

GOVERNANCE PROCESS

1. Global Governance Process Policy

The purpose of the Board, on behalf of the people of the state of Utah, is to ensure that Renaissance Academy (a) achieves its Global Ends (as specified in Board Ends policies) at a reasonable cost and (b) avoids unacceptable actions and situations (as prohibited in Executive Limitations policies).

2. Governing Style

The Board will govern lawfully, observing the principles of the Policy Governance model, with an emphasis on (a) outward vision rather than internal preoccupation, (b) encouragement of diversity on viewpoints, (c) strategic leadership more than administrative detail, (d) clear distinction of Board and Executive Director roles, (e) collective rather than individual decisions, (f) proactivity rather than reactivity. Accordingly, the Board will:

- a. Cultivate a sense of group responsibility. The Board will be the initiator of Board level policy, not merely a reactor to staff initiatives. The Board will not use the expertise of individual members to substitute for the judgment of the Board, although the expertise of individual members may be used to enhance the understanding of the Board as a body.
- b. Direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives. The Board's major policy focus will be on the intended long-term impacts, not on the administrative or programmatic means of attaining those effects.
- c. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy making principles, respect of roles, and ensuring the continuance of governance capability. Although the Board can change its Governance Process policies at any time, it will scrupulously observe those currently in force.
- d. Provide and participate in Board development to include (a) continual new Board member orientation in the Board's governance process, (b) periodic Board discussion of process improvement.
- e. Allow no officer, individual, or committee of the Board to hinder or serve as an excuse for not fulfilling group obligations.
- f. Monitor and discuss Board process and policies at each meeting.

3. Board Outputs

As an informed agent of the ownership the Board will provide:

- a. Authoritative linkage between the ownership and the operational organization.
- b. Written governing policies that realistically address the broadest levels of organizational decisions and situations regarding:

- i. Ends: The organizational impacts, benefits, outcomes; recipients, beneficiaries, impacted groups; and their relative worth in cost or priority.
 - ii. Governance Process: Specification on how the Board conceives, carries out, and monitors its own task.
 - iii. Board-Management Delegation: How power is delegated and its proper use monitored; the CEO's role, authority, and accountability.
 - iv. Administrative Limitations: Constraints on administrative authority that establish the prudence and ethics boundaries within which all administrative activity and decisions must take place.
- c. Assurance of successful organizational performance on Ends and Administrative Limitations.

4. Agenda Planning

To accomplish its outputs with a governance style consistent with Board policies, the Board will follow an annual agenda that (a) completes a re-exploration of Ends policies annually and (b) continually improves Board performance through Board education, enriched input and deliberation.

- a. The cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
- b. The cycle will start with the Board's development of its agenda for the next year.
 - i. Consultations with selected groups in the ownership, or other methods of gaining ownership input, will be determined and arranged in the first quarter, to be held during the balance of the year.
 - ii. Governance education and education related to ends determination (presentations by futurists, demographers, advocacy groups, staff, and so on) will be arranged in the first quarter, to be held during the balance of the year.
 - iii. A Board member may recommend or request an item for Board discussion by submitting the item to the Board President no later than one week before the Board meeting.
- c. CEO remuneration will be decided during the month of July after an annual performance review.
- d. The Board shall have a structured agenda, including but not limited to call to order, attendance, minutes as applicable, executive update, items of business, discussion items, next meeting, executive/closed session as applicable, and adjournment.

5. Board Positions and Roles

Board Positions and Roles can be found in the Charter Bylaws of Renaissance Academy, Article 5 section 5.A: Officers

6. Board Member's Code of Conduct

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

- a. Members must have loyalty to the ownership, unconflicted by loyalties to staff, other organizations, or any personal interest as consumers.
- b. Members must avoid conflict of interest with respect to their fiduciary responsibility.
 - i. There will be no self-dealing or business by members with the organization. Members will annually disclose their involvements with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest.
 - ii. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall withdraw without comment, from the vote and associated deliberation.
 - iii. Board members will not use their Board position to obtain employment in the organization for themselves, family members, or close associates. A Board member who applies for employment must first resign from the Board.
- c. Board members shall not exercise individual authority over the organization.
 - i. Members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly authorized by the Board.
 - ii. Members' interactions with the public, the press, or other entities must recognize the same limitations and the inability of any Board member to speak for the Board except to repeat explicitly stated Board decisions.
 - iii. Except for participation in Board deliberation about whether the CEO has achieved any reasonable interpretation of Board policy, members will not express individual judgments regarding the performance of employees or the CEO.
- d. Members will respect the confidentiality appropriate to issues of sensitive nature.
- e. Members will be properly prepared for Board deliberation.
 - i. New Board members will be expected to read and be familiar with the charter, bylaws, and governance policies within the first 60 days of being elected to the Board.
 - ii. Meeting discussion content will consist solely of issues that clearly belong to the Board to decide or monitor according to Board policy.
 - iii. Information that is neither for monitoring performance nor for Board decisions will be avoided or minimized and always noted as such.
 - iv. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
- f. Members will support the legitimacy and authority of the final determination of the Board on any matter, without regard to the member's personal position on the issue.
- g. In order maintain a quorum and conduct business, members must attend meetings according to the bylaws.

7. Board Committee Principles

Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO.

- a. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.
- b. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order to prevent conflict with authority delegated to the CEO.
- c. Board committees cannot exercise authority over staff. The CEO works for the full Board, and will therefore not be required to obtain the approval of a Board committee before an administrative action.
- d. Board committees are to avoid over identification with organizational parts rather than the whole. Therefore a Board committee that has helped the Board create policy on some topic will not be used to monitor organizational performance on that same topic.
- e. Committees will be used sparingly and ordinarily in an ad hoc capacity.
- f. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the CEO.

8. Cost of Governance

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- a. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - i. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing members' skills and understanding.
 - ii. Outside monitoring assistance will be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to financial audits.
 - iii. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to owner viewpoints and values.
- b. Costs will be prudently incurred, though not at the expense of endangering the development and maintenance of superior capability.
- c. The Cost of Governance allocation will be included in the appropriations of the annual budget presented each June.