

**GRAND RAPIDS  
CATHOLIC CENTRAL  
HIGH SCHOOL**

**Diocese of Grand Rapids, Michigan**

**Canonical Administrator  
with a Board of Directors  
Acting as a  
Board of Limited Jurisdiction**

**Board of Directors Notebook**

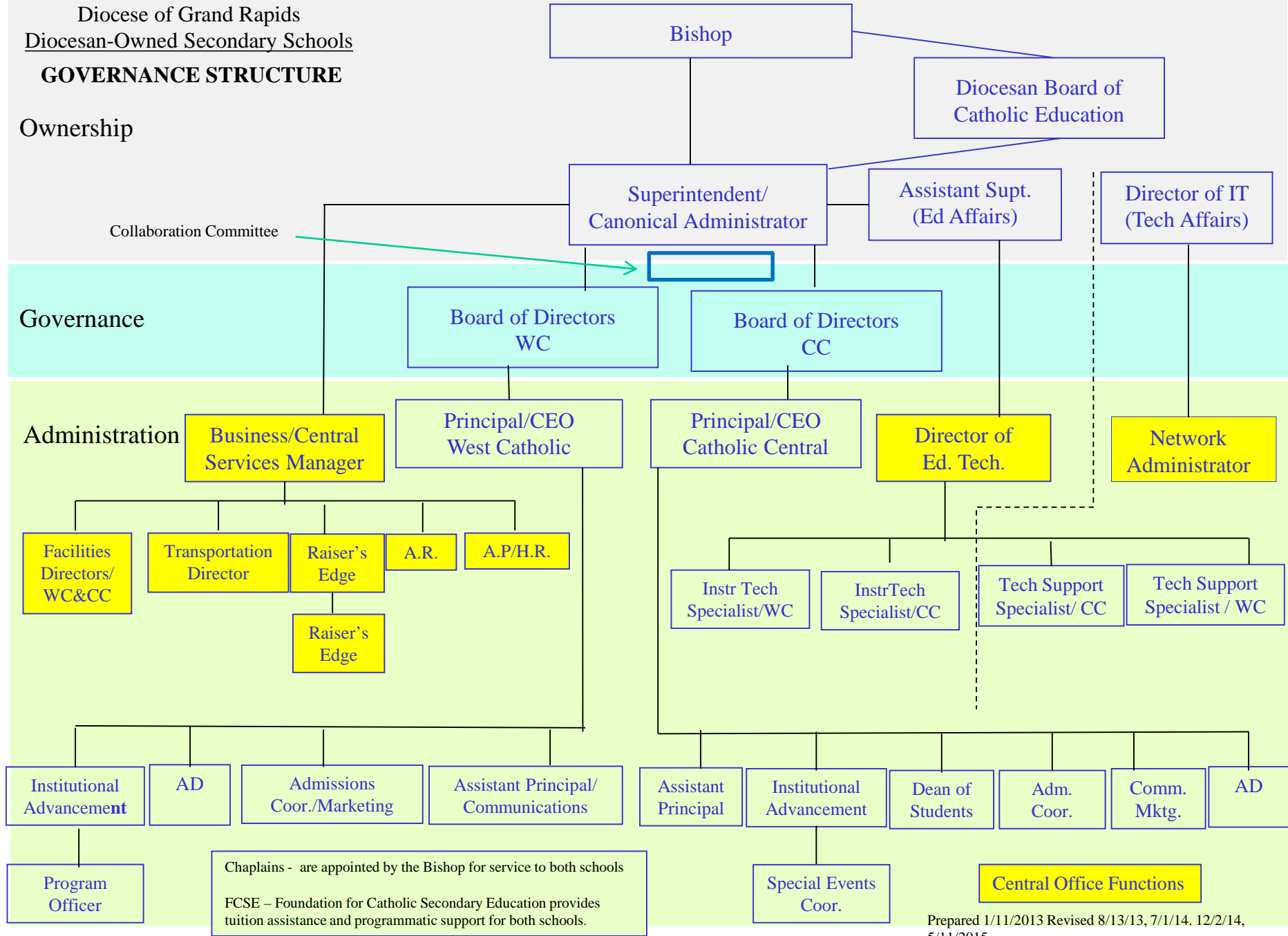
Model Approved 6/27/11  
Revised March 19, 2012  
Revised 1/26/15

Diocese of Grand Rapids  
 Diocesan-Owned Secondary Schools  
**GOVERNANCE STRUCTURE**

Ownership

Governance

Administration



**Diocese of Grand Rapids  
Grand Rapids, MI  
Diocesan-Owned Secondary Schools**

**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>BISHOP</b>
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Responsible for:

1. Approval of statutes of juridic person.  
(If a separate juridic person is established – see “Reflections on the Application on the New Code of Canon Law to the Governance of Catholic Educational Institutions” – Rev. James K. Mallett, 1985.)
2. Designation of the school as “Catholic” (Canon 803).
3. Appointment of Superintendent of Schools and oversight of the school through the Superintendent of Schools (Canon 806).

Canon 803:

1. A Catholic school is understood to be one which is under the control of competent ecclesiastical authority or of a public ecclesiastical juridical person, or one which in a written document is acknowledged as Catholic by the ecclesiastical authority.
2. Formation and education in a Catholic school must be based on the principles of Catholic doctrine, and the teachers must be outstanding in true doctrine and uprightness of life.
3. No school, even if it is Catholic, may bear the title, “Catholic school” except by the consent of the competent ecclesiastical authority.

Canon 806:

1. The Diocesan Bishop has the right to watch over and inspect the Catholic school situated in his territory, even those established or directed by members of religious institutes. He has also the right to issue directives concerning the general regulation of Catholic schools; these directives apply also to schools conducted by members of a religious institute, although they retain their autonomy in the internal management of their schools.
2. Those who are in charge of Catholic schools are to ensure, under the supervision of the local Ordinary, that the formation given in them is, in its academic standards, at least as outstanding as that in other schools in the area.

**Diocese of Grand Rapids  
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**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>SUPERINTENDENT OF SCHOOLS</b>
----------------------------------

Responsible for:

1. Promulgation of Diocesan policies, procedures, guidelines, regulations and Best Practices.
2. Liaison with the President and/or Chief Executive Officer to ensure compliance with Diocesan school policies, procedures, guidelines, regulations and Best Practices.
3. Diocesan advocacy for the schools.
4. Ensuring compliance with Canon 806 on behalf of the schools:
  - a. Diocesan direction, guidelines, policies, and procedures;
  - b. Academic year calendar;
  - c. Oversight of vertical alignment of curriculum;
  - d. Academic assessment instruments, policies, and procedures;
  - e. Standardized testing;
  - f. Administrator contracts;
  - g. Administrator evaluation policies, procedures, and forms;
  - h. Review and approval of guidance department profile to accompany transcripts;
  - i. Standard transcripts;
  - j. Report cards;
  - k. Protocols, policies, and procedures for parent satisfaction surveys;
  - l. Protocols, policies, and procedures for exit interviews;
  - m. Policies and procedures for textbook adoption and/or electronic instructional materials;
  - n. Professional development opportunities and programs for teachers and administrators.
5. Establishment of President evaluation policy, criteria and forms.
6. Establishment of Principal evaluation policy, criteria and forms.

**Diocese of Grand Rapids  
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**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

**BISHOP / CANONICAL ADMINISTRATOR / SUPERINTENDENT**

The Diocesan Bishop typically appoints a Superintendent of Schools to carry out responsibilities with regard to Catholic schools in the Diocese consistent with Canons 803 through 806. In the case of the Diocesan high schools, a Canonical Administrator is also appointed to carry out responsibilities similar to those of a pastor in a parish-owned school. Specific responsibilities of each are detailed below.

*Collectively responsible for:*

- Ensuring the adherence to Canons 803, 806, 1276, and 1279;
- Reserved powers which will be detailed in the statutes of the juridic person and/or the bylaws for the Board of Directors.

Reserved Powers:

	<u>CA</u>	<u>SS</u>	<u>Bishop/ CFO</u>
1. Approval of the philosophy and mission statements for the school.	*	*	*
2. Establishment of the Board of Directors as a Board of Limited Jurisdiction.	*	*	*
3. Appointment of Directors.	*	*	
4. Approval of the bylaws for the Board of Directors.	*	*	
5. Approval for all capital improvements, additions, structural changes.	*		*
6. Approval for all borrowings.	*		*
7. Approval and ratification of annual operating budgets.	*	*	*
8. Appointment of legal counsel and approval to initiate or defend litigation.	*	*	*
9. Approval of auditing counsel.	*	*	*
10. Oversight to ensure no alienation of Church property.	*	*	*
11. Appointment of the School Leader – Currently Principal/CEO in Consultation with the Board.	*	*	*

Note: The Bishop of the Diocese of Grand Rapids (Bishop) specifically reserves powers listed in Items #5, 6, 7, 8, 9, and 10 above to himself pursuant to existing Diocesan policy and procedures. The Superintendent of Schools, Diocesan Finance Officer, and General Counsel for the Diocese may be involved in carrying out these reserved powers. Directors are appointed by the canonical administrator based upon the board's recommendation.

**Diocese of Grand Rapids  
Grand Rapids, MI  
Diocesan-Owned Secondary Schools**

**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>BOARD OF DIRECTORS</b>
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Established as:

A Board of Limited Jurisdiction as defined in a *Primer on Educational Governance in the Catholic Church*<sup>1</sup>.

Consists of:

Thirteen (9) to twenty-one (17) Directors appointed by the Canonical Administrator with categorical membership as follows:

*(90% of Directors shall be practicing Catholics in good standing with the Church.)*

- I. Parents (no more than 40% of membership).
- II. Alumni/parents of alums.
- III. Leaders within the civic, business, and professional communities.
- IV. Partner school principals and area pastors.

*Responsible for:*

- 1. Strategic planning.
- 2. Formulation of local school policies, other than those held in reserved powers, to guide planning and administration in the areas of:
  - a. Academic affairs;
  - b. Student affairs;
  - c. Faith community affairs;
  - d. Business affairs;
  - e. Development affairs.

**All policies must be consistent with and not contradict Diocesan policies.**

- 3. Evaluation:
  - a. Of President or Principal(CEO) in conjunction with the Canonical Administrator according to the process identified by the Superintendent of Schools;
  - b. Of effectiveness of local school policies and plans;
  - c. Of effectiveness of Board operations;
  - d. Of mission effectiveness.

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<sup>1</sup> J. Steven O'Brien, Ed. *A Primer on Educational Governance in the Catholic Church*, Washington, D.C., NCEA, 1987, 2<sup>nd</sup> Edition 2009.

**Diocese of Grand Rapids  
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**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>BOARD OF DIRECTORS (continued)</b>
---------------------------------------

4. Oversight of financial operations.
5. Oversight of and participation in institutional advancement/development programs designed to attract human and financial resources.
6. Mission effectiveness.

Standing committees consist of:

- |                                                                                                                                                                                 |                                                                                                                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"><li>• Executive;</li><li>• Mission Effectiveness;</li><li>• Committee on Members;</li><li>• Policy and Planning;</li><li>• Finance;</li></ul> | <ul style="list-style-type: none"><li>• Buildings and Grounds;</li><li>• Development;</li><li>• Marketing;</li><li>• Communication;</li></ul> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|

**Diocese of Grand Rapids  
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Diocesan-Owned Secondary Schools**

**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>ADMINISTRATION</b>
-----------------------

**PRINCIPAL CEO  
(Chief Executive Officer)**

External Affairs:\*

- Faith Community (Mission Effectiveness)
- Business Affairs
- Development Affairs\*\*
- Board Relations
- Liaisons to:
  - Diocese
  - Parishes
  - Community

Internal Affairs:\*

- Faith Community Affairs
- Academic Affairs
- Student Affairs

\* Both External and Internal Affairs include personnel functions

\*\* Development includes enrollment management and marketing



**Diocese of Grand Rapids  
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**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>PRINCIPAL/CEO – External Affairs</b>
-----------------------------------------

Reporting Relationship:

1. Hired by the Canonical Administrator in consultation with the Board;
2. Reports to and is evaluated by the Canonical Administrator in conjunction with the Board based on the model prepared by the Superintendent of Schools.

Responsible for:

1. Faith Community (Mission Effectiveness):
  - a. Oversees the mission, charism, and Catholic identity of the school;
  - b. Articulates and promotes the mission, vision, and Catholic identity of the school to the school's publics (institutional advocacy).
2. Business Affairs:
  - a. Oversees budget and financial planning;
  - b. Oversees financial management;
  - c. Reviews financial reports;
  - d. Oversees all school personnel functions;\*
  - e. Oversees plant and facility operations.
3. Development Affairs/Institutional Advancement:
  - a. Leads a comprehensive program to market the school for image, enrollment, and resources;
  - b. Employs, supervises, evaluates, and retains the development administrator;\*
  - c. Participates in the cultivation of major donors and solicitation of major gifts for the school;
  - d. Oversees fund-raising programs including annual giving, special fund-raising events, planned giving, capital campaigns, endowment growth, etc.;
  - e. Oversees enrollment management activities to attract, admit, and retain students.

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**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>PRINCIPAL/CEO – External Affairs (Continued)</b>
-----------------------------------------------------

4. Board Relations:
  - a. Assists the Board in the ongoing assessment and development of the mission;
  - b. Works with Board to prepare, implement, and report progress on strategic long-range plans;
  - c. Implements Board formulated local school policy;
  - d. Serves as administrative officer to the Board;
  - e. Keeps Board informed of school activities, accomplishments, and challenges.
  
5. Liaisons:
  - a. Maintains good relations and communication with the Diocese through the Diocesan Superintendent of Schools or other representatives;
  - b. Maintains good relations and communication with partner or sponsor parishes/schools, pastors; principals, and staff;
  - c. Maintains good relations and communication with the larger Catholic and civic communities including the media, organizations, businesses, corporations, foundations, etc.
  
- \* Personnel Functions of the Principal/CEO:
  - a. Works with the Board in developing local school personnel policies;
  - b. Ensures fair and just local school personnel practices in keeping with the social teachings of the Catholic Church;
  - c. Employs, supervises, evaluates, and retains the development personnel, and other selected non-teaching staff;
  - d. Ensures annual performance evaluations are conducted for all school staff;
  - e. Signs all employee contracts, Memorandums of Understanding and work agreements.

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Diocesan-Owned Secondary Schools**

**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>PRINCIPAL/CEO – Internal Affairs</b>
-----------------------------------------

Responsible for:

1. Faith Community Affairs:
  - a. Ensures the integration of faith with the learning process as called for in the mission;
  - b. Ensures in that all religious, academic, and student affairs programs reflect the Catholic mission, charism, and identity of the school;
  - c. Employs, supervises evaluates and retains the Campus Minister;\*
  - d. Ensures implementation of a program of religious instruction as prescribed by the Diocese;
  - e. Ensures implementation of a spiritual life program for faculty and staff;
  - f. Ensures implementation of a comprehensive spiritual life program for students including:
    - i. Liturgies and para-liturgical services;
    - ii. Prayer life;
    - iii. Retreats;
    - iv. Service-learning programs;
    - v. Campus ministry activities;
    - vi. Good relations with partner parishes.

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**OWNERSHIP/GOVERNANCE/ADMINISTRATIVE MODEL - DESCRIPTORS**

<b>PRINCIPAL/COO – Internal Affairs (continued)</b>
-----------------------------------------------------

2. Academic Affairs:
  - a. Administers with staff the day-to-day operations of the school;
  - b. Employs, assigns, supervises, develops, evaluates, and retains professional administrators, chairpersons, teachers and support staff in close consultation with the Canonical Administrator;\*
  - c. Designs and implements with staff appropriate curriculum and teaching/learning processes (ensuring that the written curriculum is taught, tested, and evaluated);
  - d. Ensures that effective guidance and counseling programs are in place;
  - e. Ensures appropriate communication with and involvement of parents in the educational process;
  - f. Ensures the up-to-date educational technology is in place and integrated into curriculum and instruction.
  
3. Student Affairs:
  - a. Designs and implements with staff effective co-curricular and extracurricular activities;
  - b. Employs, supervises, evaluates, and retains the Athletic Director, activities administrator(s), and oversees the employment, supervision, training, evaluation, and retention of athletic coaches and activity moderators;\*
  - c. Ensures with staff implementation of policies concerning student discipline, decorum, health, and safety.
  
- \* Personnel Functions of the Principal:
  - a. Employs, supervises, evaluates, and retains professional administrative and teaching personnel and support personnel for faith community, academic, and student affairs in close consultation with the Canonical Administrator;
  - b. Submits all contracts, Memorandums of Understanding and work agreements to the Canonical Administrator for his/her signature.

## **CANONICAL ADMINISTRATOR ANNUAL RESPONSIBILITIES**

1. Review and approve foundational documents
  - a. Philosophy
  - b. Mission statement
  - c. Vision statement
  - d. Profile of the graduate at graduation
2. Review results of annual parent satisfaction surveys (required by Board of Directors)
3. Review results of exit interviews (required by Board of Directors)
4. Review guidance department reports
  - a. School profile
  - b. Report of graduate placements
  
5. Review status report for progress on strategic plan
6. Review long-range financial plan as updated
7. Review and approve annual operating budget
8. Review and approve audit report
9. Review and approve, in consultation with Board of Directors, the management opinion letter provided by auditor
10. Review and approve annual report
  
11. Review of Board of Directors' self-evaluation
12. Review schedule for Board of Directors in-service training/professional development
13. Review nominations and review Board membership against criteria as provided in bylaws
14. Review and update as necessary the ratification policy, procedure, and form
15. Review evaluation conducted by Canonical Administrator in conjunction with the Board of Directors for Principal/CEO
  
16. Review achievement test results
17. Review Accreditation report, materials, and action plans

## **CANONICAL ADMINISTRATOR PERIODIC RESPONSIBILITIES**

1. Review monthly enrollment management report
  - a. Historical trends
  - b. Current enrollment
  - c. Attrition rates
  - d. Enrollment projections
2. Review budget versus actual financial results – monthly or quarterly
  - a. Statement of activities
  - b. Statement of financial position
  - c. Statement of changes in cash balance
3. Review strategic plan updates/direction
4. Review minutes of the Board meetings

**DIOCESE OF GRAND RAPIDS, MICHIGAN**

**GRAND RAPIDS CATHOLIC SECONDARY SCHOOLS**

**CATHOLIC CENTRAL HIGH SCHOOL**

**BYLAWS – BOARD OF DIRECTORS**

Model Approved 6/27/2011  
Revised 3/19/2012  
Revised 12/22/2014

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## **INTRODUCTION**

The Grand Rapids Catholic Secondary Schools (“GRCSS”) operates two diocesan Catholic high schools, each with their own Board of Directors (the “Boards”), each operating as Boards of Limited Jurisdiction, and each having as their primary concern the ministry of Catholic secondary school education, including the spiritual, intellectual, physical, emotional, and social development of their students. The Boards, operating in conformity with the policies of the Diocese of Grand Rapids, Michigan (the “Diocese”), under the guidance of the Canonical Administrator and the Diocesan Superintendent of Schools (the “Superintendent”), shall concern themselves with local school planning and policy issues pertaining to the general excellence of Catholic education at Catholic Central High School and West Catholic High School (each hereafter, the “School”).

Working in close collaboration with its Principal/CEO, the Catholic Central Board, while seeking input from stakeholders as needed, shall formulate policies and plans that will enable Catholic Central to reach its agreed-upon goals. These goals are related to, but not limited to, the overall goals established by the Diocese and the Superintendent.

Notwithstanding the foregoing, the powers accorded to the respective Boards, as well as accorded and reserved to the Bishop, the Canonical Administrator and the Superintendent, are defined hereafter in Article II below.

### **ARTICLE I – BOARD NAME**

The name of the Catholic Central Board shall be the Grand Rapids Catholic Central High School Board of Directors, hereafter referred to as the “Board”.

### **ARTICLE II – BOARD PURPOSE AND FUNCTION**

#### Section 2.1 – Board Establishment

The Board is established by the Bishop as a Board of Limited Jurisdiction as defined in *A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH* (J. Steven O’Brien, Ed., Washington, D.C., NCEA, 1987, 2<sup>nd</sup> Edition 2009). Attached as Exhibit A, is an excerpt from this primer.

## Section 2.2 – Board Purpose

Subject to the reserved powers enumerated in Section 2.3, the Board shall be responsible to the Canonical Administrator for:

1. Strategic planning.
2. Formulation of policies, other than those held in the Section 2.3 reserved powers, to guide planning and administration in the areas of:
  - a) Mission and Vision development;
  - b) Development and monitoring of annual performance goals to advance Mission and Vision;
  - c) Programming and services;
  - d) Budgets and other financial matters;
  - e) Facilities use, expansion, maintenance and technology; and
  - f) Marketing, development, enrollment and communication.

**All policies must be consistent with and not contradict Diocesan policies.**

3. Evaluations of the:
  - a) Principal/CEO in conjunction with the Canonical Administrator;
  - b) Effectiveness of policies and plans;
  - c) Effectiveness of Board operations; and
  - d) Mission Effectiveness.
4. Oversight of financial operations:
  - a) Overseeing the business and financial matters of the School;
  - b) Preparing and approving a fiscally responsible and balanced budget for the School;
  - c) Monitor financial reports to ensure financial assets are expended in accordance with budget expectations;
  - d) Developing fiscally responsible policies around business and financial matters; and
  - e) Developing and monitoring a strategic plan that includes appropriately detailed financial projections.

The Board intentionally involves the Canonical Administrator, Superintendent and Bishop when business and financial operations, policies and plans require the reserved powers pursuant to those listed in Section 2.3.

5. Oversight of and participation in institutional advancement/development programs designed to attract human and financial resources.
6. Mission effectiveness.

## Section 2.3 – Reserved Powers

The Canonical Administrator (“CA”), appointed by the Bishop (“B”) as his representative, and the Superintendent (“S”) have the following reserved powers:

	<u>CA</u>	<u>S</u>	<u>B</u> <sup>1</sup>
1. Approval of the philosophy and Mission statement for the School	*	*	*
2. Establishment of the Board as one of Limited Jurisdiction	*	*	*
3. Approved of Board Directors based on the Board’s recommendation <sup>2</sup>	*	*	
4. Approval of the Bylaws for the Board	*	*	
5. Approval for all capital improvements, additions and structural changes	*		*
6. Approval for all borrowings	*		*
7. Approval and ratification of annual operating budgets	*	*	*
8. Appointment of legal counsel and approval to initiate or defend litigation	*	*	*
9. Appointment of auditing counsel	*	*	*
10. Oversight to ensure no alienation of Church property	*	*	*
11. Appointment of the School Leader – Currently Principal/CEO in consultation with the Board	*	*	*

<sup>1</sup> The Bishop specifically reserves powers listed in Items #5, 6, 7, 8, 9 and 10 to himself pursuant to existing Diocesan policy and procedures. In carrying out his responsibilities, the Bishop will involve advisors as he deems necessary.

<sup>2</sup> Board Directors are approved by the Canonical Administrator based upon the Board’s recommendation. The Superintendent’s role in the process is primarily concentrated in approval of the process for nomination as provided for in Article IV.

## **ARTICLE III – RELATIONSHIP WITH OTHER GROUPS**

### Section 3.1 – Diocese

Regular information from the Diocese concerning Diocesan policies impacting elementary and secondary education shall be provided by the Principal/CEO as in-service to the Board.

### Section 3.2 – Faculty

The relationship between the Board and the faculty shall be characterized by mutual support, good communication and cooperation. The School principal represents the faculty to the Board. From time to time, faculty or administrative team members may be invited to share information

with the Board on matters concerning the School. The Board shall have no role in hiring, evaluating, terminating or offering faculty employment arrangements.

### Section 3.3 – Parent Organizations

From time to time, representatives from the Parent Organizations may be invited to share information with the Board on matters concerning the School.

## **ARTICLE IV – MEMBERSHIP**

### Section 4.1 – Membership Defined

Board membership shall consist of a minimum of nine (9), but not more than seventeen (17) Directors appointed by the Canonical Administrator. It is the Board's clear objective to obtain its membership from each of the following categories:

1. Partner or supporting parish priests.
2. Parents of students currently enrolled in the School or in a partner school within the Diocese (ideally, no more than forty percent (40%) of membership).
3. Alumni or parents of alumni of the School.
4. Leaders within civic, academic, business and professional communities.
5. Partner school principals.

The Board will make all reasonable efforts to draw representation from each of the above categories, but recognizes that institutional demands and/or the availability of qualified candidates may not allow it to attain this goal each year.

A minimum of ninety percent (90%) of Board members shall be practicing Catholics in good standing with the Church.

The Principal/CEO shall serve as a non-voting, ex officio member of the Board.

### Section 4.2 – Nomination Process for Directors

The Executive Committee shall seek out and prepare a slate of prospective nominees for Director positions who have demonstrated the following criteria:

1. Interest in and commitment to Catholic education and a specific commitment to the mission and philosophy of the School.
2. Availability to attend meetings and periodic in-service programs and to participate in committee work.
3. Ability to maintain high levels of integrity and confidentiality.
4. Ability to exercise good judgment with respect to the School.

5. Capacity to give witness to Catholic and moral values within the community.
6. Willingness to participate in and provide leadership for resource development programs for the School. It is the expectation that all Directors will financially support the School to the best of their abilities.

The slate of recommended nominees shall be presented to the Board at the Annual Meeting (Section 6.3). Pursuant to the procedures outlined in Article VII, the recommendation of such nominees shall be presented to the Canonical Administrator for approval as Directors.

#### Section 4.3 – Exclusions Approved by Canonical Administrator

Employees of the School and their immediate families, other than those who serve in ex officio positions, may not serve as Directors. The term *immediate family* shall be defined as spouse, child, parent, brother, sister, or in-laws.

#### Section 4.4 – Appointment and Terms of Directors

Each Director shall serve for a three-year term. In order to provide for staggered terms, the initial Directors shall be divided into three groups of as nearly equal membership as possible with the term for one group of Directors expiring each year during a three-year period. Directors may be reappointed provided, however, that no Director shall serve more than two (2) terms consecutively regardless of whether any such term shall be less than three (3) years. Directors shall be eligible for reappointment after having not served on the Board for one (1) year.

The Canonical Administrator may appoint an ex officio Director at the sole discretion of the Canonical Administrator or the Bishop. Each ex officio Director shall serve only during the time contemplated by the designated position for which such individual was appointed to the Board.

#### Section 4.5 – Resignation and Removal of Directors

Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein.

Any Director may be removed by the Canonical Administrator, in consultation with the Chair, if it is deemed that removal is in the best interest of the School.

#### Section 4.6 – Vacancies

Any vacancy on the Board may be filled by the Canonical Administrator upon recommendation of the Executive Committee for the unexpired portion of the term in the same manner as provided for in the original appointment. Upon approval from the Canonical Administrator, such individual may then serve up to two (2) terms as described in Section 4.4.

#### Section 4.7 – Attendance

Any Director who shall be absent from a total of three (3) Board meetings in a year shall be deemed to have resigned as a Director unless reinstated with approval of the Canonical Administrator and as recommended by the Executive Committee.

### **ARTICLE V – OFFICERS**

#### Section 5.1 – Officers’ Titles/Positions

The officers of the Board shall be Chair, Vice Chair, Secretary, Finance Committee Chair (Treasurer), and Past Chair (together, the “Officers”). The Officers shall be elected annually by the Board, subject to ratification by the Canonical Administrator.

#### Section 5.2 – Election of Officers

The election of the Officers shall take place at the Annual Meeting (Section 6.3).

#### Section 5.3- Executive Committee

The Executive Committee shall consist of the Canonical Administrator, the Officers and the Principal/CEO (ex officio).

#### Section 5.4 – Duties

##### The Chair:

The Chair shall have the following duties:

1. Preside over all regular and special meetings of the Board, and present statements at such meetings generally outlining detail and facts relevant to the condition and affairs of the School as well as on-going planning being conducted by the Board with regard to the condition and affairs of the School.
2. Preside over Executive Committee meetings.
3. Represent the Board in communications with the Bishop, the Canonical Administrator, the Superintendent, the School faculty and staff and the School communities.
4. Approve and execute documents on behalf of the Board, subject to any required input or approval from the Canonical Administrator.
5. Schedule regular and special meetings of the Board and Executive Committee and create and distribute a calendar of meeting dates in a timely fashion.
6. Establish standing and ad hoc committees as discussed with and approved by the Bishop, the Canonical Administrator or the Board, and take other action generally necessary to carry out the work of the Board.

7. Appoint members to Board committees established by the Canonical Administrator or the Board.
8. Work with the School administration on issues and matters it requests, invite members of the administration to make presentations at Board meetings, and facilitate discussions and projects with which the Board becomes involved in connection with the School and their administration.

The Vice Chair:

The Vice Chair shall take the place of the Chair and shall perform the Chair's duties at any time that the Chair shall be unable to attend any regular or special meeting or, additionally, carry out some or all of the Chair's duties. The Vice Chair shall also be permitted to act on behalf of the Chair if action needs to be taken outside of a regular or special meeting provided that the Vice Chair has the approval of the Canonical Administrator. In addition, the Vice Chair shall be in charge of the Section 4.2 Nomination Process for Directors.

The Secretary:

The Secretary shall have the following duties:

1. Keep a written record of all proceedings of the meetings of the Board and furnish the Bishop, the Canonical Administrator and each Director a copy of the minutes for each meeting conducted by the Board. The proposed minutes shall be presented to the Board and will be reviewed and approved (subject to any required revisions) at the next regularly scheduled Board meeting. All Board minutes shall be published on the School websites and further disseminated by the Board in any other manner as deemed appropriate by the Board.
2. Further carry out any other activities requested by the Chair or the Canonical Administrator.

While retaining full responsibility for the foregoing duties, the Secretary may also delegate some or all of the Secretary's duties to administrative personnel of the School.

The Finance Committee Chair (Treasurer):

The Finance Committee Chair (Treasurer) shall have the following duties:

1. Preside over meetings of Finance Committee.
2. Assist and advise the Business Manager of the School through the review of financial reports, budgets and other documentation germane to the Business Manager's responsibilities.
3. Meet and work with outside accounting firms retained by the School or the Diocese for audit, tax and other related service engagements in order to properly advise the School administration and lead the activities of Finance Committee.

### The Past Chair:

With the support of the Canonical Administrator and the Board, the most recent Chair shall serve in the capacity of Past Chair as a member of the Executive Committee for one (1) academic year following the end of his or her term.

### Section 5.5 – Term

The term of office for Officers shall begin with their election at the Annual Meeting and end with the election of their successors at the following Annual Meeting.

## **ARTICLE VI – MEETINGS**

### Section 6.1 – Regular Meetings

Regular meetings of the Board shall be held at least four (4) times per academic year.

Standing committees of the Board shall meet at intervals at least as frequently as necessary to properly carry out the committees' missions, keeping minutes of such meetings and reporting to the Board on the work of the committees.

Regular meetings of the Board shall be held within the School facilities or at the Diocesan offices.

### Section 6.2 – Special Meetings

Special meetings may be called by the Canonical Administrator, the Chair, the Principal/CEO, or by written request of one-third (1/3) of the Directors. Written notice shall be provided at least five (5) days prior to special meetings.

### Section 6.3 – Annual Meeting

An Annual Meeting of the Board shall be held as close to the end of the academic year as is practicable for the following primary purposes:

1. Appoint new Board members;
2. Confirm committee assignments for the next academic year; and
3. Conduct evaluations as outlined in Section 2.2, paragraph 3.



## Section 6.4 – Meeting Protocol

All regular and special meetings of the Board shall be open to all stakeholders of the School. Notice of all regular and special meetings shall be posted and publicized in the School memos, newsletters, websites or other electronic means.

If any person, other than a Board member, wishes to present a matter to the Board, that person must obtain the approval from the Chair for placement on the agenda of a future regular or special meeting of the Board at least ten (10) days prior to such meeting. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by an explanation of the item, including presentation materials. The Chair shall consult with the Executive Committee prior to granting approval for such requests.

At regular meetings of the Board so designated, members of the public shall be permitted to have an opportunity to address the Board on terms set by the Executive Committee. The Board will not be obligated to respond to any questions posed by members of the public at Board meetings, but rather the Board will take the comments and/or questions raised under consideration for further follow-up and response at a later time and in a manner solely determined by the Executive Committee.

## Section 6.5 – Executive Session

Executive sessions may be called by the Chair, the Executive Committee, or the Canonical Administrator. Executive sessions are closed to the public.

# **ARTICLE VII – RULES OF ORDER**

## Section 7.1 – Consensus

As much as possible, the Board shall reach consensus on all actions. Consensus is defined as the willingness of all attending members to support a decision being made. If consensus cannot be reached, the Board will utilize parliamentary rules as described in Section 7.2.

## Section 7.2 – Parliamentary Rules

Where necessary, parliamentary rules shall be employed using Robert’s Rules of Order (latest copyright) as a guide. The Chair shall appoint a parliamentarian when appropriate. Subject to Section 7.4, a majority vote of the Directors then present will result in the passage of policy or the nomination of Board and Executive Committee members.

### Section 7.3 – Policy Issues

Policy development shall occur within the appropriate standing, special or ad hoc committee as determined and assigned by the Executive Committee. The committee chair shall draft policy recommendations that shall be presented to the Executive Committee for review and support. The Executive Committee shall, in turn, forward its support to the Board for final review and approval. Subject to Section 7.4, policy approval cannot be established at the meeting at which it is first introduced or reviewed by the Board unless there is unanimous support of the Board members present.

### Section 7.4 – Quorum

A simple majority of the voting Directors of record shall constitute a quorum for each meeting.

### Section 7.5 – Meeting by Telephone or Similar Equipment

Any Director may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

## **ARTICLE VIII – COMMITTEES**

### Section 8.1 – Standing Committees

The Board shall engage an appropriate number of Standing Committees necessary to carrying out the mission and vision statements of the School. The following areas of emphasis shall be addressed within the Board’s Standing Committees structure:

1. Executive
2. Mission Effectiveness
3. Policy & Planning
4. Building & Grounds
5. Finance
6. Director Nominations and Selection
7. Development
8. Marketing & Enrollment
9. Communication
10. Technology

Institutional demands may naturally support the consolidation or segregation of the work of one or more of these committees. The Board has the flexibility to do so in the interest of ensuring that all Standing Committees remain efficient and effective in carrying out their missions.

## Section 8.2 – Committee Charges

Specific committee charges shall be adopted by each committee in consultation with the Executive Committee. Director members of Standing Committees shall be appointed by the Chair. Committee chairs shall be Directors. Non-Director members of Standing Committees may be drawn from outside of the Board as assessment needs are made by the committee chair in consultation with the Canonical Administrator, Chair, or the Principal/CEO. Whenever practicable, committee membership shall include members of the School communities possessing skills and experiences that will advance the committees' missions. The Chair and the Principal/CEO shall be ex officio members of all Standing Committees.

## Section 8.3 – Special or Ad Hoc Committees

Special or ad hoc committees shall be established by the Chair in consultation with the Board.

## Section 8.4 – GRCSS Collaboration Committee

As needed, the GRCSS Collaboration Committee will meet to ensure that the Boards of each School are leveraging all opportunities to optimize efficiency, share best practices and to positively promote Catholic School Education. The Collaboration Committee will be made up of the following from each School: the Executive Committees of each School; the Principal/CEO's of each School; and the Canonical Administrator. The Canonical Administrator, Board Chairs, or Principal/CEO's may request agenda items for discussion at meetings of the Collaboration Committee.

## **ARTICLE IX – COMPENSATION**

Directors shall not receive compensation for their services. Bona fide expenses incurred by Directors may be reimbursed upon presentation of applicable evidence.

## **ARTICLE X – CONFLICT/DUALITY OF INTEREST**

Any Director having an interest in a contract or other transaction (including academic or student affairs) coming before the Board or a committee of the Board shall give prompt, full and frank disclosure of said interest to the Chair prior to the Board acting on such contract or transaction. Upon such disclosure, the Director's interest shall be presented to the Board. The Board shall determine, without participation by the interested Director, at such time as disclosure is made, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board determines that such a conflict is deemed to exist, such Director shall not vote on, or use personal influences on, or participate in the discussions or deliberations with respect to such contract or transaction.

For purpose of this section, a person shall be deemed to have an interest in a contract or other transaction if he or she is a party (or one of the parties) contracting or dealing with the School, or is a director, partner, officer, or spouse of a director, partner, officer, or has a significant financial or influential interest in, the entity contracting or dealing with the School.

#### **ARTICLE XI – INDEMNIFICATION**

The Diocese shall indemnify any Director for any alleged act of negligence or omission resulting in damage or injury if the:

1. Director was acting in good faith and within the scope of his or her authority;
2. Director's conduct did not amount to gross negligence or willful and wanton misconduct;
3. Director's conduct was not an intentional tort; or
4. Director's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.


#### **ARTICLE XII – AMENDMENTS**

These Bylaws may be amended only following a two-thirds (2/3) majority of the voting Directors, written approval is received from the Canonical Administrator and the Superintendent, and written ratification is provided by the Bishop. Directors must receive written notice about amendments one (1) month before being asked to vote to amend.

*Adoption and Implementing Signatures Set Forth  
On Appendix A, On Page 13 Below*

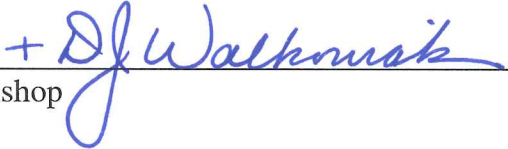
**Appendix A**  
**Signature Form for Approving Amendments**

Approved by:

  
\_\_\_\_\_  
Superintendent / Canonical Administrator

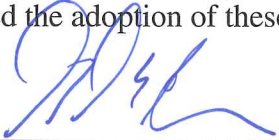
1-26-15  
\_\_\_\_\_  
Date

Ratified by:

+   
\_\_\_\_\_  
Bishop

Jan 26, 2015  
\_\_\_\_\_  
Date

The undersigned Secretary of the Board, being duly sworn, affirms and swears that the Board has approved the adoption of these amendments in conformance with current Board policy.

  
\_\_\_\_\_  
By: Secretary of the Board

## BOARD COMMITTEE CHARGE

### EXECUTIVE COMMITTEE

*Purpose:*

- To provide overall Board leadership and coordination of Board functions and responsibilities;
- To act as liaison with the school administration and Board.

*Responsibilities:*

- To form the Board meeting agenda;
- To monitor the Board calendar;
- To make decisions;
- To support the Principal/CEO;
- To be leaders of the Board;
- To provide for Board member orientation and training with the Committee on Directors;
- To provide for annual Board evaluation (self evaluation, owner and chief administrator);
- To ensure that all standing and ad hoc committees have written committee charges.

Chair: \_\_\_\_\_

Members: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date Charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_

BOARD COMMITTEE CHARGE

**MISSION EFFECTIVENESS COMMITTEE**

*Purpose:*

- To formulate and propose to the Board, policies and plans which will ensure that the school maintains and enhances its identity as Catholic and carries out its mission;
- To work with the administration and through the administration, with the staff and faculty on programs designed to publicly enhance the Catholic character and identity of the school.

*Responsibilities:*

- To assist in formulating policies which will enhance the Catholic identity of the school;
- To participate in strategic planning in a way which will ensure the Catholic identity of the school;
- To participate with the school administration in publicly proclaiming and enhancing the Catholic identity and mission of the school;
- To plan and coordinate the annual Board retreat dealing with Catholic identity and mission effectiveness.

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_

BOARD COMMITTEE CHARGE

**COMMITTEE ON DIRECTORS**

*Purpose:*

- To create a process for recruiting new Board members and to design and implement a process for the selection of Board officers;
- To ensure the strength of the Board and the implementation of its responsibilities by providing appropriate orientations, in-service training and evaluations.

*Responsibilities:*

- To determine annually the membership needs of the Board;
- To actively recruit potential nominees;
- To work with the school administration and Board leadership in preparing and conducting informational meetings for Board nominees;
- To work with the school administration and Board leadership in conducting pre-service orientation training;
- To work with the school administration and Board leadership in carrying out periodic in-service training for Board members;
- To present to the Board at its annual meeting a list of candidates for Board membership;
- To present to the Board at its annual meeting a list of candidates for Board officers;
- To assist the Executive Committee with the annual Board evaluation (self-evaluation, owner evaluation and chief administrator).

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_



BOARD COMMITTEE CHARGE

PLANNING AND POLICY COMMITTEE

Purpose:

- To assist the administration in the formulation of a long-range strategic plan;
- To monitor the strategic plan and review objectives for possible policy;
- To assist the administration in the formulation of policy to guide academic, student, business, development and faith community affairs.

Responsibilities:

Planning

- To assist the Board and school administration in establishing long-range strategic goals, based on an appropriate assessment and community-wide SWOT analysis in light of the program’s mission statement and annual assumptions;
- To monitor the progress of the strategic plan (goals and objectives) (ongoing);
- To report to the Board (formally, in writing) the progress of yearly objectives (quarterly);
- To develop annual assumptions concerning the internal and external environments surrounding the educational ministries (January);
- To receive from other committees recommendations for next year’s planning objectives (February);
- To make recommendations to the Board on all planning objectives for the next year;
- To draft with the Executive Committee and the school administration an annual report which reviews and summarizes the successes, concerns and hopes for the educational ministries (May, June).

Policy

- To review with the Principal/CEO the annual planning objectives for possible policy implications;
- To research and draft policy language to submit to the Board;
- To conduct consultation on proposed policy, as appropriate;
- To call for the evaluation of newly promulgated policy (usually 6-9 months later);
- To review annually with the Principal/CEO all policies for timelines and appropriateness to the school program (fall).

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_

BOARD COMMITTEE CHARGE

**BUILDING AND GROUNDS COMMITTEE**

*Purpose:*

- To develop and monitor long-term facility maintenance, capital improvements, security, space utilization and emergency management plans for the school.

*Responsibilities:*

- To design and monitor a long-term maintenance plan for the school;
- To design and monitor a long-term capital improvement plan for the school;
- To design and monitor, with the school administration, security and emergency management plans;
- To outline and recommend to the Board, procedures for use of the school building outside of the school day;
- To assess future facility needs in light of curriculum and enrollment goals;
- To periodically review space utilization plan in light of the school's strategic plan;
- To report regularly to the Board.

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_

BOARD COMMITTEE CHARGE

**FINANCE COMMITTEE**

*Purpose:*

- To monitor the current year budget and to develop and propose to the Board a budget for the next fiscal year;
- To prepare, update and monitor long-range financial plans for the school;
- To oversee, from a policy and planning perspective, business operations of the school.

*Responsibilities:*

- To monitor and report to the Board on the status of the current fiscal year budget (monthly, quarterly and annual report) (actual versus projected);
- To formulate with the Principal/CEO or principal a proposed budget for the upcoming fiscal year. This budget is based on recommendations from all Board committees;
- To recommend to the Board (and its Policy/Planning Committee) financial policy that ensures sound and consistent financial management and just salaries, fair tuition increases and payment plans;
- To oversee the school's endowment, including policies for endowment growth, management and distribution of proceeds;
- To formulate with the school administration (and the Policy/Planning Committee) policy concerning the business affairs and activities of the school, including such areas of concern as:
  - Bookstore;
  - Cafeteria;
  - Transportation;
  - Outside contractors;
  - Purchasing;
  - Insurance;
  - Rental agreements;
  - Contracts.
- To work with the school administration, development office and business office to ensure publication of a comprehensive annual report.

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_

BOARD COMMITTEE CHARGE

**DEVELOPMENT COMMITTEE**  
(Committee on Institutional Advancement)

*Purpose:*

- To assist the Board in carrying out its planning and policy responsibilities with regard to public relations, communications and development/institutional advancement;
- To assist the administration in the implementation of development/institutional advancement programs and efforts.

*Responsibilities:*

- To serve in a leadership role with the administration and the Board in the implementation of a comprehensive communications program;
- To advise and assist the administration in the design and preparation of all public relations materials;
- To advise and assist the administration in the design and preparation of a comprehensive development/institutional advancement plan;
- To serve in a leadership role with the administration and the Board in the implementation of the annual fund drive;
- To assist the administration and the Board in the implementation of alumni and alumni parent events and activities;
- To participate in, and provide leadership for, programs of annual and planned giving and periodic capital campaigns;
- To participate in the identification and solicitation of major donor prospects;
- To report periodically to the Board on development/institutional advancement activities;
- To recommend to the Board (and its Policy/Planning Committee) policies in the area of development/institutional advancement;
- To support the school's Development Director (if applicable).

Chair: \_\_\_\_\_

Members: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date Charged: \_\_\_\_\_

Administrative Resource Person: \_\_\_\_\_

**BOARD COMMITTEE CHARGE**

**MARKETING COMMITTEE**

Purpose:

- To assist the Principal/CEO, Board, and Recruitment Team with planning, creating, implementing and monitoring a program to market \_\_\_\_\_ School for image and enrollment.

Responsibilities:

- To assist the Principal/CEO, Board, and Recruitment Team with gathering information used to explore and investigate marketing opportunities.
- To assist the Principal/CEO, Board, and Recruitment Team with creating and writing a marketing plan.
- To assist the Principal/CEO, Board, and Recruitment Team with the implementation of a comprehensive marketing program.
- To assist the Principal/CEO, Board, and Recruitment Team with measuring, assessing and modifying a comprehensive marketing program.
- To periodically report to the Board on marketing activities.

Commitment:

- To serve for a period of one year.  
Committee members will determine meeting schedule.

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Charged: \_\_\_\_\_

Administrative  
Resource Person: \_\_\_\_\_

**BOARD COMMITTEE CHARGE  
COMMUNICATION COMMITTEE**

Purposes:

- To assist the Principal/CEO (and Principal) in developing a communication plan to promote \_\_\_\_\_ School for image and enrollment.
- To assist the Principal/CEO (and Principal) in implementing \_\_\_\_\_ School's communication plan.

Responsibilities:

- To assist the Principal/CEO with design, layout, copy, and graphics of school communications materials including:
  - Brochures
  - Newsletters
  - Annual reports
  - Stationary and other identity media
  - Other pieces as deemed appropriate by the Marketing Committee
- To assist the Principal/CEO with periodic press releases to local media outlets.
- To assist the Principal/CEO with content, design, structure, updating, and publishing the school's web site.
- To work with the Board on communication related projects as they pertain to the school's marketing plan.
- To periodically report to the Board on communication activities.

Chair: \_\_\_\_\_

Members: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Date Charged: \_\_\_\_\_

Administrative  
Resource Person: \_\_\_\_\_