Because the head serves as the employee of the board, the board alone should conduct head's evaluation.

The evaluation process must be based on mutually established goals and a mutually established process known and made clear in advance to all parties.

The board chair should communicate the results of the head's evaluation in general terms to the full board in executive session when the head and everyone who is not a voting member of the board are excused. This is an opportunity for the chair to reflect on the head's strengths and weaknesses and to indicate priorities for the coming year. The gathered information should be shared with the head for a more overall evaluation.

Differences between the trustees/boardmembers and the principal are sometimes unclear. Any such difficulty is best resolved at school-level, based on an understanding that governors must seek to govern, that is to establish broad policy and to monitor its implementation. Head teachers working with their staff must manage the implementation of the policy, including the detail of organizing, assessing, reviewing, appraising and resourcing such activities. If this division of responsibility is to be successful each party must understand the role of the other and be willing to collaborate and cooperate. For this to happen, schools must establish a sound management framework.

The role/duties of the special education teacher at the same time define the management role of the **resource manager** who shall:

Play a major role in collaboration with the principal in:

1. Formulating the aims and objectives of the school;
2. Establishing the policies through which they shall be achieved;
3. Managing staff and resources to that end; and;
4. Monitoring progress towards their achievement.

5.

**Job Description TREASURER
Trustee Board**

Position:

TREASURER

Authority/responsibility:

The Board of Directors is the legal authority for the organization.

As a member of the Board, a Treasurer acts in a position of trust for the community and is responsible for the financial issues of the organization.

The Treasurer is also responsible and accountable to the membership.

The treasurer interprets the organizational's financial information to the board, bring up financial issues for board consideration, chairs the finance committee if any, facilitates the development of policies and the budget, and leads its monitoring of budgeted income and expenses.

Qualifications/skills:

Term:

The Treasurer serves for a two-year term.

Reports To:

Board and Chartered Accountant

Requirements:

- Commitment to the work of the organization.
- Knowledge and skills in finances.
- Attendance at monthly Board meetings
- A time commitment of 5-8 hours per month, (includes Board preparation, meeting, committee and meeting time)
- Attendance at Annual General Meeting
- Be informed of the services provided by the organization and publicly support them
- Prepare for and participate in the discussions and the deliberations of the Board
- To foster a positive working relationship with other Board members, and the school staff
- Be aware and abstain from any conflict of interest

Specific Functions and Responsibilities of a Treasurer:

1. Member of the (Executive) Board, and if there is one also of the Finance Committee.
2. Manages finances of the organisation
 - Collect all monies due to the Society
 - Have charge and custody of and be responsible for all funds, securities, receipts, and disbursements of the Society except those securities which are specifically vested in the Trustees.
 - Deposit all monies in such bank or banks as shall be selected or approved by the Trustee Board.
 - Receive and give receipts for payments made to the Society and shall take and preserve proper receipts for all monies disburse by it.
 - Perform all such duties as are incidental to the office of the Honorary Treasure or may from time to time be assigned to them by the Trustee Board or as may be prescribed by any law or by these Rules and Regulations.

3. Render a full statement of the financial condition of the organisation
 - Develop/update the long-term financial plan
 - Prepare the annual operating budget
 - Prepare the capital budget
 - Monitor the implementation of budgeted income and expenses.
 - Monitor investment of the school's endowment.
 - Oversee the well-being of all physical assets
4. Administrates fiscal matters of the organisation
5. Interprets and brings up the financial issues for board consideration.
 - Make periodic reports to the board on the school's financial status
 - Educate the board on nonprofit (NGO) financial reporting and trends affecting the school's finances.
6. Provides annual budget to the board for members' approval.
7. Ensures/facilitates the development and board review of financial policies, procedures and the budget.
 - Develops and recommend the board for its approval policies that delineate how the school will invest its financial resources and what amount the school will use in its yearly operating budget; monitors the investment portfolio's return, including setting investment objectives and meeting with the professional adviser; and periodically reports to the board on the endowment's performance. The Honorary treasurer can oversee the investments.
8. Support and advice the (junior) accountant of the organization.

Additional:

1. The Treasurer or the President must sign for all withdrawals from the chapter bank accounts. Executive Board approval is required for all nonrecurring expenditures (xx rupees).
2. A quicken data file register system has been established to allow identification of all Chapter monies. The Treasurer shall record all income and expenditures promptly.

6.

**Job Description VICE-PRESIDENT
Trustee Board**

Position:

VICE PRESIDENT (VICE CHAIR)

Authority/responsibility:

- Presides over trustee board and executive committee meetings in the absence of the chair.
- Develop/maintain/monitor strategic plan (Vision, Mission, Long-term and short-term goals).
- Represents the school at internal and external events in absence of the chair.
- Assumes other responsibilities as assigned by the chair, including chairing a committee of task force.
- Coordinates the work to free the chair to focus on leading the whole board, fundraising, and working with the resource manager / principal.
- Supports the Secretary with reviewing/updating the marketing of the organization.

7.

**Job Description GENERAL SECRETARY
Trustee Board**

Position:

GENERAL SECRETARY

Authority/responsibility:

The General Secretary shall be generally responsible for general administration of the work of the Society and rendering advice and guidance about Human Resources, Recruitment, Staff, Professional Development and Legal work of the Society. On specific authorization by the Trustee Board, by way of a resolution passed in the valid meeting, representing the Society personally or authorize legal and other experts as deemed necessary to represent on behalf of the Society before Government and other authorities. The General Secretary is responsible for the minutes of board meetings and executive sessions.

Qualifications/skills:

Term:

The General Secretary serves at least for a two-year term.

Requirements:

- Commitment to the work of the organization.
- Attendance at monthly Board meetings
- Attendance at Annual General Meeting
- A time commitment of 5-8 hours per month, (includes Board preparation and meeting time)
- Knowledge and skills in writing.
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
- Be informed of the services provided by the organization and publicly support them
- To foster a positive working relationship with other Board members, and the school staff
- Be aware and abstain from any conflict of interest

Specific Functions and Responsibilities of a General Secretary:

1. Is a member of the Board
2. Works in cooperation with the resource manager / principal to develop broad staff policies, such as benefits, salary ranges, and the requirements for school and staff evaluation.
3. The General Secretary recommends to the board, through the budget process, salary pool increases. However, it does not get involved in implementing the policies, such as setting individual salaries.
4. In many jurisdictions, the general secretary must sign legal documents in compliance with local statutes.
5. The General Secretary maintains records of the board and ensures effective management of organization's records.
6. Manages minutes of trustee board meetings and executive sessions
7. Ensures minutes are distributed to members shortly after each meeting

8.

**Job Description SECRETARY
Trustee Board**

Position:

SECRETARY

Authority/responsibility:

The secretary is responsible for taking the actual minutes of Trustee Board meetings and executive sessions (if any). The Secretary shall be generally responsible for fundraising admission and marketing of the work of the organization and rendering advice and guidance about all legal work of the Society. On specific authorization by the Trustee Board, by way of a resolution passed in the valid meeting, representing the Society personally or authorize legal and other experts as deemed necessary to represent on behalf of the Society before Government and other authorities.

Qualifications/skills:

Term:

The Secretary serves at least for a two-year term.

Requirements:

- Commitment to the work of the organization.
- Attendance at monthly Board meetings
- Attendance at Annual General Meeting
- A time commitment of 5-8 hours per month, (includes Board preparation and meeting time)
- Knowledge and skills in writing.
- Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings
- Be informed of the services provided by the organization and publicly support them
- To foster a positive working relationship with other Board members, and the school
- Be aware and abstain from any conflict of interest

Specific functions and responsibilities:

1. Calls Trustee Board meetings and take minutes
 - Invite the Board members 15 days before to the Board meeting and inform them about what will be discussed (send a draft agenda). Ask the board members whether they have something to add/discuss. If so, put this on the agenda and sent a final agenda to everybody. At least the treasurer and resource manager / principal must use this opportunity to update the board and answer questions of the board. Ask/encourage them to prepare an update of 10 minutes.
 - The Secretary should examine previous minutes to see if there is any unfinished business and, if so, bring such business to the chair's attention for inclusion on the next meeting's agenda.
2. Coordinates the school's fundraising activities
 - Advise the board on the financial goals of the annual campaign and on any capital or endowment campaign
 - Reviews the case statement for all fund-raising appeals
 - Facilitates trustee and other volunteer involvement in fund- and friend-raising activities
 - Raises funds.
 - All trustees should be involved in fund development. Therefore, encourage trustees to raise funds.

- In addition, parents and ex-students should be involved in appropriate ways.
3. Coordinates the admission/marketing of the organisation
 - Review admission policies and standards
 - Review/update marketing material literature (assisted by the Vice President),
 - Review/update the calendar for school promotion,
 - Review/update strategy for creating awareness/ recruiting students and cultivating their families.

9. Executive Committee (President, Vice President, Secretary, Treasurer)

- This committee coordinates, with the board chair, the work of the board;
- Serves as a sounding board for the resource manager / principal;
- Acts in place of the board between board meetings in the manner prescribed by the bylaws and as expressly delegated by the board;
- Reports any actions to the board in a timely fashion.

It is not a super-board, it does not make policy. If the executive committee takes over the board's role, the board will become either passive and uninvolved or angry. Neither reaction leads to effective governance.

10. Additional trustee board roles

AUDIT TRUSTEE

- This trustee should be independent of the finance trustee because part of the audit function may include evaluating the finance trustee's oversight of the school's resources.
- The

BUILDING and GROUND (property) (BMC school, paying rent).-->

- This person develops the master plan for the school's buildings and grounds with the staff and outside consultants (if the school employs consultants) for board approval; monitors implementation of the plan; report to the board periodically on major plant and campus issues; and keeps the finance trustee informed of buildings and grounds needs.
- The trustee does not get involved in day-to-day activities

11. Sample agenda trustee board meeting

I. Call to Order – A welcome from the chair, who also shares the objectives of the meeting and reviews the agenda.

II. Consent Agenda* – A device to shorten meetings. The items on this agenda are passed by consent (without a vote, if there is no objection) or by formal vote. Single items can be taken off the agenda and considered separately, if even only one member wishes to do so. Typical items on this agenda are minutes, routine ratification, and board approval required by the bylaws, such as the approval of banking relations. As a matter of risk management, never put the treasurer's report in a consent agenda because the figures have not been audited and the board does not want to be held legally accountable for what could be inaccurate numbers.

III. Treasurer's Report* - An opportunity for trustees to ask questions on financial reports or bring items for action.

IV. Head's Report* - An opportunity for trustees to ask questions on the written report and for the resource manager / principal to share confidential items he or she did not want to put in writing. The resource manager / principal can also use this time to update trustees on broad educational issues and trends.

V. Committee/Tasks Force Reports* - These begin with committees and task forces, which have action items, and then allow time for questions on other reports. Remember that committees and task forces do not need to be on the agenda if they have neither sent out a report nor proposed action items.

VI. Issues Discussion/In-depth Board Education* - This agenda of the agenda should get 50 percent of the board's meeting time unless a committee or task force has major business to bring for a board decision during the report section above. Task forces can use this time to solicit input from trustees on the strategic issue they are examining. This is part of the agenda where the board can break into smaller groups or have interactive education, brainstorm sessions or training.

VII. Old (Unfinished Business) – Items that have been postponed from or not finished at previous meetings.

VIII. New Business – An opportunity for any trustee to bring up items that have not been placed on the agenda. However, it is not good practice for board members to bring up major issues at this time because there likely would not be time for a thorough discussion. Besides, most board members, and certainly the chair and resource manager / principal, do not like surprises!

IX. Evaluation of the Meeting – Can be a two-minute quick appraisal. The board answers two questions: "What went well?" and "What did not?".