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STRATEGIC GOVERNANCE REDUCED TO THE ABSURD: LESSONS LEARNED

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Since its inception 28 years ago, Littleford & Associates has delivered a singular message: true generative/strategic governance is about blue sky thinking and big ideas, i.e. not getting bogged down in operational details but staying at the higher plane of strategic issues. However, this is simply NOT possible unless boards consistently and over time recruit mission appropriate board members; screen them carefully; and select, orient, train and evaluate them. The training of board members must occur both as soon as they arrive in their new roles and regularly (preferably annually) even as they become wiser in the job of trustee/board member/governor.

There are workshops year round promoting appropriate governance training with approaches ranging from the Carver Model or Policy Governance to the Chait Model of generative governance. While the two models are far apart philosophically, they share several similarities. At the end of the day, both are aimed at allowing the management/leadership to perform their daily jobs of leading the School and keeping the Board at the 50,000 foot level, i.e., focused on planning for the long-term, and less for the short term needs.

Most governance training is aimed at parent dominated or alumni dominated boards where the parent “hat” or alumni “hat” intrudes upon true strategic thinking and governance. However, all of these and several models in between are of little value if the wrong players are in the wrong seats and there is no curative process for dealing with them.

The following case study describes a healthy school with a “higher thinking” board that went off track for nearly three years. During this time, this Board lost its wisdom; the School’s excellent reputation took a hit; very fine candidates for the head of school position opted not to apply or were lost; and the Board became disillusioned and discouraged. Collateral damage included the fragmenting of the parent body, the loss of morale among the staff and damage to the morale and health of the head of school.

This case is not simply about the periodic “rogue” board member (and almost every board in every 3 to 6 year cycle has at least one). This is about a board member who fractures the Board and the School suffers as a result. Apparently, no person or group or set of protocols were in place to stop the damage. Truth is stranger than fiction. We present this case not just for its truth and perfect



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storm of events but also for its message and the teaching/learning model that it represents.

There are three key partnerships: head/chair; head/board; and chair/board. But even when the three key partnerships are working well one board member can throw a wrench into the entire works. The situation worsens if the person is smart, resourceful, connected, has time on his or her hands and believes that his or her way is the only way.

Part I: Background

The School had a ten-year Head who was leading effectively, was stable professionally and personally, and was widely known for her leadership. Her Board was made up of twelve parent board members and three non-parent members. This model is designed first, to avoid all current parent boards whose members tend to wear the “parent hat” and may cause frequent institutional change and disruption and second, to install some degree of wisdom, longevity, and institutional memory. In some of these schools, the non-parent members may become chair for longer terms to ensure a greater degree of board memory and history.

Three new parent board members showed up for an orientation session. All were vetted at least in theory, by the board governance committee (COT) and had been recommended as appropriate candidates.

One was a parent who was a very successful, retired entrepreneur with substantial assets and considerable time to devote to a new project. In the interview prior to the orientation workshop for new board members, he told the facilitator that he knew he could bring much to the table, and to quote him directly: “I have time on my hands, I have corporate governance experience, I know good management and teaching when I see it, and I intend to make a difference.” When asked how, he continued: “I will spend time in the school, walk the halls, observe classes and gain a sense of the quality of the work being done.” This was the first indication of trouble.

When asked what his long term goals for the Board, himself and the School might be, he offered this stark observation: “I should be the Chair. The current Chair has a full time job and cannot possibly devote the time that I can to this role. Frankly, that person became Chair without a clear vetting process and even though he has been on the board for some years I think he should step down and let someone with more time serve.” You can guess the next question: “Who should that chair be?” He answered with a chuckle. “Why me, of course!”

The saga began.

Part II: What Did We Know and When Did We Know It?

When this conversation was reported to the Head and the outgoing and incoming Chairs, the



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outgoing Chair pooh poohed it by saying that his comments were mostly bravado and he would come around. The Head and Chair Elect were not so sure. They were determined to keep an eye on his behavior and training.

At the next board orientation and training workshop, this Board member consistently dominated the conversation, demanded answers and behaved as if the prior board history was largely irrelevant.

He was charming, hosted board parties and in general was the source of board bonhomie when he was not pontificating. He also was one of the Board Members whose expertise guided the Board in the successful acquisition of land crucial to the School's expansion.

However, a Teacher told the US Head that this Board member accosted him in the hallway to announce: "The homework load in your class is too demanding. My son tells me he cannot possibly do the work. You should reduce it. Keep in mind you work for me!" When this reached the Head's ears, he could not believe it until the board member called the Head's Secretary and asked to see the minutes of the last curriculum committee meeting (not a board committee). The Secretary demurred and said the Head would have to agree. The Board member stated: "You work for me!" Now the Chair, former Chair and Head began to meet with other executive committee members to examine the Board's recourse for disciplining this behavior.

Part III: What recourse?

The Committee on Trustees was struggling and frustrated. One or two members were social friends of this "errant" Board member and the group could not agree on how to deal with him.

It became apparent that the COT was weak and inexperienced in holding board members accountable to the principles of good practice for trustees. The Chair of that Committee kicked the issue back to the Board Chair and Executive Committee, which in the short term did nothing other than fulminate privately. The Board member got wind of the effort to have him formally reprimanded and warned that if the Board tried to censor or remove him he would use his considerable influence and skills to undermine the Board with the parent body.

Part IV: An Attempt to Remove

The Board leadership found that under the School's own bylaws and articles of incorporation there was almost no way to remove a board member regardless of inappropriate behavior and violation of governance best practices. After more complaints came from teachers and administrators about the Board Member's behavior, the Chair suggested that the Head meet with the man and his wife and warn them that their behavior as parents might lead the school not to re-invite the family to



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reenroll their children. Placing the Head in this position was a big mistake and one could have predicted the Board member's reaction. The Board Member threatened the Head with the loss of his job and called for the "nuclear option", an open town meeting against the Board.

At this point enough Board votes were garnered to censor the Board member and to insist he leave the Board. Arguing that the Board had no right to do this, he contemplated launching a law suit to have himself reinstated on the Board and to have the full Board removed. School governance ground to a halt. A few Board members suggested they would resign. It was obvious that the Trustee would be satisfied only with the departure of the Board's leadership and his own reinstatement on the Board and probably in the role of Chair. The Board leadership was not going to go down that road.

Part V: The Digital Age and Town Meetings

The Board member then created a fake Facebook page that resembled the School one and began attacking the Board and inviting parents to do so as well. This chain of events was just getting started.

The Board Member unilaterally called a town meeting that was packed with his supporters. It always amazes our Firm that boards seem to think a town meeting is a democratic forum. The reality is that it represents a vocal minority's anger often aimed at the Board and/or Head.

Part VI: Another Route to Power

More board members began to leave. The errant Trustee did not rejoin the Board but recognized that his efforts were having a powerful effect nevertheless so he pushed for the appointment of two or three of his most active supporters to be nominated to the Board. Two were. The Head began to wonder if she should contemplate leaving. She now had only one Board Member who had any memory of her performance and history with the School, and the new Board was composed of governance novices.

The above series of events, while seemingly highly unusual, reflects what is happening or has happened in many of our schools. In the US, even in schools with mostly self-perpetuating boards, a single-minded errant/rogue board member can undermine a school's forward movement, cause division and tension and often the premature departure of valued leaders.

Suffice it to say that for three years the board described above did not have strategic, generative or policy governance discussions. It was struggling for survival. How did this individual get on this board? What are the core structural flaws that allow this kind of scenario to happen so often?

Lessons Learned and There are Many



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1. Always form a strong Committee on Trustees (Governance/policy/nominating all rolled into one).
2. Keep the Committee limited to 7 members or less and consider one or two former chairs on the committee
3. Always ensure the Chair and Head serve ex officio on this and all other board committees.
4. Always ensure that the COT Chair is the most trusted individual on the Board other than the Board Chair, and has the ability to lead, collaborate, cajole but also to discipline.
5. Ensure that the COT performs carefully these 8 functions: cultivation of a pool of prospects; screening them carefully; inviting them with carefully worded questions about conflicts of interest; orientation including a history of what went wrong in prior years; governance training annually; evaluation of the board as a whole, of the Chair and of individual board members up for renewal whether from a self-perpetuating board or an elected board; warning of board members who are violating core protocols; removal of board members who violate protocols consistently and undermine the head, board and/or school.
6. Try to develop a board that is not an all current parent board.
7. Try to extend board terms and chair terms keeping in mind that 60% of all heads fired or not renewed can be traced back to loss of institutional memory on the Board.
8. Try to keep the former chair on the board for at least one more year after he or she steps down as chair.
9. Have emergency protocols in place in case something happens as in the case above, i.e., what if there is no will or option to remove a miscreant board member?
10. Ensure the board acts as one and only the Chair speaks on the behalf of the Board.
11. Ensure board members honor channels and boundaries in communications with parents and staff, i.e. go through the Head.
12. Avoid town meetings. Find other ways to deal with an angry or disgruntled sub group of staff or parents or alumni. There ARE better means to do this, ones that are productive and not destructive. They include holding small meetings of up to 15 parents each in a cozy space and have as many of these as necessary to allow constituents to listen and vent.
13. Pay close attention to the health of the THREE Partnerships: Head and Chair; Head and EACH board member; Chair and EACH board member.



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14. Keep day school board meetings at 6 to 8 (not 10 or 12) per year.
15. Keep board meetings limited to two hours, the first hour of which is reports. The second hour should be a discussion of a substantive topic announced in advance, that does not require any immediate response, is strategic in nature and will engage all board members
16. Educate the parents about the rules for best practice and do this annually in front of large, “back to school night” groups and periodically in a digital newsletter.
17. Be prepared as a board to know how to act and not overreact to attacks on the school in the social media realm. Responding well once is better than attempting to respond constantly to a group designed to outmaneuver a board’s ability to respond swiftly and cogently.

We ask clients to keep in mind always: longer term boards lead to longer term chairs which leads to longer serving heads which leads to stronger and more effective schools. All school leaders talk about new models of teaching and learning. But none of this is relevant or effective without a healthy board which is the underpinning of all highly effective schools.