

BACKGROUND TO EPSB BOARD GOVERNANCE MODEL

This report provides a summary of the background to the board's governance model and to the development of the *Board Role and Responsibilities Statement* and the *Principles of Operation Statement*. Both statements were developed based on the *School Act*, board governance theory and ASBA documents such as *Trustee Code of Ethics* and *Legal Role of the Board*. While the board's own statements address the same issues as the ASBA documents, the board's statements were intended to be supplemental to the ASBA documents. They were written from the perspective of the Edmonton Public School Board and reflect the culture of the district.

BACKGROUND

In 1994, through the board evaluation process, trustees identified a need for improving the effectiveness and efficiency of the board by addressing the issue of board governance. To begin, board governance theory was examined. Based on this review, the board developed and approved for the first time its own *Board Role and Responsibilities Statement* to articulate and provide direction for the board's work, as well as the *Principles of Board Operation* to assist the board in its group processes to accomplish its work. The board also redesigned the Board Committee structure to assist the board in carrying out its key roles and responsibilities, revised the policy on policy development and review; and refined processes for facilitating communications between the board and the administration, for example trustee requests for information.

The following summarizes the literature review under the general topics of principles for board relations among its members and principles for board relations with the administration. Material was reviewed from the ASBA, the CSBA, the American Association of School Administrators, the National School Boards Association, the existing Trustees' Manual, and the work of experts on the topic such as John Carver, Molly McGee, and Dr. Vernon Storey.

The Ideal -- - Principles for Board Relations Among Its Members

Boards are comprised of volunteers who act as "trustee" for various stakeholder groups. The word "trustee" implies trust and the stakeholders or communities of interest are more likely to grant trust if they believe that the trustees are concerned with important ends and not simply organizational maintenance. A board represents the interests of the external community, while the primary focus of an administration is the internal operations of the institution.

In John Carver's book *Boards that Make a Difference: A New Design for Leadership in Non-Profit and Public Organizations* he states:

The essence of any organization lies in what it believes, what it stands for, and what and how it values... An organization's works, rather than its words are the telling assessment of its beliefs. These values and perspectives form the bedrock on which the more mechanical and visible aspects of an organization are based. (Carver, page 25)

The board imparts the values of the external community and brings them to the table during policy deliberations. The board provides leadership in charting the course and setting overall direction for the organization.

All decisions rest on principles. Through policies, as statements of principle grounded in community values and perspectives, a board affects fundamental elements of the organization. For example, just as one does not try to control every behaviour of a child, but rather inculcate the basic “policies” of life so that the child can make appropriate decisions, the board brings the “values” of the community to its policies and deliberations, and the administration carries out the work of the organization in accordance with those policies.

“Board members, not staff, are morally trustees for the ownership and, consequently, must bear initial responsibility for the integrity of governance. Boards are responsible for their attendance, discipline, governance methods, development, agendas, and capability to envision the future...” (Carver, p. 134) In order to exercise responsibility and set about doing the business of the board it must first deal with the implications of being a group.

Only as a member of the corporate board may individual trustees make decisions affecting the school system. As Molly McGee euphemistically says in her book When Do We Talk About Kids under *Ten Commandments for school board members* “Number IV, Thou shalt act or give direction only when seated with the board at a school board meeting. Thou art only one board member, not the big cheese.” The board’s rules of order facilitate the board’s decision making process and help the board bring each trustee’s unique vision to the task at hand and arrive at a shared corporate view. A unanimous decision will not always be the best decision. “What counts is the commitment that each member will make to support the corporate decision.” (Storey, Guarding the Trust: Board Development and Self-Evaluation p. 26)

“A sound, codified board process can ameliorate jockeying for power, control of the group through negativism, and diversion of the board into unrelated topics.” (Carver p. 136) While the board chairman traditionally has specific responsibility with respect to board process, the existence of a chairman does not relieve other board members from their responsibility to contribute to the integrity of the process. It is far easier for a board chairman to maintain the process by referring to a codified process, than to try to personally invoke disciplinary measures. Discipline is maintained by the will of the board through the codified process for policy.

A board acts as a single organizational position and should officially behave as one. Board officers and committees of the board exist to help the board do its job and are official subdivisions of the board whole. Board committees do not help with the staff’s job. (Carver, p. 155) When board committees are assigned tasks that oversee or advise on management functions, who is in charge of these functions becomes less clear and the board’s ability to hold the CEO accountable is diminished. (Carver, p. 156)

Minutes are the official record of board action. “Detailed, narrative minutes (more than what the board has officially said) are unnecessary and detract from the board’s “one voice...” (Carver p. 155)

The Ideal - - Principles For Board Relations With The Administration

John Carver explains that the “only justifiable reason for organizational existence is the production of worthwhile results. Worthwhile results always relate to the satisfaction of human need. Whose needs, and what constitutes” satisfaction” are the unending, subjective quandaries confronting a board.” The greatest threat to board leadership of an organization is the seductiveness of organizational events and issues. The importance of structure and method tend to override the focus on results. The board must exercise discipline to avoid preoccupation with internal administrative matters.

The board’s focus as part of a public institution should be on the larger context by relaying the values of their external constituents into the organization’s policies and practices. “To the extent a board fails to consider its results from a context external to the organization, it narrows the vision of which it is capable.” (Carver, page 56)

The distinction between ends or results and the means used to achieve them is often confused. Carver describes a number of “counterfeit results” such as services and activities, the streamlined and efficient organizational structure, and high-technology tools; none of which is the reason an organization exists.

People with good intentions can become so engrossed in activity that they lose sight of its purpose. Services that are offered are not ends in themselves but a means to an end. It is a board’s role to keep the intended results or ends at the fore front of its decision making.

The concept of ends and results is very simple, however, for most boards the seductiveness of the complexity of staff operations is hard to resist. This is not to say that a board should relinquish all control over its organization’s operations. A board is accountable for all organizational activity and must have control over the complexity and details of staff operations and at the same time it must be free from operational matters in order to do its own job within the confines of the time available to a part-time body.

A board may have more than one interest in staff practices. A board may be interested in staff practices or means to determine their effectiveness. However, their effectiveness can be measured by examining the extent to which they achieve the ends not by examining the means themselves. A board may also want to ensure that staff practices are carried out in an “approvable manner”. The difficulty a board faces is how it will determine what is approvable. Different board members may question different items usually based on idiosyncratic criteria or from the perspective of “would I do it this way?” If an approval is made in this way, the CEO has number of part-time chief executives to deal with and the real CEO may manipulate documents to please various board member interests. Ends suffer a loss of primacy if staff’s selection of means is less true to its own judgment. (Carver p. 86).

A board’s challenge is to determine where the organization is going and to be reasonably certain that the organization’s actions and means to achieve those ends are ethical and prudent. The phrase “the ends justifies the means” is not totally true otherwise all effective administrative action would be approvable. Some means are not justifiable no matter how efficient. “Focusing on which means are not approvable, rather than on those that are, simplifies the (board’s) task.” (Carver 88) Telling a subordinate how to do a job eliminates other options, while telling the subordinate how not to do the job leaves open all other possible methods. Essentially, the

policies limiting executive action are the standards or principles for board and executive relations and a basis on which to build trust. The CEO determines the organizational structure and assigns tasks to staff based on the direction and framework for executive action established by the board.

Accountability is best when delegation is traceable and should be through a single channel. If the “boss” is the board speaking as one, the CEO must answer to that one voice only. If the board as the “boss” wants to hold the CEO accountable for the operation of the organization, then the board should delegate directly to the CEO and not to other members of the administration, i.e. the Treasurer.

A “policy making” board is influenced not only by external factors but by internal factors within the organization. The board must convey the “external values” not only through policy and decisions made at public board meetings but also in its interface with the chief executive officer and the administration. The chief executive officer and administration must convey the internal perspectives that are relevant to the issue under consideration. Boards discuss issues in depth and use the CEO as a source of information and advice. Dr. Vernon Storey, author of *Guarding the Trust: Board Development & Self-Evaluation*, refers to the interface with the administration as the “zone of dialogue” where the governance sphere of responsibility intersects with the administrative sphere of responsibility. The outcome of the intersection is that the governance sphere produces policy and the administrative sphere puts policy into action.

Board work, if it is truly ends-focused, is ongoing. Issues must be revisited and policy must be developed with consideration for relevant information. In the “zone of dialogue”, there is “formative, in-process feedback” from staff to board and back again. (Storey p. 24) The means of facilitating the flow of information to and from a board should be just that to and from the board.

Boards prescribe the results from a long-term perspective--identifying the “somewhere” that the organization should be heading--by standing outside the planning process itself and establishing the reason for planning. Carver states that “Boards can make an invaluable contribution to planning; however, except for planning the improvement of governance itself, the board should not do the actual long-range planning”. The process of planning is the executive’s tools to bring about the mission. The board’s role in long-range planning is the exploration of vision and the constant renewal of the organization. (Carver, p. 75)

EPSB BOARD ROLE AND RESPONSIBILITIES STATEMENT

In order for the board to be effective, there must be agreement on what it is the board should be effective in doing. The board had adopted the ASBA documents on roles and code of ethics as references for trustees. Several board documents referred to the district’s objectives, for example the District Priorities, the Foundation Statement and the Mission Statement, however none specifically spoke to the board’s role and responsibility within the education governance structure. The administration had role and responsibility statements for the superintendent and for principals and in that context, the board believed it was important for the board to have its own role and responsibility statement to articulate the governance structure more clearly, i.e. the hierarchy of the board, then the superintendent, and then principals and other staff. As well the board believed that a role and responsibility statement would provide a focus for the board’s own work.

The Board's *Role and Responsibilities* statement is based on the following assumptions as outlined in the March 21, 1995 Conference Committee report:

- The board is comprised of elected individuals who act as “trustees” for public school supporters.
- The board acts as a single corporate body and only the board may make decisions affecting the school system.
- The board provides leadership and sets overall direction for the district through its policies and priorities.
- The board is accountable for all organizational activity and exerts control over the complexity and details of staff operations by monitoring the extent to which the direction, policies and priorities it has set have been met.
- The board's work is ongoing – issues must be revisited and policy must be developed with consideration for relevant information from internal and external sources.

EPSB PRINCIPLES OF BOARD OPERATION

In order for the board to set about doing the business of the board, the board must deal with the implications of being a group and the board's role within the organization. In the board's 1994 self-evaluation, it had specifically identified a desire to address such issues as “leaks from conference”, “working together”, “mistrust – board versus personal political agendas”, “spending too much time on administrative issues”, “better communication...” Rules of decorum and protocol for board operations facilitate board business. The intent in developing a statement of principles of operation was to facilitate the board in fulfilling its role and responsibilities as a corporate body.

The statement of principles was developed based on the following assumptions as outlined in the January 31, 1995 and March 31, 2005 Conference Committee reports:

- Only the board can be responsible for its attendance, discipline, governance methods, board development and agendas.
- Decisions affecting the school system may only be made at public board meetings by the board.
- Decisions of the corporate board are respected by the corporate board.
- The board chair has specific responsibility with respect to board process and trustees are responsible to contribute to the integrity of the process.
- Trustees have a responsibility to act on behalf of their ward constituents and to act in the best interests of the district as a whole.

THE BOARD COMMITTEE STRUCTURE

According to the literature on board governance:

- Board committees exist to assist the board in fulfilling its responsibilities and are official subdivisions of the whole board.
- Subcommittee members and board representatives are responsible for reporting to and carrying out duties assigned to them by committees of the whole or the board.
- When board committees are assigned tasks that oversee or advise on management functions, who is in charge of these functions becomes less clear and the board's ability to hold the CEO accountable is diminished.

As outlined in the June 20, 1995 and August 29, 1994 Conference Committee reports, the board's committee structure was re-examined in relation to the board's role and responsibilities statement and designed to:

- Reflect the board's roles and responsibilities by:
 - Encouraging the board to focus on advocacy, communications with the public, policy development and planning,
 - Improving the district's efficiency by respecting the integrity and separateness of board functions and of administrative functions,
 - Focusing the board on district level policy setting and decision-making, and
 - Making more efficient use of trustees' time and talents.
- Promote a fair and reasonable distribution of authority and responsibility amongst trustees.
- Encourage communication, accountability, and co-operation between subcommittees, committees and the board by promoting "trusteeship" for specific board responsibilities.
- Support ongoing development of expertise among trustees.
- Provide sufficient flexibility within the committee and sub-committee mandates to allow the board to respond effectively and quickly to external and internal change.
- Provide a systematic and rational basis for the board's internal organization to enhance its effectiveness and efficiency.

The Planning and Policy Committee was established to assist the board in dealing with issues requiring policy development and or revisions. The Community Relations Committee was established to assist the board in identifying opportunities for liaison with stakeholders to inform the board's decision making and assist in advocating for public education and the furtherance of district priorities. District Priorities Committee, Evaluation of the Superintendent of Schools Committee, Budget and Results Review Committees were established to meet the board's

responsibilities as outlined in the Role and Responsibility statement. The Board Evaluation committee was charged with facilitating the board's own self-evaluation for continuous growth and improvement as a corporate body.

THE BOARD'S POLICY STATEMENTS

Policies are the purview of the board. According to the literature and board governance theory, policy is an expression of the values the trustees bring as representatives of stakeholders to a specific issue. Policies delineate the parameters for administrative action through the delegation of authority. Policies define the ends and results desired and are a measure of the effectiveness of the administration and the board in terms of the extent to which they have achieved those results. The means by which the administration achieves those ends is the responsibility of the superintendent of schools. However, a board may want to ensure that the means to achieve those ends are within certain criteria. John Carver goes so far as to say the board should place specific limits on executive authority which describe what is not "approvable" leaving open to the administration any remaining course of action to achieve the desired ends. Using the "Carver" model, board policies would be written in the negative prescribing what the board will not approve. A number of the metro board's follow the "Carver model" with a strict separation of board and administrative function through policy and executive limitation statements. Our board's definition of policy, as setting the parameters for administrative action and the desired ends, is in keeping with board governance theory. However, the board chose to continue to write its policies wherever possible in the affirmative in keeping with the district's culture of site based decision making, and in keeping with an educational institution which models and values personal responsibility.

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