

Bishop Foley Catholic High School - Board of Directors

Guidelines for Board Operations

Purpose:

The purpose of the Bishop Foley Catholic High School Board of Directors is to give direction and guidance to school administration, subject to the Church's law and regulations that may come from the Archbishop of Detroit or the Archdiocesan Department of Catholic Schools.

The Mission of Bishop Foley Catholic High School:

Bishop Foley Catholic High School is a Christ-centered, co-educational Catholic community that accompanies students on their individual spiritual and academic journey to become servant leaders in an environment that fosters growth, opportunity, and success in preparation for college and beyond.

Role of the Board of Directors:

The Board of Directors has the responsibility to ensure operations advance the schools mission and give guidance through the following:

1. Set goals for the school's one, three and five year plans
2. Set strategic plans for the future of the school, focusing on the larger scale goals
3. Support and advise the School Principal
4. Advocate for the school throughout the community
5. Demonstrate commitment to the school's mission, vision and goals
6. Examine and approve annual budget
7. Form and direct *ad hoc* committees for the school, as necessary
8. Direct the building and maintenance committee projects
9. Setting strategic fundraising goals for major projects

Responsibilities NOT granted to the Board of Directors

- The Board of Directors are not involved in the day-to-day operations of the school – this is up to the administration; although the board may be consulted from time to time at the discretion of the Principal.
- The Board of Directors will not make decisions on matters of student discipline, admissions, or other student affairs, on an individual or group basis; although the board may be consulted from time to time at the discretion of the Principal.
- The Board of Directors will not be responsible for human resources matters involving the staff, although the board may be consulted from time to time at the discretion of the Principal.

Board of Directors Limitation of Liability:

- No individual board member shall be liable for any action, or failure to act, in any legal matter pertaining to the school.

Membership

- Members of the Board of Directors are appointed by the Board of Members.
- Members of the Board of Directors serve for one year terms, renewable yearly by the Board of Members at the Annual Meeting.
- A member of the Board of Directors is encouraged to have their term renewed so long as they continue to be in good standing with requirements, and wish to serve the community of Bishop Foley Catholic High School
- Membership of the Board of Directors will be no fewer than five (5) and no greater than twenty (20).
- Terms will be linked with the calendar year of the school, beginning July 1 of each year, and ending June 30 of the following year.
- A member of the Board of Directors must uphold the faith and mission of Bishop Foley Catholic High School, the Archdiocese of Detroit, and the Holy Catholic Church
- Membership requirements:
 - Individuals must be a practicing Catholic in good standing
 - With the exception of clerics, individuals must provide a letter of nomination from the pastor of their current parish
 - Individuals must demonstrate a commitment to the vision and mission of Bishop Foley Catholic, through past and current actions
 - Individuals must not take a public stance against the policies and beliefs of the school and church while serving in their representative role as a member of the Board of Directors of Bishop Foley Catholic High School
 - Individuals must be understanding of the need for confidentiality of certain information discussed at meetings, and will not release personnel, financial, or other private information without a decision by the board to publish this information in an update to the community
- Membership Application and Approval
 - Vacancy/available position information, whether present or anticipated, will be announced to the community via the Board of Directors page of the BFC Website, as well as put forward in other school and community communications (social media, email, etc.). The Board of Directors page of the BFC website has information regarding nominations and/or self-nominations
 - An individual who applies (or is invited to apply) for a position on the Board of Directors will provide a letter of application to the Board Chair, along with the aforementioned recommendation/nomination letter from his or her pastor. This should be done via email sent to boardchair@bishopfoley.org
 - Applications will be reviewed by the Board of Directors at the next meeting

- An action item will be added to the agenda to review the information, and, if the applicant is considered to be a benefit to the board, to send a recommendation that they be appointed to a term by the Board of Members.
 - The Board of Members will appoint recommended applicants to a term of one year, renewable, on the Board of Directors
- Members, eligible and sought:
 - With respect to necessary qualifications, connections, and roles, a member would be considered eligible, and sought, for membership on the Board of Directors. While there are multiple roles listed, not all are necessary to be filled in order to have a full board; these are simply the manner in which the Board of Directors and its members demonstrate an invested connection to the mission and future of Bishop Foley Catholic High School:
 - Priests *In Solidum* or Pastor/Parochial Vicars assigned to the Family of Parishes that includes Guardian Angels Parish (*ex-officio**)
 - Former Parent
 - Alumnus/Alumna
 - Building/Contractor Representative
 - Individuals with experience in Education, including teachers or other school professionals (not currently employed by Bishop Foley Catholic High School)
 - Individuals with experience in Fundraising, Development, and Marketing
 - Individuals with business experience that can be of benefit to the goals and direction of the school
 - * These roles are considered *ex-officio*, meaning that they exist by virtue of the position, and whomever the current person assigned to as a primary pastor of a parish within the Family of Parishes, will be a member of the Board of Directors. These individuals have full voting rights.
 - The Emmaus Group Family of Parishes includes: Guardian Angels Catholic Church, Clawson; Christ Our Light! Parish, Troy; St. Anastasia Parish, Troy; St. Elizabeth Ann Seton, Troy; and St. Lucy Croatian Parish, Troy.
 - Ex-officio members will not serve as Board Chair
 - The School Principal serves as the Secretary of the organization, and thus attends all meetings, but is not a member of the Board of Directors and does not have a voting role in Board Decisions.
- Individuals not eligible for membership:
 - Per establishment guidelines put forth in the Canonical and Legal Statutes that established the Board of Members and Board of Directors, individuals in the following capacity are not permitted to serve on the Board of Directors

- Any person who currently has a student enrolled at Bishop Foley Catholic High School
- Any individual who does not meet the guidelines set and required for membership on the Board of Directors

Meeting Scheduling and Format

- The Board of Directors will meet monthly, on the 4th Monday of each month, with alternate dates as needed for holidays or other events (scheduled in advance). The meetings will be held on-site at Bishop Foley Catholic High School, and will begin at 6:30pm, unless an alternative time has been decided upon and communicated to all.
 - As Bishop Foley Catholic High School is a private school, and this governing board is one that oversees a private organization, meetings of the Board of Directors are not subject to the open meetings act, and are not open to the public.
- Meetings will be called to order by the Board Chair, who will ensure fidelity to the agenda throughout the meeting. A chair will be elected from the membership.
- The meeting agenda will be prepared by the Board Chair and the Principal, serving as Board Secretary.
 - Individuals who are non-members may be invited to attend, in order to present on information or clarify events/actions related to the school. This occurs at the invitation of the Board Chair or by vote of the Board of Directors, and the individual will be listed on the agenda.
- The format of the meeting will include the Principal's report on the school, as well as other reports/updates from individuals invited to the meeting as needed. Committee reports will also be shared, as well as communication received by the Board Chair or Principal regarding matters that have been asked for consideration before the board, with decisions made by the board on how best to proceed with the matter as it was brought forward.
- Once yearly, and more often as needed (by request or invitation), the Superintendent, or his designee (the Associate Superintendent assigned to Bishop Foley Catholic High School) will be asked to come to a meeting of the board to discuss, and to hear, updates for both Archdiocesan Schools as a whole, and Bishop Foley Catholic as an institution.
- The Board of Directors may decide to call a special meeting that follows a different style of organization than the normal format, including a Town Hall meeting, listening session, or formal reporting such as the State of the School, the last of which should be held annually.
- Any member who is not able to attend the meeting must inform the Chairperson and/or Board Secretary prior to the meeting. Those present and absent will be noted in the minutes of the meeting

Voting:

The standard parliamentary procedure for any motion considered by the Board of Directors will apply

- A decision to make a purchase, create a committee, recommend action, approve a change, etc. will be discussed by the board and considered to be “before the board”
- A member will state that they “motion” to take an action on that decision (approve, affirm, deny, table)
- A second member will state that they support the motion going forward as stated
- A roll call of members, by the Chairperson, will allow each member to vote in the affirmative, “aye,” or, “yea,” or in opposition, “no,” or “nay,” on the motion as it is presented
 - Any member who has a direct connection to the result of the decision, whether they stand to benefit from it, or would be negatively impacted personally, may decide to abstain, and will state as such when called upon
- A passing vote is a simple majority of the assembled members
- A quorum, which is required for voting, connects to the minimum number of voting members required to establish a majority. This number is based upon the total amount of members currently assigned to the Board of Directors, whether ex-officio or appointed.
- All members are expected to vote based upon their dedication to the school and its mission, and not on any prior relationship with a member of the school staff
- Abstention from voting:
 - Individuals may decide to abstain from voting will inform the Board Chair and membership of their decision to do so prior to the call for a vote, during the discussion of the item, attempting to resolve any conflict that would require an abstention prior to the motion for a vote.

Committees Established by the Board of Directors

The Board is responsible for directing *Ad Hoc* Committees and groups, as well as connecting these groups, so as to ensure they work together for the common goals of the school. While not all committees will require immediate establishment, the Finance Committee will need to be created immediately in order to have qualified individuals who can analyze and interpret financial data, provide summaries, and advise the board. Current committees established, also known as “Focus Groups,” are as follows:

- **Finance Committee**
- **Building and Grounds Committee:**
 - Directed by a full building audit, the purpose of this committee is to ensure efficient, safe and well-maintained facilities and grounds
 - Responsibilities include: Interpreting the Building Audit, creating a five-year plan of priorities for building maintenance, including preventative maintenance
- **Marketing and Development Committee**
 - Review current run of year-to-year school funding events
 - Provide support to the Alumni Board and associated committees
 - Seek funding sources for, and promote, the priorities of “major” maintenance projects, as identified by Buildings and Grounds

- This includes grants, direct fundraising and other sources
- **Admissions and Retention Committee**
- **Academic Committee**
- **Athletic Committee**
- **Catholic Identity Committee**

A description of the role and purpose of each committee, as well as the Director(s) in charge of that committee and their contact information, will be posted and updated on the Board of Directors page of the BFC Website.

Minutes:

- Minutes will be taken by the Board Secretary, or an individual appointed at each meeting to be the Recording Secretary, during the meeting. These minutes are released to members within five days of the meeting.
- Minutes are normally approved at the following meeting, but a release of information may be made to the community sooner if 1) the need to release information to the community is determined and discussed at the time of the meeting, and 2) the finalized communication is reviewed at or after the meeting – in the case of the latter, this is done via email
- A record of all meeting minutes and resolutions of the Board of Directors in Lieu of a Meeting will be retained by the Secretary of the Corporation in the school archives, as well as in the cloud version of the Corporate Record Book
- The Secretary of the Corporation (the Principal) will be responsible for the Corporate Record Book, the scheduling of the annual meeting and the filing of the annual report with the Licensing and Regulatory Affairs department of the State of Michigan.

Yearly Activities to be observed by the Board of Directors

- In order to ensure fidelity to established guidelines, both new and existing members will review the procedures, duties, and responsibilities of the Board of Directors, so as to ensure that all are trained and aware of the role that they hold as a member of the Board of Directors
 - At the time of this yearly review, the office of Board Chair may be opened for re-nomination of the current board chair, or selection of a different member to serve as Board Chair
- Yearly, the members of the Board of Directors will take time together to embark on a one-day spiritual retreat, so as to center decisions, mindset, and goals are focused upon the responsibility to be faithful to the mission of Bishop Foley Catholic High School, and to give thanks and draw inspiration from the master teacher, Jesus Christ our Lord.