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HEALTHY BOARDS AND STRATEGIC PLANNING GO HAND IN HAND

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In discussing successful head of school transition, Littleford & Associates has maintained that no board should add a strategic planning process to a new head's goals in his/her first year, no matter how experienced the head may be. This is because a new head does not know the culture, and the culture will not trust the head with that task yet. A new head's primary goals are to become immersed in the school culture in order to become familiar with and comfortable in it and to build political capital with all constituents.

Nevertheless, boards often launch a strategic planning process, either a broad brush one involving representatives from all constituent groups or a focused/directed one with the board and administrators, without first assessing whether the board is functioning at a high enough level to warrant the strategic planning initiative. Strategic planning is generally a positive experience, but in certain circumstances it can become a negative, even a dangerous one for a school and its head.

Strategic planning seeks input from stakeholders in an effort to be a true "listening post" to determine the challenges ahead, strengths of the school and areas where the school needs improvement. During the SWOT analysis process, unhappy people within any stakeholder group (faculty, parents, or alumni) can use the opportunity to challenge the board and/or the leadership of the School.

Boards need to remember the five core principles of healthy board governance and practice them before entering into the planning process. While "generative" discussions may keep board members engaged in understanding the translation of the mission to the daily life of the school, the five key rules should guide all board decisions. When boards ignore or violate them, strategic issues become mired in political behavior that does not serve great schools or their missions.

These are the core principles that every major international governance and accrediting organization recognize in one form or another. While the principles of healthy board governance really do seem clear, this Consultant is amazed at the frequency with which even the most sophisticated, boarding and day school boards violate them. They should be practiced before the launch of any planning process.



I. The board focuses on mission integrity. Individual board members do not attempt to influence specific management, personnel or curriculum decisions.

We all know that boards have three main roles: hiring (and yes, perhaps “firing”) the head; fiscal oversight; and the primary one, mission policy, alignment and consistency.

When board members micromanage, they usually do so for one of two reasons: they want to “help” but do not know how far to reach into the management domain without being intrusive; or they just frankly enjoy delving into curriculum, sports topics, personnel and daily operations, from the dress code to the car pool line. These are issues outside of the purview of board members but they are of great interest to trustees because they may affect their own children.

Often board members will ask, if their role is to hold the mission in trust, should they not be digging into and engaging in deeper dialogue about the math curriculum (yes, always math!), or any other program to ascertain if it is sufficiently rigorous?

The head of the school needs to be proactive in keeping board members informed by having staff and students report periodically at board meetings to ensure that they feel appropriately in touch with the realities “on the ground.” Then the head needs to guide them in thinking about the strategic aspect of educational issues. “Managing” your board can sound derisive. But woe to the leader who cannot do it subtly.

Strategic planning includes more than a modicum of trust, i.e., trust from the board to the head who must guide but not control this process. For this to happen boards need to be clear about their role versus the role of the head, the classic separation of policy from management. One of the board’s key roles is to ensure the integrity of the mission. One of the head’s key roles is to interpret that mission in the daily life of schools. That depends on a bond between board and head, head and chair and chair with the rest of the board. Without that trust and those bonds, strategic planning may be seen as the “head’s plan” or the “board’s plan” but not from both.

II. A board member accepts the decision of the majority of the board and respects the confidentiality of board discussions and decisions.

One trustee of a US boarding school disagreed with a board decision, but while remaining on the board sued the board collectively and every trustee individually over that disagreement with the majority. All but this one trustee voted for the policy.

Once the arguments have been stated and the decision made in the board room, the argument does not or should not continue into the parking lot after the board meeting. Yet, that is where the decision is usually dissected.



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In one recent call to this Consultant, a caring Trustee said that the officers of the Board plus one, so five in all, had terminated the contract of the Head of School in a secret meeting. The rest of the Board had not been notified, polled or informed about this meeting or decision. The officers simply assumed that by virtue of their positions they could undertake this action with impunity and without any due process or procedures involving the full Board. The Trustee did convey that a MAJORITY of the Board opposed the actions of these few and had demanded a full Board meeting to reopen the question of the immediate termination of the Head of School.

I explained to the Trustee that I did not engage in trustee battles, but if BOTH sides retained me I could assist and heal the breach among the Board. I never heard a reply.

Respecting the confidentiality of discussions at board meetings is also key. Board members cannot continue their conversations elsewhere including at home with one's spouse or partner. If that confidentiality is not maintained, board members will no longer be open or honest at meetings.

Recently, when a Head terminated a popular college counselor, even after consultation with Board leaders, the Board rehashed the decision in four separate meetings of the full Board. Meanwhile outside parents held a "candlelight" vigil to express their hopes for the reinstatement of the counselor. Among those holding the candles were the spouses of four Board members.

Strategic planning assumes a level of confidentiality between the head, leadership team and board but also assumes a level of transparency to and from stakeholders who participate in the process of planning. On the other hand, there are certain threads of information that may be appropriate only for the board and leadership team to know. That expectation of confidentiality tests the health of the board and its knowledge of best practice, i.e., no leaks.

III. There can be no business-related or personal conflicts of interests such as the needs of a particular child or group.

It is always best for a trustee to avoid providing to the school any professional service such as construction or design, legal representation, educational consultancy and insurance coverage. Even if the board member's firm charges a fair fee and it is an arm's length transaction resulting from an open bidding process, there will always be the suspicion, if not the accusation, that the board member receives preferential treatment in some way, and/or is in a position to exercise undue influence over the affairs of the school. The trustee should also know that US schools are required to disclose this transaction in the notes to the school's Form 990.

Any services that a trustee can donate, truly for "free", should be welcome. However, the trustee and the school should be aware that the intent might be misconstrued even in this case.



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At one school, one Trustee accused another of benefitting inappropriately from a school contract arrangement and tried to link the Head to that action as well. The allegations were false. The attack may have been politically motivated but the honor of the Board member and the Head was unfairly challenged.

What is the appropriate way for a trustee who really suspects such an issue to handle it? The best approach is to go to the chair first or the chair of the Committee on Trustees. Such an issue should not be lobbed like a hand grenade into a board meeting

For most trustees, the more interesting and complicated questions revolve around personal conflicts of interest. This is why this third principle is one that parent dominated boards violate most often.

Parents are among the most loyal, generous and committed trustees in a day school setting. But with all due respect, trustees who are current parents are potentially the most “dangerous” if they are wearing their “parent” hat in a policy discussion that really requires a bird’s eye strategic view.

This principle invites great discussion at board governance workshops. Trustee parents naturally ask, “Are you saying I cannot talk to a teacher about my child?” Of course not. But if it is a controversial or difficult discussion, it is better to send one’s spouse if possible, in order not to risk confusing the “trustee” and the ‘parent” hats that one is wearing.

It is often very difficult for trustee/parents to hear that their trustee role really means exercising fewer, not more, individual rights where their children are concerned. Some in fact, find that unacceptable, and choose not to serve. This is the correct decision, by the way.

Another logical question is, “Should the trustee parent not go up the chain of command from teacher to head, like any other parent should do, when there is an issue about his or her child?” Yes, of course. But what happens when it gets to the level of the head?

A head should always insist that trustees not use that role to try to influence school policy for the benefit of one’s own child. However, this is a two way street. This consultant would also advise heads to meet twice a year, if possible, with each board member, on his or her own turf, to ask three key questions:

1. “How am I doing (completely aside from the formal head evaluation process)?”
2. “How are YOU doing in terms of your feelings about the trustee role and your ability to make a difference?”
3. “How are your children doing?” A wise, politically savvy head should be aware if the children of trustees are paying any price for their parent trying to follow the governance rules.



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Board representation of the PTA, alumni association chair and/or faculty reflect another kind of conflict of interest. The most difficult of these is faculty representation, which exists in less than 5% of our schools worldwide. The faculty representative cannot be the head's employer and the head's employee at the same time.

All three of these representatives have the obligation to serve the mission of the school and not the narrow interests of their constituency. However, ironically nearly all get to the board level by promising to represent their respective groups. This is why this Consultant does not recommend this practice.

Strategic planning can become the playground for individual parents, teachers and board members to press for an agenda to be a part of the plan even when that agenda may not be strategic and may not be a fit with the mission or the general sentiment of the Board. However, trustee parents are in a unique and sometimes dangerous position of being able to press for an outcome in the planning process that was not warranted by either the data or the input or the consensus of the Board.

IV. Support the Head.

Board members must support the head and demonstrate that support publicly in the community. Unless and until the board fires the head, the board stands publicly by him or her.

Private criticism about the head to the head face to face is the way to handle concerns or disagreements. Or trustees may raise such concerns in executive session (with the head and not any staff present) but not in the public domain.

The chair is the head's closest partner, biggest public supporter and most honest private critic where criticism is warranted. The explanation for 80% of all governance problems is a failed partnership between the head and chair. In this case, the head usually leaves eventually.

There is an obvious and very public example of a great School not long ago firing a highly respected Head as soon as the new Chair arrived. Quickly forgotten was this Head's more than eight years of outstanding leadership even in crisis. Although this Head led with distinction his personality clashed with that of the new chair.

The Head did receive severance, but even so the school's reputation 'took a hit' for the way the Board handled the Head's departure. It was obvious to all who examined the incident closely that a breakdown of the chair/head partnership was at the root of the dismissal.

An overly close relationship between the chair and head can account for 20% of all governance problems. The rest of the board resents that special relationship and begins to believe that the chair is not viewing the head's performance objectively or as others may see it.



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In recent school where we were invited to guide the strategic planning process as a consulting firm, it became obvious very quickly that certain teachers were attempting to use the process to undercut the new head, only 18 months in to the job, and were seeking to form a collective bargaining unit. This is a prime example of why strategic planning should not be carried out when a new head is still very much in the transition process as the staff must learn to adapt to the leadership of a new head. In this case, the planning process occurred when the timing was not right and our Firm urged the Board to call it off, and it did.

V. A board member understands boundaries of authority and respects channels of authority.

A board member who learns of a particular issue does not handle it alone, but brings it to the attention of the head or board chair

Not long ago, at an internationally renowned school, a newspaper reporter called a Board Member about an incident of child molestation. A graduate of some years back revealed this about a teacher no longer with the School. The clever reporter persuaded the Trustee to answer his questions from a parent, not trustee perspective. The headline of the article was “Trustee Comments on Molestation.” This Trustee failed to understand that she was not the voice of the Board or the School on this matter.

Many trustees feel that separating their role as parent or alumni from that of trustee is a constant challenge, due to the demands of friends and colleagues (and even one’s own children) who see a board member as a “conduit” to the full board or to the head or as a way bypass the head. Instead of sending that person back through the appropriate “channels” and chain of command, the errant trustee often decides instead to take on the matter independently; offers to take it up with the head; raise it at the next board meeting; or gives the disgruntled constituent a strong, sympathetic “hearing” and promises to do something about it.

These are difficult lines to draw, but the rule of “channels and boundaries” means that one must firmly tell the constituent that the issue raised is not a policy issue, or if it is indeed a policy issue this individual trustee alone cannot respond to it.

The school needs to make clear to the full parent body and faculty each year, usually through the chair, what the role of the board is and is not. It is good idea to follow that up with regular communications to constituents about the work of the board AND about the cores rules of governance through e mail newsletters with a section entitled: “From the Board”. The board chair usually writes this. Eventually, fewer parents will bombard trustees with personal and idiosyncratic requests.

An example of the violation of this rule AND the conflict of interest rule is this unfortunately very



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common situation: a trustee whose child is not getting enough playing time on the football team, for example, writes to complain to the athletic director that the football coach should be “fired.” And by the way he or she might enclose a set of season tickets to the highly coveted local college or university game in the area.

That trustee is the head’s boss. The Athletic director reports to the head. Any other parent could have written such a letter, but NOT a trustee parent. Either the board chair or the chair of the Committee on Trustees chair must warn this trustee about this unacceptable behavior.

One of the most important role of a board member is to support the mission and strategic planning falls under the mission category. In this process, no matter how it is structured, it is crucial for board members to keep in mind that this is one of their three most important assignments. Keeping boundaries and channels clear is vital to a successful outcome of a planning process.

VI. Concluding Thoughts

Healthy boards address long range strategic issues such as financial stability; facility needs; supporting the recruitment of talented faculty and staff; and finding and guiding fine leaders. The human dimension of governance, however, is that individual personalities and trustees’ own interpretation of the mission often drive board discussions and decisions. Healthy board governance is an absolute precursor to a strategic planning process.

This Consultant’s counsel to boards and heads is twofold. First, the Committee on Trustees must use wisdom and common sense to develop a board by recruiting talented and busy (yes “busy”) folks, including a few CEO’s. We greatly appreciate and value the experience and loyalty of trustees who are alumni and current parents, but we need more of the strategic vision of the CEO’s types to achieve more balance in the board room.

Second, this consultant advises boards to encapsulate these five key rules of governance into the “**governance bible**” and place them firmly on the wall of the board room. Observing these core principles in theory and practice may make the entire school a healthier and more positively “spiritual” place in which to teach and learn.

Third: when launching a strategic planning process, if there has been recent conflict, turmoil or any incident of import or if the head is in her first, second or third year, use a focused or trustee/head led process of strategic planning. It is both safer and more productive than one that opens a pandora’s box that allows a vocal minority to hijack the planning process