



Excellence. For each and every student.

**BOARD OF EDUCATION**

Special Meeting - Monday, December 2, 2019 - 4:30 PM  
Wayzata City Hall  
210 County Road 101 North  
Plymouth, Minnesota 55447

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**Minutes of Special Work Session - Organizational Meeting**

A Special Work Session - Organizational Meeting of the Board of Education of Wayzata Public Schools was held Monday, December 2, 2019, beginning at 4:30 PM in the Wayzata City Hall  
210 County Road 101 North  
Plymouth, Minnesota 55447.

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# Standards for School Board Leadership

## The Role of the School Board

As the entity legally charged with governing a school district, each school board is responsible to its community for governing efficiently and leading effectively to provide for equitable education, resulting in high student achievement.

*The following five standards are essential to being an effective, high-performing school board team.*

### Standard 1: Conduct and Ethics

The school board, as a whole, provides leadership to the community on behalf of the school district by conducting its business in a fair, respectful, legal, and responsible manner.

*An effective, high-performing school board strives to meet the following benchmarks:*

- A. Recognize the school board team consists of school board members and the superintendent and evaluates its performance at least annually.
- B. Take full responsibility for its activity and behavior at and away from the school board table.
- C. Encourage its members to express their individual opinions, respect others' opinions, and vote according to their convictions.
- D. Speak with one voice after reaching a decision.
- E. Spend time on board governance work rather than staff work - focuses on the ends not the means.
- F. Provide for orientation and ongoing training for all school board members.
- G. Follow established policies, including the chain-of-command, by directing people with concerns to the appropriate staff.
- H. Set an example of respectful and civil leadership.

### Standard 2: Vision

The school board, with community input, envisions the educational future of the community and then formulates the goals, defines the outcomes, and sets the course for the school district.

*An effective, high-performing school board strives to meet the following benchmarks:*

- A. Use clear, focused, attainable, and measurable goals and outcomes to support gains in student achievement.
- B. Develop a strategic plan which includes well crafted school district belief statements, mission statement, vision statement, goals, and objectives that enable the school board to evaluate school district performance.
- C. Regularly monitor the strategic plan to evaluate progress toward goal achievement and school district success.
- D. Ensure that the school district belief statements, mission statement, vision statement, goals, and objectives are reflected in school board policies, mirrored in the budget planning and implementation efforts, and is supported district-wide.
- E. Communicate the strategic plan and the progress to the community.

### Standard 3: Structure

The school board, to achieve its vision, establishes organizational and physical structures for student and staff success.

*An effective, high-performing school board strives to meet the following benchmarks:*

- A. Create organizational and physical structures based on equity in which all students and staff have the resources and supports to maximize achievement.
- B. Advocate and provide for learning through rigorous curriculum, effective technology, and a safe and secure environment.
- C. Select and employ one person – the superintendent – as the school district’s chief executive officer to lead and manage the school district.
- D. Hold the superintendent accountable for school district performance and compliance with written school board policy.
- E. Delegate the authority to the superintendent to recommend and evaluate all school district staff within the standards established through written school board policies.
- F. Accept ultimate responsibility for the care, management, fiscal oversight, and control of the school district while understanding that the day-to-day operations will be conducted by the staff.

### Standard 4: Accountability

The school board is accountable to the community for constantly monitoring the conditions affecting the school district as a whole.

*An effective, high-performing school board strives to meet the following benchmarks:*

- A. Recognize the duty to itself and the community to determine whether the authority delegated to the superintendent is being used as intended.
- B. Evaluate the superintendent’s performance at least annually.
- C. Use student achievement data and other indicators when available as the basis for assessing progress toward school district goals and compliance with school board policies and state and federal laws.
- D. Recognize the distinction between “monitoring data” (data used by the school board to address accountability) and “management data” (data used by the staff for operations).

### Standard 5: Advocacy and Communication

The school board advances its vision at the local, regional, state, and national levels.

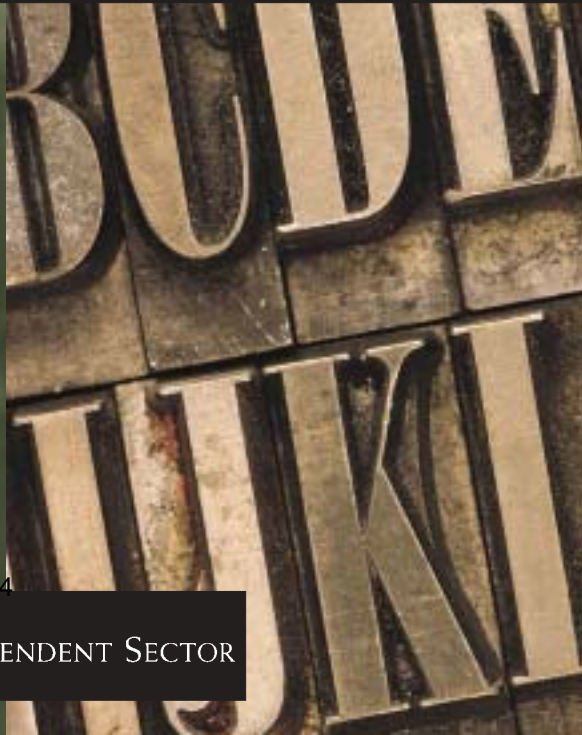
*An effective, high-performing school board strives to meet the following benchmarks:*

- A. Focus on community-wide concerns and values that best support equity and student achievement rather than being influenced by special interests.
- B. Develop communication strategies to build trust between the school board and the superintendent, staff, students, and community.
- C. Utilize a public relations strategy that supports the flow of information into and out of the school district.
- D. Engage and build relationships with both public and private stakeholders.
- E. Advocate on local, state, and national levels.



# GOVERNANCE is GOVERNANCE

KENNETH N. DAYTON



## About the Author

Kenneth N. Dayton is the former chairman and chief executive officer of the Dayton Hudson Corporation and is currently president of the Oakleaf Foundation in Minneapolis. He has served on the boards of a number of nonprofit organizations including major institutions such as the Rockefeller Foundation, the Mayo Foundation, Carnegie Hall, and the J. Paul Getty Trust, and as chairman of American Public Radio. He was also a founding trustee, and later vice chairperson of INDEPENDENT SECTOR. As chairperson of INDEPENDENT SECTOR'S Task Force on Measurable Growth in Giving and Volunteering, he presided over the deliberations that resulted in a campaign to boost giving and volunteering nationwide.

## INDEPENDENT SECTOR

INDEPENDENT SECTOR is a nonprofit, nonpartisan coalition of more than 700 national nonprofit organizations, foundations, and corporate philanthropy programs, collectively representing tens of thousands of charitable groups in every state across the nation. Our mission is to promote, strengthen, and advance the nonprofit and philanthropic community to foster private initiative for the public good.

*This timeless commentary was originally a speech by Kenneth N. Dayton to an INDEPENDENT SECTOR Leadership/Management Forum in 1986. It was first published as a monograph in 1987, then updated in 1998 and again in 2001. **Governance Is Governance** is one of the most popular INDEPENDENT SECTOR publications to date.*

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# GOVERNANCE

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# GOVERNANCE

There are throughout the independent sector examples of superb, professional management. There are more than 1 million nonprofit institutions in this country. It has long been my conviction that too many of those institutions have underemphasized the importance of good management and good governance.

As a corporate executive, I spent a disproportionate amount of my time trying to develop and perfect an ideal system of governance for a publicly held corporation—a system of governance which embraces the optimum relationship between board and management.

In my role as CEO and later chair of the board, and in my role as a corporate director and public trustee with almost 40 years of experience in business, religious, civic, health, educational, cultural and philanthropic organizations, I have developed some very strong concepts of governance of institutions—public and private, for-profit and not-for-profit. I want to share those concepts with you.

I began writing this as a director of INDEPENDENT SECTOR at the request of its CEO. That is a very important statement and I want to come back to it later. Just let me say now that, to me, trusteeship involves helping the CEO in whatever way is requested of you and

that you possibly can do. Here I am talking about the volunteer side of my directorship, and it has nothing to do with the governance responsibility I hold as a director. Throughout my remarks, I hope you will keep those two roles of a trustee—governing and volunteering—very separate in your minds. When I was asked to undertake this volunteer assignment, my concepts of trusteeship forced me to accept it whether I wanted to or not. So here I am.

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*It's a conviction first of all that governance is not management.*

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Governance is governance. That's more than a title—it's a deeply held conviction. It's a conviction first of all that governance is not management and, second, that governance in the not-for-profit sector is absolutely identical to governance in the for-profit sector—with that one added dimension that I will come back to. I want now to discuss what governance or trusteeship (I use the two terms completely interchangeably) is and what it is not. First, what it is not. Governance is not management. In my opinion, one of the worst sins of charitable or-

ganizations is that too often they do not distinguish between the two. Rather, they confuse the two responsibilities and in the process hamper the mission of the institution.

In all cases I am referring to institutions that have at least one full-time professional staff executive.

To my mind, this executive is the CEO of the institution. It matters not what the actual title is—president, executive vice president, general manager, executive director, or whatever. In my view, these professionals are the CEOs and they should consider themselves

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*A weak CEO can often protect his or her hide by delegating management's responsibilities to the board.*

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that, and should be so viewed by the entire board. A position description should clearly state that fact—and everyone on the board should accept that fact, particularly the chair. But how many boards can each of us think of where the paid executive is only the administrative officer carrying out the routine caretaking functions which the board or its chair delegates?

I regret to tell you that I have known volunteer chairs of the board who clearly think they are the CEO. And, I regret even more to tell you, I have known paid executives who ought to be the CEO but who are not and who are perfectly willing to let the board or its chair call all the shots. A weak CEO can often protect his or her hide by delegating management's responsibilities to the board. And lots of boards and individual board members (particularly those who have a special vested interest in a particular aspect of the enterprise) are just delighted to take over some or all of management's responsibilities.

Why is it that so many corporate directors grow horns when they become trustees? Why do they assume that they can do things as trustees that they would never think of doing as directors, such as interfering with management's role and making decisions or requests that no corporate director would think of making?

Then too, I have been utterly amazed over the years to observe how boards always tend to fill management voids. If management is weak in an aspect of its operation, a strong board or board member will move in and take over. The trick for management is to leave no voids, and the trick for the board is to see to it that management has a plan to fill any voids that occur, rather than to leap in and fill them itself.

Any institution—for-profit or not-for-profit—that has an all-powerful chair or a weak CEO is an institution in trouble, or surely is one headed for trouble. How can we prevent that from happening? Harder still, how can we change course, install professional management practices and board practices, and then develop the optimum relationship between the board of trustees and the CEO? Between the governors and the managers?

## The Right Foundation

The foundation is laid by developing clearly defined and mutually agreed-to position descriptions for the CEO, the board and the chair. I wonder how many nonprofit organizations have such position descriptions, and, if they do, how many update them annually, or ever bother to check whether they are living by them. How many boards or board chairs annually review their position descriptions and assure themselves that they have fulfilled all their responsibilities of trusteeship? My guess is very,

7 very few.

# President and CEO

## Function

- Serve as chief executive officer of the institution, reporting to the board of trustees, accepting responsibility for the success or failure of the enterprise.
- With the chair of the board, enable the board of trustees to fulfill its governance function, and facilitate the optimum interaction between management and the board of trustees.
- Give direction to the formulation and leadership to the achievement of the institution's philosophy, mission, strategy, and annual objectives and goals.

## Responsibilities

- With the chair of the board, develop agendas for meetings, so that the board can fulfill all its responsibilities effectively. Develop an annual calendar to cover all crucial issues in a timely fashion.
- See that the board and the chair are kept fully informed of the condition of the institution on all important factors influencing it.
- Get the best thinking and involvement of each board member. Stimulate all members to give their best.
- Work with the chair to make the committee structure of the board function effectively.
- With the chair, recommend the composition of the board and its committees.
- Be responsible to and report to the board of trustees.
- Be responsible for the institution's consistent achievement of its mission and financial objectives.
- Make certain that the institution's philosophy and mission statements are pertinent and practiced throughout the organization.
- Make certain that the flow of funds permits the institution to make steady progress towards the achievement of its mission and that those funds are allocated properly to reflect present needs and future potential.
- See that there is an effective management team with provision for succession.
- Ensure the development and implementation of personnel training and development plans and programs that will provide the human resources necessary for the achievement of the institution's mission.
- Maintain a climate that attracts, keeps and motivates top quality people—professional and volunteer.
- Formulate and administer all major policies.
- Serve as the chief spokesperson for the institution and, thereby, see that the institution is properly presented to its various publics.
- Assure that the institution has a long-range strategy that achieves its mission, and toward which it makes consistent and timely progress.

Every institution is different and each, of course, must develop a set of position descriptions that covers fully the unique character of that institution. Acknowledging that, I would like to take a crack at outlining a minimum common denominator position description for the three positions in order to make clear my convictions about the proper division of labor between the CEO, the board, and its chair.

Let's take the CEO first. Here is the kind of position description I would like to have if I were the executive director of any nonprofit organization (*see page 5*).

Now I'd like to let you in on a secret. That position description is almost verbatim the same as the one I wrote as the CEO of a multi-billion-dollar corporation. I changed "Dayton Hudson Corporation" to "American Charitable Institution" throughout—and very little else—to make it apply to the CEO of a typical not-for-profit organization.

Now, if I were the CEO of the American Charitable Institution (or for that matter of your organization) with that kind of a position description, I would want to be very sure that my board had an equally well-articulated position description describing its functions and responsibilities. And if I was brand new in that job, I would want to present my concepts of the board's role and its relation to management at my very first board meeting. (Pretty gutsy, eh? But I'm a firm believer in getting my principles and convictions out on the table right from the very start.) So here is the position description I would write for consideration and adoption by the board.

Hopefully when I present that position description, the board will debate it thoroughly, change it somewhat, and then adopt it as its own. In the process, they just might come together as a board in a more effective way than ever before. This exercise will clarify and optimize the relationship between the trustees and me,

between the board and management, between the governors and managers. I would then want to see to it that the board every year reviews its position description, modifies it if necessary, and satisfies itself that I as the CEO have enabled it to fulfill all of its responsibilities.

Let me quickly add that the position description I have shown you may not be the perfect one for your institution's board of trustees. After all, it was written for Dayton Hudson Corporation's board of directors and I have changed very little other than substituting "public" for "shareholders" and "institution" for "corporation." The point I am trying to make is that governance is governance, management is management, and every organization must clearly distinguish between them if it wants the two to work in harmony to achieve the institution's mission.

## Don't Leave Composition to Chance

There is one other document which every board of trustees and, for that matter, every corporate board of directors ought to have: a policy on composition and tenure of the board. A board has to think intensely about its size, its balance, its diversity, its committee structure, its average age, its rotation plan, any potential conflicts of interest, and other factors. In addition, at Dayton Hudson Corporation we had a board model indicating the ideal size and makeup of the board—how many and what kinds of corporate executives, how many and what kinds of other inputs, what kind of geographic and demographic mix, and other considerations. Then we would compare our current status (and our status a year or two hence in view of the known retirements) to the model.

In that way we could begin our search for future directors with the needed qualifications well in advance of the need to fill a position. I wonder how many corporations or nonprofit agencies do that.

Frankly it seems to me that in some respects the independent sector is ahead of the corporate sector in regard to board policies on balance and rotation. Many nonprofits are very sensitive to all their constituencies and want their boards to reflect them. Few corporations are that sensitive. On the other hand, independent sector agencies are often less sensitive to whether the individual selected can and will make a positive contribution. After all, once a board member, you are no longer the representative of any constituency. Your primary loyalty must be to the institution of which you are a trustee.

The same is true of rotation. When we instituted a 12-year rotation policy for outside Dayton Hudson directors, we could find no other American corporation with a similar policy. Yet many nonprofits have even more stringent policies. I am a great believer in rotation for board members, for committee assignments, and for committee chairs. In philanthropic organizations I also strongly believe in a strict rotation policy for the chair of the board. No public institution with a public purpose should be too closely tied to one individual, no matter how good he or she may be. There is no such thing as the indispensable person, particularly the indispensable volunteer.

## Expectations of the Chair

Having said that about the chair, I would like now to turn to the chair's role, his or her relationship to management, and particularly his or her partnership with the CEO.

Once again, I have to tell you that I have used my own former position description as a model even though I have made more changes in it than in the previous two.

All my experience and study have convinced me that the chair of the board should not be the CEO—not in an American public corporation and certainly not in a philanthropic institution. Why? There are three reasons. First, a chair/CEO wears two hats at the same time and you just can't do that and look good in both roles. A chair is responsible to chair the meetings of the board, enhance the full discussion of important issues, and bring out the ideas and thoughts of all board members and management. This leader is in a delicate position between the CEO and the board, letting the CEO make necessary reports and recommendations, supporting the CEO, and sometimes even protecting the CEO. But at the same time, a chair must make certain that suggestions, challenges, even criticisms are heard and considered. In my view no one can do all that and be the CEO as well. I know. I tried it.

## Chair of the Board

### Function

- As chair of the board, assure that the board of trustees fulfills its responsibilities for the governance of the institution.
- Be a partner to the CEO, helping to achieve the mission of the institution.
- Optimize the relationship between the board and management.

### Responsibilities

- Chair meetings of the board. See that it functions effectively, interacts with management optimally, and fulfills all of its duties. Develop agendas in conjunction with the CEO.
- With the CEO, recommend composition of the board committees. Recommend committee chairs with an eye to future succession.
- Assist the CEO in recruiting board and other talent for volunteer assignments that are needed.
- Reflect any concerns management has in regard to the role of the board of trustees or individual trustees. Reflect to the CEO the concerns of the board of trustees and other constituencies.
- Present to the board an evaluation of the pace, direction, and organizational strength of the institution.
- Prepare a review of the CEO and recommend salary for consideration by the appropriate committee.
- Annually focus the board's attention on matters of institutional governance that relate to its own structure, role, and relationship to management. Make sure the board is satisfied that it has fulfilled all of its responsibilities.
- Act as another set of eyes and ears.
- Serve as an alternate spokesperson.
- Fulfill such other assignments as the chair and CEO agree are appropriate and desirable for the chair to perform.

A chair who is also the CEO makes the agenda, conducts the meeting, presents management's recommendations, controls the discussion, and asks for support of his or her own recommendations. When one does all that and picks fellow board members as well, you have, in my opinion, a dictatorship. It may be benign and it may even be enlightened, but it is nonetheless a dictatorship. In my view, any chair/CEO inevitably wears primarily the CEO hat and only occasionally takes on the far more neutral and impartial role of the chair of the board.

Second, it is my opinion that, where the chair is the CEO of a nonprofit organization, you will inevitably have only a functionary as the chief administrative officer. You will always have to settle for a second-rater; you will never get and certainly never keep an imaginative and creative innovator, leader and motivator.

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*As trustees we are there to support, encourage, challenge, stimulate, and help that professional whom we pick to lead our endeavor.*

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Third, I submit that the most crucial relationship in the entire enterprise is that between the CEO and the chair. In my view it will be a far better relationship if both clearly recognize that the CEO, not the chair, is indeed the CEO. Then the chair becomes the CEO's partner in making a great board, in enhancing its ability to carry out all of its responsibilities, and in encouraging it to support the CEO in every reasonable way. As a director of the Minnesota Orchestral Association, I came to the conclusion that the only role of a trustee of an orchestra is the care and feeding of the music director. By that I mean everything the board

does is done to enhance and support the vision and mission of the music director. Well, so it is with all trusteeship. As trustees we are there, it seems to me, to support, encourage, challenge, stimulate, and help that professional whom we pick to lead our endeavor. If every board could see its role as that, I am convinced we would have far more dynamic institutions, far stronger professional executives, far more attractive independent sector careers, far better relationships between board and management, and a far greater willingness on the part of board members to undertake whatever volunteer assignments are requested of them.

## Governance Is Not Management

That statement concludes my case that governance is governance, management is management, and the difference between the two must be clearly understood and accepted. In making that case, I hope that I have also convinced you that governance is governance no matter what the institution—be it government, corporation, or nonprofit (be it health agency, organized religious group, arts institution, foundation, or advocacy group).

The role of the board of the American Charitable Institution is in my opinion identical to that of the board of directors of Dayton Hudson Corporation. Dayton Hudson Corporation's board position description clearly states that it is its primary function "as representatives of the shareholders, to be the primary force pressing the corporation to the realization of its opportunities and the fulfillment of its obligations to its shareholders, customers, employees and the communities in which it operates."

As I indicated in my hypothetical position description of the American Charitable

Institution, the board's function is, "As representatives of the public, be the primary force pressing the institution to the realization of its opportunities for service and the fulfillment of its obligations to all its constituencies."

To do this, each board (for-profit or not-for-profit) must organize itself and conduct its affairs in such a way that it can attract, keep, motivate, evaluate, and reward—and if

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*So when we sign on as trustees we also sign on as volunteers agreeing in essence to undertake any assignment reasonably asked of us.*

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necessary change—a CEO who, with the chair's help and the board's support, will lead the institution to fulfillment of its mission and enable the board to fulfill all of its responsibilities.

## Trustees as Volunteers

I want to make just one more point to which I alluded at the beginning. I wrote this essay at the request of the CEO of INDEPENDENT SECTOR. You see, in addition to being one of the CEO's bosses, I am also the CEO's volunteer. Our CEO is our leader, our inspiration, our coordinator, our expeditor, our doer. But because we are a voluntary organization, I recognize that no CEO can ever do it alone or even do it with an excellent staff.

To be effective, the CEO needs hundreds, thousands, perhaps millions of volunteers to carry out the work of INDEPENDENT SECTOR or any other organization. So when we sign on

# Board of Trustees

## Function

- As representatives of the public, be the primary force pressing the institution to the realization of its opportunities for service and the fulfillment of its obligations to all its constituencies.

## Duties

### *Planning*

- Approve the institution's philosophy and review management's performance in achieving it.
- Annually assess the ever-changing environment and approve the institution's strategy in relation to it.
- Annually review and approve the institution's plans for funding its strategy. Review and approve the institution's five-year financial goals.
- Annually review and approve the institution's budget.
- Approve major policies.

### *Organizations*

- Elect, monitor, appraise, advise, stimulate, support, reward and, if deemed necessary or desirable, change top management. Regularly discuss with the CEO matters that are of concern to him or her or to the board.
- Be assured that management succession is properly being provided.
- Be assured that the status of organizational strength and human resources planning is equal to the requirements of the long-range goals.
- Approve appropriate compensation and benefit policies and practices. Propose a slate of directors to members and fill vacancies as needed.
- Annually approve the performance review of the CEO and establish his or her compensation based on recommendations of the personnel committee and chair of the board.
- Determine eligibility for and appoint board committees in response to recommendations of the nominating committee.
- Annually review the performance of the board and take steps (including its composition, organization, and responsibilities) to improve its performance.

### *Operations*

- Review the results achieved by management as compared with the institution's philosophy, annual and long-range goals, and the performance of similar institutions.
- Confirm that the financial structure of the institution is adequate for its current needs and its long-range strategy.
- Provide candid and constructive criticism, advice and comments. Approve major actions of the institution, such as capital expenditures on all projects over authorized limits and major changes in programs and services.

### *Audit*

- Ensure that the board and its committees are adequately and currently informed—through reports and other methods—of the condition of the institution and its operations.
- Confirm that published reports properly reflect the operating results and financial condition of the institution.
- Ascertain that management has established appropriate policies to define and identify conflicts of interest throughout the institution, and is diligently administering and enforcing those policies.
- Appoint independent auditors subject to approval by members.
- Review compliance with relevant material laws affecting the institution.

as trustees we also sign on as volunteers agreeing in essence to undertake any assignment reasonably asked of us. That's the only difference between a corporate board and a not-for-profit board. The corporate board will usually only be asked to undertake this additional role when the corporation is in real trouble. But our kinds of boards are asked to play this double role all the time. Individuals should not be invited to serve on such a board unless they are totally willing to undertake the volunteer side as well as the governance side of a trustee's responsibility. So a CEO is a CEO, but a trustee is a governor and a volunteer.

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*A trustee of a not-for-profit organization has an obligation to be a volunteer in addition to governing, but otherwise the responsibility of a trustee and the responsibility of a corporate director are absolutely identical.*

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Let's never forget then that the board of trustees of the American Charitable Institution (and your board as well) has two roles—governance and volunteering. They are complementary but very different roles.

Governance is not management and it surely is not volunteering. Furthermore, it is the same no matter what the institution. Governance is governance.

## A Follow-Up Interview with Ken Dayton

*You have said that the responsibility for governance of an organization rests with the board and the responsibility for management rests with the CEO or executive director—the full-time, paid executive. Would you explain what you mean by “governance?”*

DAYTON: First of all, governance is not management. Second, governance is recognizing the responsibility that, as a board member, you have to protect the long-range future of your organization and see to it that it fulfills its obligations to its constituencies, however defined. And by governance I mean that as a board member you have to see to it that the organization is well managed, rather than managing it yourself.

*How do you compare the responsibilities of a corporate director with those of a nonprofit trustee?*

DAYTON: A trustee of a not-for-profit organization has an obligation to be a volunteer in addition to governing, but otherwise the responsibility of a trustee and the responsibility of a corporate director are absolutely identical. In both cases the individual is selected as a guardian of the constituencies that are affected by that organization and the responsibility of the board, in either case, is to protect the long-range future of the organization and the long-range interests of all its constituencies. In both cases they go about fulfilling those responsibilities in almost the same way—by seeing to it that the board of directors or the board of trustees is enabled to fulfill its responsibilities to the organization.

*And the CEO is the enabler and the manager not just of the organization but also of the board?*

DAYTON: Exactly.

*What are some of the things a CEO can do to enable a board?*

DAYTON: I think number one is to make certain that the board understands what its responsibilities are.

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*A review helps to perfect the methods and systems by which the board operates and fulfills its responsibilities.*

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Then, no matter how often the board meets over the course of a year, the CEO must make certain that he or she has enabled the board to fulfill all those responsibilities.

If the board has a responsibility, as I maintain it does, to review performance, then the CEO must give it a report of performance and must let it question, challenge, criticize, or praise that performance. If its responsibility is to approve a long-range strategy, the CEO has to present the plan and then let the board make it its own. Again, let it question, challenge, criticize, amend, and finally approve the plan. In every single case, if the board is to do its job, the CEO must enable it to do so.

I think every board should annually look at its role and its relationship with management and discuss with management the degree to which the board feels it has been enabled to fulfill its responsibilities. Several things can happen with such a review. For example, if the CEO hasn't done an adequate job of reviewing performance or allocating capital or whatever, then the board has an opportunity to say, "We wish you'd do more of that for us."

Also, when such a review occurs, the board tends to look at itself as it would not otherwise and say, "Hey, you gave us that opportunity but we really missed it." A review helps to perfect the methods and systems by which the board operates and fulfills its responsibilities.

The third thing a review triggers is a greatly improved relationship between the board members and the managers, between the board and the CEO. I think that the most important dynamic in any organization is just such a relationship. The review process gets it all on a very discussible basis of "how can we do a better job together?" That's the secret of running an institution.

*How does a CEO see to it that his or her organization has a good board?*

DAYTON: I think it's clearly a shared responsibility. The chair of the board has a major responsibility to build a good board. But I think that any CEO who leaves the building of the board entirely to the board itself will probably find that the board becomes weakened over time. I think that you have to work hard on the composition of your board.

Previously I was talking about the way in which you use the board and help train, educate, and involve it, but the way in which you constitute a board is equally important. I believe strongly that you have to go about it in a thoughtful, well-organized way.

The worst way to find board members is to say at a board meeting, "My gosh, we're short of trustees. Does anybody know anyone who would like to come on the board?" And someone says, "Well, I know old Joe or Suzy and he or she would be just wonderful." That's the kind of casual, buddy-boy, old-school system that results in a relatively complacent, compatible, and ingrown board.

### *What's the best alternative?*

DAYTON: I think the only way to go about building a model board is to say, "What kind of a board do we really need for this organization?" Consider how many executives you want, what kind of executives you want, what other kind of talent you want, and what kind of balance you want regarding age, sex, or ethnic background. If you know what you would like your board to look like, then you know what kinds of directors or trustees you need to seek out. You should always be building towards the future composition of the board.

### *How does a CEO begin achieving a good balance on the board?*

DAYTON: Each organization has to sit down and decide what characteristics it needs its board members to have. If you say, "We just want balance"—so many female and so many minority and so many of this or that—then you end up with a constructed, patched-together board that probably won't work very well. Diversity should be the goal, not representation.

If you have a board that is solely composed of CEOs of the 10 major corporations in your community, you don't have a very diverse board. If you have a board that's all male, you don't have a very diverse board. I don't think there's any set number of male and female board members you have to have, but you certainly do want a board of diverse background, experience, and success. Going after diversity and specific kinds of input will solve the balance problem.

### *Are there any other considerations?*

DAYTON: The other thing you need to think out clearly is what characteristics you want on a board. When I was a CEO, we listed the qualities that we were looking for in individual directors. Each director didn't have to have all of

those qualities, but the board in total needs to have all of those various characteristics.

There are 11 *necessary* characteristics: integrity, wisdom, independence, a valid business or professional knowledge and experience that could bear on our own problems and deliberations, a track record of accomplishment with excellent organizations,

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### *Diversity should be the goal, not representation.*

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an understanding and a general acceptance of our philosophy (which applies equally to nonprofits and corporations), an inquiring mind, a willingness to speak one's mind, the ability to challenge and stimulate management (a lot of people on boards don't want management to be better—they're perfectly comfortable with a hack because then they can take over their particular part of the operation and exercise their own pet hobby), a future orientation (I want people on the board who are looking ahead), and, last, the willingness to commit time and energy.

Accomplishing these goals is not hard to do. You've just got to work at it. If you're trying to hire a CEO, you're probably using a search firm, getting all kinds of input from the field, and taking action to find the best CEO you can. So why don't organizations use the same care and thought, the same degree of professionalism in selecting trustees as they do in selecting executives?

Trustees are ultimately responsible for an organization's welfare. CEOs come and go, but the organization and the board go on and on. No one should be asked to accept a board position unless you are confident that he or she can and will fulfill all the responsibilities of a trustee.

*Do you think board members should have a set term of service?*

DAYTON: I'm a strong believer in rotation, in bringing in a steady flow of new people, new talents, and new ideas. I think every director or trustee has a certain bell-shaped curve of contribution to make. It usually takes a year or two to really understand an organization and its needs, problems, and opportunities. After gaining that understanding, a board member then provides several years of ideas, input, and productivity.

But after a certain period of time, the organization would be better off with fresh, new ideas. I even more strongly believe in rotation for the chair. In nonprofits, it's important that a board never be dominated by any one person or even by a small clique.

*What qualities should a CEO look for in the chair of the board?*

DAYTON: I think the chair ought to love the organization more than anyone else does. Too many take this leadership role because it's their turn or because they like the prestige, rather than because they're determined to make the organization even better.

I think the chair should have two important qualifications. First, the chair ought to be a good partner to the CEO. The chair should spend time trying to help that person do his or her job well. The chair, as the alternate spokesperson of the organization, should try to build the CEO and bask in the reflected glory.

Second, the chair should have the competence to handle the job of heading the board. The board needs the CEO to come up with programs, ideas, recommendations, and so forth, but then the chair must make certain that management has built an agenda that will help the board understand the situation and fulfill its responsibilities.

*You have said that boards always tend to fill management voids. Why?*

DAYTON: Over long experience I've found that for any void that management leaves there will always be some board member who either knows how to do that job, make that decision, or perform it better than management does, or there will be a board member who has a particular, specialized expertise and interest in a particular subject. I once saw a corporation in which the CEO and the top financial officer disagreed about how to go about doing some financing until one of the directors, who had expertise in that area, stepped in and told them how to do it.

It can work exactly the same way with nonprofits. If management is floundering or hasn't covered certain bases, you'll find somebody on the board who is an expert in that field who'll tell management how to do it.

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*Trustees are ultimately responsible for an organization's welfare. CEOs come and go, but the organization and the board go on and on.*

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That person is very capable of taking over the management of that function. To me the trick, if you're the CEO, is to make sure you don't leave any management voids. Every time the board gives you trouble about something it's probably because you haven't figured out how to handle that responsibility. So when your board gives you trouble, the problem usually is with management, not the board.

*How does a CEO keep the board from taking over responsibilities that properly belong to management?*

DAYTON: I'm all for going to the board and saying, "We'd like your thoughts about this problem that we haven't been able to solve." But once you get the board's idea on that subject, you should say, "We'll come back to you next month with a recommendation."

Then the ball is back in your court, and the board is put back into its position of governing rather than managing. It's a matter of benefitting from the board's expertise and connections while maintaining the responsibility and control necessary to keep you in the driver's seat.

*What happens if the board insists on interfering?*

DAYTON: Anytime you've got a board that is, in essence, managing the institution, the CEO is merely a figurehead and the organization is inevitably headed for trouble. A CEO should never say, "Well, the reason this failed was that so-and-so on the board did that. I knew at the time it wasn't right, but who am I to say anything?" In my opinion, a person who says that is a very weak executive.

*How about the reverse of that problem, where the CEO is a person of great vision who dominates the organization's board and staff, but is not a terribly effective manager?*

DAYTON: Not everything has to be institutionalized. Sometimes a dynamic person can accomplish a lot of good in society all by himself or herself or with a small band of people, but then everyone should recognize that when that person is gone the organization ought to fold up because it hasn't been institutionalized.

The role of the board is to institutionalize the concept, the genius that created it. It shouldn't make any difference whether the person who started it is there or retires or is hit by a car. Part of the board's responsibility is to see to it that the future of the institution is protected. This means you must have backups, you must have successors, you must have people in training, you must have the institutional capacity to carry on. A CEO who cannot develop a successor team that will do better than he or she is doing has no business being a CEO.

*What if a CEO would like to involve the board in more decisions, but finds that board members are reluctant to be active?*

DAYTON: CEOs who have that type of board have no one to blame but themselves. Now, you may have walked into that situation. But no one should accept a CEO position unless he or she has got a good board or knows how to build a good board, and has a chair who is willing to work to build one.

I think that too many CEOs in the nonprofit sector don't even want a good board. They say, "I don't want anyone looking over my shoulder. I don't want anyone second-guessing me. I don't want anyone reviewing my performance."

But if they really want to be good, if they really want to grow, if they really want to build that institution into a dynamic factor in society, then they will soon discover that they can do it so much more effectively if they have a dynamic, effective board. Not only will it help them do their jobs better but it will make them better individuals because of that challenge and stimulation.



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**Wayzata Board of Education  
Guidelines for Interaction**

1. Board members will keep one another and the Superintendent informed about issues that arise. There will be no surprises in Board Meetings or Board Work Sessions.
2. Board members will go to the Superintendent for information.
  - a. The Superintendent may:
    - i. Provide the information directly to Board member(s)
    - ii. Act as a conduit for Board members to obtain information from staff.
  - b. When a Board member is appointed to a specific task, the Board member may obtain information from an executive director involved in the task.
  - c. Board members will not ask staff to do work for them. They will refer those requests to the Superintendent.
3. The Superintendent will take issues he has with other Board members to the Board Chair. The Board members will address the issue with the Board member. If there are unresolved issues between the Superintendent and the Board Chair, the Superintendent will address the issues with the Board Vice-Chair.
4. Board members commit to one another that they will discuss directly with specific Board members any problems or issues that they have with that person.
5. Board members and the Board Chair will ensure that there is communication with all Board members about assignments, committees, issues, etc. that arise.
6. The Board asserts and will ensure that School District interests will always have priority ahead of any political party interests.

Elaborations

1. Partisan Politics- The Board agrees to the following principles regarding partisan or party politics:
  - a. It is important to subordinate partisan or party politics to the school districts interests.
  - b. There is a difference between the work of the Legislative Action Committee and party politics. The former promotes the School District's interests with the state legislature.
  - c. It is important that Board members not be partisan or be seen as partisan.
  - d. One of the Board's strengths is that it is not partisan.
2. Sensitivity to Role- the Board acknowledges the difficulty of separating their job as Board members from their role as parents or community members. Board members agree that they need to remind constituents or staff when they are speaking as Board members and when they are addressing issues as parents or community members  
In addition, Board members agreed they need to remind constituents and staff that when they are speaking to an issue or listening to feedback, they are speaking as one member of the Board. They are not speaking for the Board as a whole.

*Established February 7, 2004 and re-established on January 18, 2006*

**WAYZATA PUBLIC SCHOOLS  
Independent School District 284  
Wayzata, Minnesota**

**BOARD OF EDUCATION**

**STANDARD OPERATING PROCEDURES**

The Standard Operating Procedures have been developed in accordance with Board of Education policies and reflect past and present practice. It is intended that these procedures be reviewed annually, modified as necessary, and approved at the Board's Organizational Meeting each January.

Should anything in these Standard Operating Procedures be found to be in conflict with state or federal law or regulations, these procedures shall be modified accordingly.

**A. BOARD ELECTIONS**

1. School Board elections shall be conducted according to the provisions of Minnesota law. Board members shall be elected at elections held in odd numbered years on the first Tuesday after the first Monday in November.
2. The term of office of a member shall be four years and until the member's successor qualifies. Board members shall be elected on a rotation basis of three (3) Board members elected in one election and four (4) Board members in the next election. New Board members commence service on the first Monday in January following the election.

**B. BOARD ORGANIZATION**

1. The officers of the Board of Education, as established by law, are the Chair, the Clerk, and the Treasurer.
2. It is the practice of the Wayzata Board of Education to also elect a Vice-Chair.
3. All officers shall be elected at the Organizational Meeting held annually on or as close to January 1 as practical, but no later than the second Monday of January.
4. A Board of Education member not elected to an office shall be designated as "Director."
5. Annually the Board of Education may establish "Standing Committees" and further designate the membership and charge of such committees.
6. The Board of Education may, for specific purposes, establish "Ad Hoc Committees." The Board shall set a charge, membership specifications, and timeline for such committees.
7. Annually it is necessary to name Board representatives to other organizations. The Board Chair shall appoint such representatives, subject to ratification by the Board of Education.

## C. BOARD MEETINGS

### 1. Schedule

- a. On or as close to January 1 of each year as practical, but no later than the second Monday in January, the Board of Education shall conduct an Organizational Meeting. The purposes of such meeting shall include:
  - 1) Election of officers
  - 2) Designation of Board committee structure
  - 3) Appointment of Board representatives to other bodies
  
- b. The Board will also annually designate official relationships, approve membership in professional organizations, and ratify all policies. Additional items may include (but are not limited to):
  - 1) Designation of Official Cash Depositories; Official Investment Brokers; Machine-Signed Signatures; Authorize Personnel; Auditor; Financial Advisors; Construction Manager; Engineer
  - 2) Designation of Official Newspaper, Radio Station, and Bulletin Board
  - 3) Waive Statutory Pledge Requirements

### 2. Agendas

- a. Board agendas will be prepared according to a schedule established by the Superintendent. The following is a one-month example:

#### **SEPTEMBER 12 REGULAR BOARD MEETING**

Wednesday,	Aug. 17	- Agenda Items Due to Superintendent
Monday,	Aug. 22	- If available, first draft of agenda reviewed at Board Work
Tuesday,	Aug. 23	- If available, first draft of agenda reviewed at Strategy Meeting
Tuesday,	Aug. 30	- Reviewed at Strategy Leadership Team Meeting
Tuesday,	Sept. 6	- Reviewed at Strategy Leadership Team Meeting
Tuesday,	Sept. 6	- Finalized by Board Chair, Vice Chair and Superintendent
Thursday,	Sept. 8	- Public Agenda Posted
Friday,	Sept. 9	- Board packets released to Board
Friday,	Sept. 9	- Board packets released to public
Monday,	Sept. 12	- Regular Board Meeting

- b. Board members may place items on the agenda for Regular Board Meetings or Work Sessions by contacting the Board Chair, Vice Chair or the Superintendent, or for a Regular Board Meeting, at the time the tentative agenda is reviewed at a prior work session. After the agenda has been prepared and posted, new items may be considered for placement on the agenda at the Regular Board Meeting under the "Approval of Agenda" item.

- c. The Board shall annually review and establish its Regular Board Meeting agenda format. The format shall include a "Consent Agenda" which provides for routine items to be enacted with one motion. There will be no separate discussion of these items unless a Board member or citizen so requests, in which event the item will be removed from the Consent Agenda and addressed in sequence. Changes in agenda format may be approved by the Board during the school year.
- d. Board packets will be prepared in BoardBook and released to Board members so that they can be downloaded no later than three (3) days prior to a Regular Board Meeting.
- e. All Board meeting agendas and notices shall be posted on the District website, and the official bulletin board.

### 3. **Conduct of Meetings**

- a. The rules of parliamentary procedure in the latest edition of Robert's Rules of Order shall prevail if there is any question concerning the conduct of any meeting.
- b. Voting on Motions/Resolutions
  - 1) When calling for a vote on a motion, the Board Chair will use the following procedure:
    - All in favor say "Aye."
    - All against say "No."
    - Any abstentions?
  - 2) In the event of a divided voice vote, the Board Chair may request a roll call vote.
  - 3) The Board Chair will vote last on all motions and resolutions and will summarize the vote tally.
  - 4) The Clerk will record all votes.
  - 5) Finance resolutions will have a roll call vote.
- c. Public hearings may be established by Board action for specific purposes.

### 4. **Public Participation in School Board Meetings and Work Sessions**

- a. Audience Opportunity to Address Board

The School Board shall normally provide a specified period of time during a Regular Board Meeting where citizens may address the School Board on any topic, subject to the limitations of policy. The School Board reserves the right to allocate a specific period of time for this purpose and limit time for speakers accordingly. If a group wishes to address the Board, the Board may request that a group representative speak on behalf of the group as a whole.

- b. Agenda Items
  - 1) Citizens who wish to address the School Board on a particular subject may speak during the discussion of that item only at the discretion of the Board Chair.
  - 2) The School Board Chair will recognize one speaker at a time and only those speakers recognized by the Chair will be allowed to speak. Each speaker must fill out a form that discloses their name, address, and the issue they would like to speak on.
  - 3) The School Board retains the discretion to limit discussion of any agenda item to a reasonable period of time as determined by the School Board.
  - 4) The School Board Chair shall promptly rule out of order any discussion by any person, including School Board members, that would violate the provision of state or federal law, Board Policy as specified, or the statutory rights or privacy of an individual.
  - 5) It is the practice of the School Board not to engage in discussion or debate with the speaker during the Board meeting. The School Board may follow up with the speaker at a later date, or may designate staff members to follow up with the speaker.

## 5. Record of Meetings

- a. The Board Clerk is legally responsible for the official Board records; however, the Board delegates to the Superintendent the responsibility for providing the personnel and equipment for Board meeting record keeping.

- b. The Board minutes will record votes as follows (samples):

Unanimous voice vote: "The motion carried unanimously."

Roll call vote on a motion: "The motion carried unanimously with a roll call vote;" or, "A roll call vote was taken and the following voted in favor thereof: (names will be listed); and the following voted against the same: (names will be listed); whereupon said motion carried (or failed) on a (numbers to be inserted) vote."

Standard resolution roll call vote: "Board member (name) introduced the (title of resolution) and moved its adoption. The motion was seconded by Board member (name)." The vote will be recorded either with "The resolution carried unanimously with a roll call vote;" or "The following voted in favor thereof: (names will be listed); and the following voted against the same: (names will be listed); whereupon said resolution was declared duly passed and adopted (or failed) on a (numbers to be inserted) vote."

- c. Regular Board Meetings will be video recorded and may be broadcast live; Special Board Meetings will be audio recorded.

- d. All Board Work Sessions will be audio recorded and tapes will be kept on file for a period of ninety (90) days.
- e. Published minutes will list a summary of Board Action and Other Business items. Individual gifts will not be published, but the official packets available in the District Administration Building will be retained with complete information.
- f. Minutes of all Regular and Special Board Meetings will be kept on file in the Superintendent's Office. Official minutes will be bound in some manner, and/or digitally filed on the district network, and maintained as a permanent record in the District Administration Building.

#### **D. OTHER BOARD PROCEDURES**

##### 1. Access to Administrative Support

- a. Board members should direct requests for information to the following:
  - 1) Superintendent of Schools
  - 2) Executive Director of Human Resource Services
  - 3) Executive Director of Teaching and Learning
  - 4) Executive Director of Finance and Business Services
  - 5) Executive/Administrative Assistant
- b. The Administration will furnish all Board members with information prepared at the request of an individual Board member.

##### 2. Legal Advice

- a. The Superintendent is empowered to seek legal counsel as required during the normal course of business and within the limits of the budget.
- b. If there are legal concerns involving the Board and the Superintendent, the Board Chair is empowered to seek legal counsel.

##### 3. Attendance at State and National Meetings of School Board Organizations

- a. The School Board feels it is beneficial to have representation at state and national meetings of School Board organizations with consideration given to timely issues and the established budget.

##### 4. News Media/Board Relations

- a. When the Board issues news releases and/or responds to questions from the media, the "official" spokesperson for the School Board will be the Board Chair.

- b. Board agenda materials will be available to the public at the same time they are released to School Board members. Items of new Board business should not be given to the public other than through release of Board agenda materials.
- c. When individual Board members speak to the news media, they should issue a standard disclaimer that emphasizes: "These are my personal views and do not necessarily reflect the views of the full School Board."
- d. The Superintendent will administer a district public communications strategy according to the guidelines established under Board Policy 901.

## **AGENDA FORMAT SAMPLE**

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- 1. CALL TO ORDER**
- 2. APPROVAL OF AGENDA AND CONSENT AGENDA ITEMS**

Consent Agenda items are considered to be routine in nature and will be enacted by one motion. There will be no separate discussion of these items unless a Board members or citizen so requests, in which event the item will be removed as a Consent Agenda item and addressed. Consent Agenda Items are as follows:

  - A. Approval of Minutes
  - B. Finance and Business Recommendations
  - C. Human Resource Recommendations
  - D. Others
- 3. REPORTS FROM ORGANIZATIONS**
  - A. Student Council Representative
- 4. RECOGNITIONS**
  - A. Retirees
  - B. Employee of the Month
  - C. Others
- 5. STUDENT CURRICULUM PRESENTATION**
- 6. ADMINISTRATIVE REPORTS AND RECOMMENDATIONS**
  - A. Superintendent  
(Items will be listed as 1., 2., etc.)
  - B. Teaching and Learning  
(Items will be listed as 1., 2., etc.)
  - C. Finance and Business Services  
(Items will be listed as 1., 2., etc.)
  - D. Human Resource Services  
(Items will be listed as 1., 2., etc.)
- 7. OTHER BOARD ACTION**

(Items will be listed as 1., 2., etc.)
- 8. BOARD REPORTS**
- 9. AUDIENCE OPPORTUNITY TO ADDRESS SCHOOL BOARD**

This section of the agenda provides an opportunity for those who have called in and placed their names on the list and for members of the audience who wish to address the School Board.
- 10. ADJOURN**

# RESPONSIBILITIES OF THE SCHOOL BOARD

## BOARD DUTIES

- Hire Superintendent, who is an ex-officio member of the board, and Delegate Authority
- Oversight of Human, Financial, and Facility Resources
- Set Policy and Judicial Review
- Collective Bargaining
- Community Relations and Advocacy

## CHAIR DUTIES

- Per MN Statute
- Preside at all meetings M.S. 123B.14, Subd. 2
  - Represent district in all actions M.S. 123B.14, Subd. 2
  - Countersign orders M.S. 123B.14, Subd. 2
  - Is a voting member M.S. 13D.01, Subd. 4
  - And all duties usually incumbent on such officer M.S. 123B.14, Subd. 2
  - Draw orders in absence of clerk M.S. 123B.14, Subd. 2

Per Best Practice

- Guide board process
- Develop agenda with superintendent
- First point of contact with superintendent

## VICE CHAIR DUTIES

Per Best Practice

- Exists per district policy
- Performs "Chair duties" during absence of the Chair
- Additional duties as assigned by the Chair or Board

## CLERK DUTIES<sup>1</sup>

Per MN Statute

- School district elections (notice, candidate filing, ballots, absenteees, returns, results) MSBA Service Manual Chapter 14
- Keep records, make and issue reports M.S. 123B.14, Subd. 14
- Draw orders for payments M.S. 123B.14, Subd. 14

Note: The MSBA Service Manual provides detail references and commentary on MN Statutes that effect School Districts.

## TREASURER DUTIES<sup>1</sup>

Per MN Statute

- Make deposits M.S. 123B.14
- Pay Bills M.S. 123B.12, 123B.26
- Promptly pay bills M.S. 471.425
- Make requested reports M.S. 123B.14
- And all duties usually incumbent on such officer M.S. 123B.14, Subd. 2

Per Best Practice

- Financial reporting oversight
- Financial procedure and controls oversight

<sup>1</sup> "... the board by resolution may combine the duties of the offices of clerk and treasurer in a single person in the Office of Business Affairs." Additionally, "The persons who perform the duties of the clerk and treasurer need not be members of the board." M.S. 123B.14, Subd. 1.  
In actual practice, that single person almost always delegates at least some of the duties to others.



**2020 Board of Education Officers**

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

Vice-Chair: \_\_\_\_\_

Clerk: \_\_\_\_\_

Treasurer: \_\_\_\_\_

\*The duties of clerk and treasurer may be combined under one Board representative. A one-time resolution must be passed should the Board decide to combine duties.

## Wayzata School Board Committees

### 1. Facilities Committee

**Purpose:** To oversee bond referendum, LTFM and other capital projects and to develop long-range plans for facilities development.

**Who attends:** Three board members and many from Administration including Finance, Building and Grounds, Communications, Technology and Teaching and Learning. Partners such as Wold and KA also send representatives.

**Meeting Date and Time:** Third Wednesday of each month, DAB 7:30-9am. This meeting time likely cannot change.

### 2. Finance Committee

**Purpose:** To provide guidance and support to the Finance department. To review the CFAC agenda and serve as Board representatives to the CFAC meeting. To provide oversight through the Other Post Employment Benefit (OPEB) committee.

**Who attends:** Three board members, Jim Westrum, Chace Anderson and other members of the Business office as needed.

**Meeting Date and Time:** Second Monday of the month at noon. The week is not flexible because of CFAC planning but the time may be. Attendance also required at CFAC (Third Tuesday 7:30-9am) and at OPEB (quarterly at 4:30). These times are not flexible.

### 3. Human Resources Committee

**Purpose:** To offer support and guidance to the Executive Director of HR.

**Who attends:** Three board members and Stacie Vos, Executive Director of HR

**Meeting Date and Time:** The committee must meet in advance of the regular board meeting, usually the first Wednesday of the month. Meetings have been held at noon or 7:30am in recent years. HR committee members also serve at Meet and Confer meetings when needed as well as level 4 grievance panels as needed.

### 4. Policy Committee

**Purpose:** To review District Policies and make recommendations for revisions, additions, or deletions as needed; consider and provide guidance on questions of policy or district regulations; maintain policy adherence to state and federal law.

**Who attends:** Three board members, Dr. Anderson and members of the SLT as needed.

**Meeting Date and Time:** Monthly, times have varied in recent years.

### 5. Stakeholders Committee

**Purpose:** To support the communications and engagement team in connecting with the community through electronic and print publications, media relations, crisis

communications and other district initiatives; to incorporate student voice and stakeholder voice.

**Who attends:** Three board members and Amy Parnell, Director of Communications.

**Meeting Date and Time:** May be flexible.

#### **6. Teaching and Learning Committee**

**Purpose:** To review processes and long-range planning for educational recommendations, to review and recommend changes to policies pertaining to teaching and learning, to meet and work with the Directors of Teaching and Learning and Curriculum and Instruction regarding education issues, to discuss technology, gifted and talented services, equity and Q-Comp related issues, to examine academic achievement reports and closely monitor efforts to close the achievement gap.

**Who attends:** Three board members, Jill Johnson, Shelley Nelson, Chace Anderson, sometimes Principals or students.

**Meeting Date and Time:** The committee has been meeting on the second Wednesday of the month from 1-3pm. The meeting day and week is somewhat flexible, but the time needs to be within the school day to accommodate the frequent visits by Principals, students of other school staff.

#### **7. Superintendent Evaluation Committee**

**Purpose:** To plan, facilitate, and document the annual Superintendent review process, including goal setting, a mid-year check in and the annual end of the year review.

**Who attends:** Three board members.

**Meeting Date and Time:** As needed and set by the chair of the committee.

## 2020 Board of Education Committees

### FACILITIES DEVELOPMENT AND LONG RANGE PLANNING

Purpose: To oversee bond referendum and other capital projects; develop long-range plans for facilities development.

Meets: Monthly: third Wednesday from 7:30-9:00 am

Members: **Chair** \_\_\_\_\_  
Alternate \_\_\_\_\_  
Alternate \_\_\_\_\_

Admin Liaison: Jim Westrum, Executive Director of Finance and Business Services

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### FINANCE AND BUSINESS

Purpose: To provide guidance and support to the Finance department; review the CFAC agenda and serve as Board representative to the meetings; provide oversight through the OPEB committee.

Meets: Monthly: third Monday from 12:00-1:30 pm

Members: **Chair** \_\_\_\_\_  
Alternate \_\_\_\_\_  
Alternate \_\_\_\_\_

Admin Liaison: Jim Westrum, Executive Director of Finance and Business Services  
Chace B. Anderson, Superintendent of Schools

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### HUMAN RESOURCES

Purpose: To offer support and guidance to the Executive Director of Human Resources.

Meets: Monthly

Members: **Chair** \_\_\_\_\_  
Alternate \_\_\_\_\_  
Alternate \_\_\_\_\_

Admin Liaison: Stacie Vos, Executive Director of Human Resource Services

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## TEACHING AND LEARNING

Purpose: To review processes and long-range planning educational recommendations; review and recommend changes to policies pertaining to teaching and learning; meet and work with the Directors of Teaching and Learning and Curriculum and Instruction regarding educational issue; discuss Technology, Gifted and Talented, Equity, and Q-Comp related issues; hear academic achievement reports, and closely monitor efforts to close the achievement gap.

Meets: Monthly: third Wednesday from 1:15-3:15 pm

Members: **Chair** \_\_\_\_\_  
Alternate \_\_\_\_\_  
Alternate \_\_\_\_\_

Admin Liaison: Jill Johnson, Executive Director of Teaching and Learning

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## STAKEHOLDER RELATIONS

Purpose: To support the communications and engagement team in connecting with the community through electronic and print publications, media relations, crisis communications and other district initiatives.

Meets: Monthly

Members: **Chair** \_\_\_\_\_  
Alternate \_\_\_\_\_  
Alternate \_\_\_\_\_

Admin Liaison: Amy Parnell, Director of Communications and Community Involvement

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## SUPERINTENDENT'S EVALUATION/COMPENSATION

Purpose: To plan, facilitate, and document the annual Superintendent review process, including goal setting, a mid-year check-in, and the annual end of year review.

Meets: As required

Members: **Chair** \_\_\_\_\_  
Alternate \_\_\_\_\_  
Alternate \_\_\_\_\_

Admin Liaison: Chace B. Anderson, Superintendent of Schools

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## POLICY AND REGULATION REVIEW

Purpose: To review district policies and make recommendations for revision, addition, or deletion as needed; consider and provide guidance on questions of policy or district regulation; maintain policy adherence to state and federal laws.

Meets: Monthly: third Thursday from 1:00-2:00 pm

Members: **Chair** \_\_\_\_\_  
**Alternate** \_\_\_\_\_  
**Alternate** \_\_\_\_\_

Admin Liaison: Chace B. Anderson, Superintendent  
Stacie Vos, Executive Director of Human Resource Services  
Jill Johnson, Executive Director of Teaching and Learning  
Jim Westrum, Executive Director of Finance and Business Services



## **2020 Board of Education Appointments**

<b>Organization</b>	<b>Board Representative</b>	<b>Alternate</b>
Association of Metropolitan School Districts (AMSD)		
Caring for Kids Initiative (CFKI) / Great Expectations		
Citizens Financial Advisory Council (CFAC)		
Community Education Advisory Council (CEAC)		
Curriculum, Instruction, and Technology Advisory Committee (CITAC)		
District Liaison Committee	Rotation	
Great Expectations Mental Health Committee		
Intermediate District 287		
Legislative Action Committee (LAC)		
Metropolitan Educational Cooperative Service Unit (Metro ECSU)		
Minnesota School Board Association (MSBA)		
Minnesota State High School League (MSHSL)		
Partners For Healthy Kids		
Partners In Prevention (PIP)		
Q-Comp		
Wayzata Education Fund (WEF)		



## Board of Education

### 2020 School Board Meetings

Date	Meeting Type
<b>January 13</b>	<b>Organizational/Regular Meeting</b>
January 27	Work Session
<b>February 10</b>	<b>Regular Meeting</b>
February 24	Work Session
<b>March 9</b>	<b>Regular Meeting</b>
March 23	Work Session
<b>April 13</b>	<b>Regular Meeting</b>
April 27	Work Session
<b>May 11</b>	<b>Regular Meeting</b>
May 18	Work Session
<b>June 8</b>	<b>Regular Meeting</b>
June 22	Work Session
<b>July 13</b>	<b>Regular Meeting</b>
July 27	Work Session
<b>August 10</b>	<b>Regular Meeting</b>
August 24	Work Session
<b>September 14</b>	<b>Regular Meeting</b>
September 29	Work Session* Tuesday
<b>October 12</b>	<b>Regular Meeting</b> (Columbus Day - Board Action taken to allow this date)
October 26	Work Session
<b>November 9</b>	<b>Regular Meeting</b>
November 23	Work Session
December 7	Special Work Session – Organizational
<b>December 14</b>	<b>Regular Meeting</b>
December 21	Work Session

Unless otherwise indicated, Regular School Board meetings are scheduled to convene at 7:00 p.m. at Wayzata City Hall, 600 Rice St., Wayzata and School Board Work Sessions begin at 4:00 p.m. at the District Administration Building, 210 County Road 101 North, Plymouth, Minnesota. Should a particular agenda item or anticipated size of audience warrant holding a Regular Board meeting or Work Session at one of the schools, notices will be posted.

**ALL BOARD MEETINGS ARE OPEN TO THE PUBLIC** – A list of agenda items for each Work Session, Regular and Special Board meeting is available prior to the meeting. The School Board’s official bulletin board is located outside the front entrance of the District Administration Building, 210 County Road 101 North, Plymouth. In addition, all **Regular** Board meetings are recorded and posted online for later viewing. Public comment is available during Regular meetings.

Annual School Board Compensation 2018

Key Messages

	Chair	Vice-Chair	Clerk	Treasurer	Directors
<b><u>Wayzata Annual Compensation</u></b>	\$ 5,100	\$ 4,320	\$ 4,320	\$ 4,320	\$ 4,320
Average all Districts	\$ 5,173	\$ 4,603	\$ 4,573	\$ 4,533	\$ 4,533
Above (below) Average	\$ (73)	\$ (283)	\$ (253)	\$ (213)	\$ (213)
Average all Districts excluding Orono	\$ 5,543	\$ 4,932	\$ 4,900	\$ 4,857	\$ 4,857
Above (below) Average	\$ (443)	\$ (612)	\$ (580)	\$ (537)	\$ (537)
<b><u>Wayzata Compensation per Student</u></b>	\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Average all Districts	\$ 1.09	\$ 0.96	\$ 0.96	\$ 0.95	\$ 0.95
Above (below) Average	\$ (0.64)	\$ (0.58)	\$ (0.58)	\$ (0.57)	\$ (0.57)
Average all Districts excluding Orono	\$ 1.17	\$ 1.03	\$ 1.02	\$ 1.02	\$ 1.02
Above (below) Average	\$ (0.72)	\$ (0.64)	\$ (0.64)	\$ (0.64)	\$ (0.64)
Average all Districts > 5,000 students	\$ 0.59	\$ 0.52	\$ 0.51	\$ 0.51	\$ 0.51
Above (below) Average	\$ (0.14)	\$ (0.14)	\$ (0.13)	\$ (0.13)	\$ (0.13)
Average all Districts > 10,000 students	\$ 0.57	\$ 0.51	\$ 0.50	\$ 0.49	\$ 0.49
Above (below) Average	\$ (0.12)	\$ (0.13)	\$ (0.12)	\$ (0.11)	\$ (0.11)
<b><i>What happens if per student compensation is</i></b>	\$ 0.49	\$ 0.42	\$ 0.42	\$ 0.42	\$ 0.42
<i>Annualized (Round down)</i> 11330	\$ 5,500	\$ 4,700	\$ 4,700	\$ 4,700	\$ 4,700
<i>Dollar increase in compensation</i>	\$ 400	\$ 380	\$ 380	\$ 380	\$ 380
<i>Percent increase in compensation</i>	7.84%	8.80%	8.80%	8.80%	8.80%

Note: This Analysis compares compensation for school board officers in the 284 MSBA Director District and includes Wayzata Compensation for officers.

Annual School Board Compensation 2018  
Compensation Comparison

District	16-17 Students	Chair	Vice-Chair	Clerk	Treasurer	Directors
Osseo Area Schools	20,600	\$ 10,200	\$ 9,000	\$ 9,300	\$ 9,000	\$ 9,000
Robbinsdale Area	12,400	\$ 7,800	\$ 6,900	\$ 6,600	\$ 6,600	\$ 6,600
Wayzata	11,330	\$ 5,100	\$ 4,320	\$ 4,320	\$ 4,320	\$ 4,320
Minnnetonka	10,500	\$ 6,000	\$ 5,250	\$ 4,500	\$ 4,500	\$ 4,500
Bloomington	10,401	\$ 7,200	\$ 7,200	\$ 7,200	\$ 7,200	\$ 7,200
Eden Prairie	8,900	\$ 6,600	\$ 4,800	\$ 4,800	\$ 4,800	\$ 4,800
Edina	8,500	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400
Hopkins	6,800	\$ 5,975	\$ 5,257	\$ 5,257	\$ 5,257	\$ 5,257
St. Louis Park	4,600	\$ 3,225	\$ 3,225	\$ 3,225	\$ 3,225	\$ 3,225
Richfield	4,300	\$ 6,600	\$ 6,000	\$ 6,300	\$ 6,000	\$ 6,000
Orono	2,800	\$ -	\$ -	\$ -	\$ -	\$ -
Brooklyn Center	2,400	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000
Westonka	2,300	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400
St. Anthony-New Brighton	1,826	\$ 4,800	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000
Intermediate #287	1,186	\$ 4,300	\$ 3,300	\$ 3,300	\$ 3,300	\$ 3,300
<b>Average Annual Compensation</b>		<b>\$ 5,173</b>	<b>\$ 4,603</b>	<b>\$ 4,573</b>	<b>\$ 4,533</b>	<b>\$ 4,533</b>
<b>Average Annual Comp (exclude Orono)</b>		<b>\$ 5,543</b>	<b>\$ 4,932</b>	<b>\$ 4,900</b>	<b>\$ 4,857</b>	<b>\$ 4,857</b>
Wayzata		\$ 5,100	\$ 4,320	\$ 4,320	\$ 4,320	\$ 4,320
Above (below) Average		\$ (73)	\$ (283)	\$ (253)	\$ (213)	\$ (213)
Above (below) Average (exlude Orono)		\$ (443)	\$ (612)	\$ (580)	\$ (537)	\$ (537)

Note: This Analysis compares compensation for school board officers in the 284 MSBA Director District and includes Wayzata Compensation for officers.

Annual School Board Compensation 2018  
Comparison per Student

District	16-17 Students	Chair	Vice-Chair	Clerk	Treasurer	Directors
Osseo Area Schools	20,600	\$ 0.50	\$ 0.44	\$ 0.45	\$ 0.44	\$ 0.44
Robbinsdale Area	12,400	\$ 0.63	\$ 0.56	\$ 0.53	\$ 0.53	\$ 0.53
Wayzata	11,330	\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Minnnetonka	10,500	\$ 0.57	\$ 0.50	\$ 0.43	\$ 0.43	\$ 0.43
Bloomington	10,401	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69
Eden Prairie	8,900	\$ 0.74	\$ 0.54	\$ 0.54	\$ 0.54	\$ 0.54
Edina	8,500	\$ 0.28	\$ 0.28	\$ 0.28	\$ 0.28	\$ 0.28
Hopkins	6,800	\$ 0.88	\$ 0.77	\$ 0.77	\$ 0.77	\$ 0.77
St. Louis Park	4,600	\$ 0.70	\$ 0.70	\$ 0.70	\$ 0.70	\$ 0.70
Richfield	4,300	\$ 1.53	\$ 1.40	\$ 1.47	\$ 1.40	\$ 1.40
Orono	2,800	\$ -	\$ -	\$ -	\$ -	\$ -
Brooklyn Center	2,400	\$ 2.08	\$ 2.08	\$ 2.08	\$ 2.08	\$ 2.08
Westonka	2,300	\$ 1.04	\$ 1.04	\$ 1.04	\$ 1.04	\$ 1.04
St. Anthony-New Brighton	1,826	\$ 2.63	\$ 2.19	\$ 2.19	\$ 2.19	\$ 2.19
Intermediate #287	1,186	\$ 3.63	\$ 2.78	\$ 2.78	\$ 2.78	\$ 2.78
<b>Average Annual Compensation</b>		<b>\$ 1.09</b>	<b>\$ 0.96</b>	<b>\$ 0.96</b>	<b>\$ 0.95</b>	<b>\$ 0.95</b>
<b>Average Annual Comp (exclude Orono)</b>		<b>\$ 1.17</b>	<b>\$ 1.03</b>	<b>\$ 1.02</b>	<b>\$ 1.02</b>	<b>\$ 1.02</b>
Wayzata		\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Above (below) Average		\$ (0.64)	\$ (0.58)	\$ (0.58)	\$ (0.57)	\$ (0.57)
Above (below) Average (exlude Orono)		\$ (0.72)	\$ (0.64)	\$ (0.64)	\$ (0.64)	\$ (0.64)

Note: This Analysis compares compensation for school board officers in the 284 MSBA Director District PER STUDENT and includes Wayzata Compensation for officers.

Annual School Board Compensation 2018  
Comparison > 5000

District	16-17 Students	Chair	Vice-Chair	Clerk	Treasurer	Directors
Osseo Area Schools	20,600	\$ 0.50	\$ 0.44	\$ 0.45	\$ 0.44	\$ 0.44
Robbinsdale Area	12,400	\$ 0.63	\$ 0.56	\$ 0.53	\$ 0.53	\$ 0.53
Wayzata	11,330	\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Minnetonka	10,500	\$ 0.57	\$ 0.50	\$ 0.43	\$ 0.43	\$ 0.43
Bloomington	10,401	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69
Eden Prairie	8,900	\$ 0.74	\$ 0.54	\$ 0.54	\$ 0.54	\$ 0.54
Edina	8,500	\$ 0.28	\$ 0.28	\$ 0.28	\$ 0.28	\$ 0.28
Hopkins	6,800	\$ 0.88	\$ 0.77	\$ 0.77	\$ 0.77	\$ 0.77
<b>Average Annual Compensation</b>		<b>\$ 0.59</b>	<b>\$ 0.52</b>	<b>\$ 0.51</b>	<b>\$ 0.51</b>	<b>\$ 0.51</b>
Wayzata		\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Above (below) Average		\$ (0.14)	\$ (0.14)	\$ (0.13)	\$ (0.13)	\$ (0.13)

Note: This Analysis compares compensation for school board officers in the 284 MSBA Director District PER STUDENT for districts with enrollment > 5000 and includes Wayzata Compensation for officers.

Annual School Board Compensation 2018  
Comparison > 10000

District	16-17 Students	Chair	Vice-Chair	Clerk	Treasurer	Directors
Osseo Area Schools	20,600	\$ 0.50	\$ 0.44	\$ 0.45	\$ 0.44	\$ 0.44
Robbinsdale Area	12,400	\$ 0.63	\$ 0.56	\$ 0.53	\$ 0.53	\$ 0.53
Wayzata	11,330	\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Minnetonka	10,500	\$ 0.57	\$ 0.50	\$ 0.43	\$ 0.43	\$ 0.43
Bloomington	10,401	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69	\$ 0.69
<b>Average Annual Compensation</b>		<b>\$ 0.57</b>	<b>\$ 0.51</b>	<b>\$ 0.50</b>	<b>\$ 0.49</b>	<b>\$ 0.49</b>
Wayzata		\$ 0.45	\$ 0.38	\$ 0.38	\$ 0.38	\$ 0.38
Above (below) Average		\$ (0.12)	\$ (0.13)	\$ (0.12)	\$ (0.11)	\$ (0.11)

Note: This Analysis compares compensation for school board officers in the 284 MSBA Director District and includes Wayzata Compensation for officers.

## Annual School Board Compensation 2018

## Raw Data

District	16-17 Students	Chair	Vice-Chair	Clerk	Treasurer	Directors
Bloomington	10,401	\$ 7,200	\$ 7,200	\$ 7,200	\$ 7,200	\$ 7,200
Brooklyn Center	2,400	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000
Eden Prairie	8,900	\$ 6,600	\$ 4,800	\$ 4,800	\$ 4,800	\$ 4,800
Edina	8,500	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400
Hopkins	6,800	\$ 5,975	\$ 5,257	\$ 5,257	\$ 5,257	\$ 5,257
Intermediate #287	1,186	\$ 4,300	\$ 3,300	\$ 3,300	\$ 3,300	\$ 3,300
Mnetonka	10,500	\$ 6,000	\$ 5,250	\$ 4,500	\$ 4,500	\$ 4,500
Orono	2,800	\$ -	\$ -	\$ -	\$ -	\$ -
Osseo Area Schools	20,600	\$ 10,200	\$ 9,000	\$ 9,300	\$ 9,000	\$ 9,000
Richfield	4,300	\$ 6,600	\$ 6,000	\$ 6,300	\$ 6,000	\$ 6,000
Robbinsdale Area	12,400	\$ 7,800	\$ 6,900	\$ 6,600	\$ 6,600	\$ 6,600
St. Anthony-New Brighton	1,826	\$ 4,800	\$ 4,000	\$ 4,000	\$ 4,000	\$ 4,000
St. Louis Park	4,600	\$ 3,225	\$ 3,225	\$ 3,225	\$ 3,225	\$ 3,225
Wayzata	11,330	\$ 5,100	\$ 4,320	\$ 4,320	\$ 4,320	\$ 4,320
Westonka	2,300	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400	\$ 2,400
<b>Average Annual Compensation</b>		<b>\$ 5,173</b>	<b>\$ 4,603</b>	<b>\$ 4,573</b>	<b>\$ 4,533</b>	<b>\$ 4,533</b>
<b>Average Annual Comp (exclude Orono)</b>		<b>\$ 5,543</b>	<b>\$ 4,932</b>	<b>\$ 4,900</b>	<b>\$ 4,857</b>	<b>\$ 4,857</b>

**Board Member Technology Needs:**

If board members would like to continue using their iPads, we may need to provide updated technology. If you prefer not to use the district iPad, you can return it to technology via Ashley. Please let Ashley know if you would like to upgrade your iPad, or simply return it.

The Board Chair can request a laptop instead of an iPad if they so wish. Any other Board member who would like to request a laptop instead of an iPad can do so through the Board Chair; pending approval on the Board budget.

iPad, Keyboard, Case - \$500 - \$800 depending on model and accessories.  
Laptop - \$1200

**WAYZATA PUBLIC SCHOOLS**

**Independent School District 284**

**Wayzata, Minnesota**

**2020 BOARD OF EDUCATION CONTACT LIST**

\*Board positions will be updated after the January meeting.

<b>CHAIR</b>	<b>Sarah Johansen</b> (Kurt) 5535 Shenandoah Lane North Plymouth, MN 55446 <a href="mailto:sarah.johansen@wayzataschools.org">sarah.johansen@wayzataschools.org</a>	<u>Children</u> Emma Annika Quinn	Cell: 612-702-9560 Home: 763-951-3113
<b>VICE-CHAIR</b>	<b>Andrea Cuene</b> (Jim) 18320 48th Avenue North Plymouth, MN 55446 <a href="mailto:andrea.cuene@wayzataschools.org">andrea.cuene@wayzataschools.org</a>	<u>Children</u> Cooper Eli	Cell: 763-458-1252 Home: 763-478-4997
<b>CLERK</b>	<b>Chris McCullough</b> (Pam) 12930 34th Avenue North Plymouth, MN 55441 <a href="mailto:chris.mccullough@wayzataschools.org">chris.mccullough@wayzataschools.org</a>	<u>Children</u> Lauren Caroline	Cell: 952-250-6106 Home: 763-557-1199
<b>TREASURER</b>	<b>Cheryl L. Polzin</b> (Andy) 18605 29th Avenue North Plymouth, MN 55447 <a href="mailto:cheryl.polzin@wayzataschools.org">cheryl.polzin@wayzataschools.org</a>	<u>Children</u> Nathan Alec Hannah	Cell: 612-998-4980 Home: 763-473-3949
<b>DIRECTOR</b>	<b>Linda A. Cohen</b> (Henry) 2402 Oakland Road Minnetonka, MN 55305 <a href="mailto:linda.cohen@wayzataschools.org">linda.cohen@wayzataschools.org</a>	<u>Children</u> Laura Andy Will	Cell: 952-544-1817 Home: 952-546-5002
<b>DIRECTOR</b>	<b>Bonita Lucky</b> (Curtis) 5096 Yuma Lane North Plymouth, MN 55446 <a href="mailto:bonita.lucky@wayzataschools.org">bonita.lucky@wayzataschools.org</a>	<u>Children</u> Brianah Cameron	Cell: 901-620-1776
<b>DIRECTOR</b>	<b>Seanne Falconer</b> (James) 2005 Archer Lane North Plymouth, MN 55447 <a href="mailto:seanne.falconer@wayzataschools.org">seanne.falconer@wayzataschools.org</a>	<u>Children</u> Auggie Beau	Cell: ?
<b>EX OFFICIO</b>	<b>Chace B. Anderson</b> (Barb) 6204 Urbandale Lane North Maple Grove, MN 55311 <a href="mailto:chace.anderson@wayzataschools.org">chace.anderson@wayzataschools.org</a>	<u>Children</u> Paul Emily	Cell: 763-202-5797 Home: 763-208-5867 Barb: 763-229-6636