

**Diocese of Grand Rapids  
Grand Rapids, MI  
Parish-Owned Elementary Schools – Pastor**

**Saint Thomas the Apostle School  
BYLAWS – BOARD OF DIRECTORS**

**PREAMBLE**

Catholic schools in the Roman Catholic Diocese of Grand Rapids are established to carry out the teaching ministry of the Catholic Church. As such, the religious and educational work shall at all times continue to be in accordance with the teachings and laws of the Roman Catholic Church and the Diocese of Grand Rapids.

At this time, it is the intention of the Pastor of Saint Thomas the Apostle School to establish a Board of Directors\* to assist in the governance of Saint Thomas the Apostle School. This Board of Directors is established consistent with policies, procedures, guidelines, regulations, and Best Practices promulgated by the Superintendent of Schools for the Diocese of Grand Rapids.

**INTRODUCTION AND RATIONALE**

This Board of Directors shall have as its primary concern the ministry of Catholic elementary school education: the spiritual, intellectual, physical, emotional, and social development of the students. The Board of Directors, operating in conformity with the policies of the Diocese of Grand Rapids, under the guidance of the Diocesan Office of Catholic Schools, the Superintendent of Schools, and the Pastor of Saint Thomas the Apostle School, shall concern itself with local school policy matters pertaining to the general excellence of Catholic education at Saint Thomas the Apostle School.

Working in close collaboration with its administrative officer, the Principal, and hearing its many publics, this Board of Directors shall formulate local school policies that will enable the school to reach its agreed upon goals. These goals will be related to, but not limited to, the overall goals established by the Diocese of Grand Rapids.

**ARTICLE I – NAME**

The name of this body shall be the Saint Thomas the Apostle School Board of Directors, herein after referred to as the Board.

*\*The Board of Directors shall operate as a Board of Limited Jurisdiction as defined in A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH (NCEA, 1987, 2<sup>nd</sup> Edition 2009).*

**ARTICLE II – PURPOSE AND FUNCTION**

Section 2.1 – Establishment

The Board of Directors is established by the Pastor as defined for a Board of Limited Jurisdiction in *A PRIMER ON EDUCATIONAL GOVERNANCE IN THE CATHOLIC CHURCH* (J. Steven O'Brien, Ed., Washington, D.C., NCEA, 1987, 2<sup>nd</sup> Edition 2009).

## Section 2.2 – Purpose

Subject to the reserved powers enumerated below, the Board shall be responsible to the Pastor for:

1. Strategic planning.
  2. Formulation of local school policies, other than those held in reserved powers, to guide planning and administration in the areas of:
    - a. Academic affairs;
    - b. Student affairs;
    - c. Faith community affairs;
    - d. Business affairs;
    - e. Development affairs.
- All policies must be consistent with and not contradict Diocesan policies.**
3. Evaluation:
    - a. Of the Principal according to the process established by the Superintendent of Schools;
    - b. Of effectiveness of local school policies and plans;
    - c. Of effectiveness of Board operations;
    - d. Of mission effectiveness.
  4. Oversight of financial operations.
  5. Oversight of and participation in institutional advancement/development programs designed to attract human and financial resources.
  6. Mission effectiveness.

## Section 2.3 – Reserved Powers

The Pastor of Saint Thomas the Apostle Parish, as the representative of the Bishop of Grand Rapids, in conjunction with the Superintendent of Schools, reserves to himself the following powers:

	<u>Pastor</u>	<u>SS</u>	<u>Bishop/ CFO</u>
1. Approval of the philosophy and mission statements for the school.	*	*	*
2. Establishment of the Board of Directors as a Board of Limited Jurisdiction.	*		*
3. Appointment of Directors.	*	*	
4. Approval of the bylaws for the Board of Directors.		*	*
5. Approval for all capital improvements, additions, structural changes.	*		*
6. Approval for all borrowings.	*		*
7. Approval and ratification of annual operating budgets.	*	*	*
8. Appointment of legal counsel and approval to initiate or defend litigation.	*	*	*
9. Approval of auditing counsel (when applicable).	*	*	*
10. Oversight to ensure no alienation of Church property.	*	*	*
11. Appointment, evaluation, renewal, or termination of the Principal/CEO, in consideration of the Board’s recommendation according to the process established by the Superintendent of Schools.	*	*	

Note: #3 Directors are appointed by the Pastor/CA in accordance with the criteria provided in bylaws as approved by the Superintendent of Schools.

Note: The Bishop of the Diocese of Grand Rapids (Bishop) specifically reserves powers listed in Items #5, 6, 7, 8, 9, and 10 above to himself pursuant to existing Diocesan policy and procedures.

The Superintendent of Schools, Diocesan Finance Officer, and General Counsel for the Diocese may be involved in carrying out these reserved powers.

### **ARTICLE III – RELATIONSHIP WITH OTHER GROUPS**

#### Section 3.1 – Diocese of Grand Rapids

Regular information from the Diocese of Grand Rapids concerning Diocesan policies impacting Catholic elementary education shall be provided by the Principal as inservice to the Board. The Principal shall implement Diocesan policies approved by the Bishop and promulgated by the Diocesan Superintendent of Schools.

#### Section 3.2 – Pastor

A Pastor is appointed by the Bishop of the Diocese of Grand Rapids with duties and responsibilities as set forth in the Pastor’s job description. The Pastor is the administrative and spiritual leader of Saint Thomas the Apostle School. The Board of Directors shall work in close collaboration with the Pastor, respecting the reserved powers held by the Pastor on behalf of the Bishop.

#### Section 3.3 – Parish Pastoral Council

The pastoral Council is one of the primary means by which laity participate in ministry of service to the parish, in which responsibility can be shared, and in which pastoral activity can be fostered. In order that a structure be operative in parishes for this to take place, the Bishop, after having consulted with his Presbyteral Council, can require that such councils be established in parishes of the diocese (canon 536). While the universal law of the church does not require pastoral councils, the church of Grand Rapids considers such councils to be a necessary and important part of each parish and their institution is mandated. The pastoral Council is a consultative body to the Pastor (canon 536, n. 2.). The board may consult with the Pastoral Council at the Pastor’s discretion on matters of important pastoral and spiritual concerns.

#### Section 3.4 – Parish Finance Council

Universal church law requires that each parish have a Finance Council which acts according to the general and diocesan norms (canon 537). A Finance Council helps ensure accountability for and responsibility with the contributions of the community and provides trust and credibility with the parishioners and society. The Finance Council is a consultative body to the Pastor. The board should consult with the Finance Council at the Pastor’s discretion in business and financial affairs.

#### Section 3.5 – Parent Organization (HSA)

An officer of the parent organization, or a designated representative appointed by the Principal, shall serve as an ex officio member of the Board. The relationship between the Board and the parent organization shall be characterized by a common vision, clarity of responsibilities, good communication, and collaboration.

#### Section 3.6 – Faculty

The relationship between the Board and the faculty shall be characterized by mutual support, good communication and cooperation. The Principal represents the faculty to the Board. From time to

time, teachers and/or administrative team members may be invited to share information with the Board on matters concerning the school. The Board shall have no role in hiring, evaluating, terminating, or renewing teachers.

## **ARTICLE IV – MEMBERSHIP**

### **Section 4.1 – Membership Defined**

The Board shall consist of a minimum of nine (9), but not more than seventeen (17) members (Directors) appointed by the Pastor with categorical membership as follows:

- I. Parents (no more than 40% of membership)
- II. Alumni/parents of alums
- III. Leaders within the civic, business, and professional communities
- IV. Parishioners

Note: 90% of Board members shall be practicing Catholics in good standing with the Church.

### **Section 4.2 – Ex Officio Member**

An officer or a designee of the parent organization shall serve as an ex officio member of the Board with full voting rights. An alumni association, booster organization, or other approved organization may also appoint an ex officio member to the Board without voting rights upon formal approval by the Board and ratification by the Pastor. In addition, the Principal shall serve as a non-voting, ex officio member of the Board. The Principal shall act as administrative officer to the Board.

### **Section 4.3 – Nominations**

The Board shall establish an internal policy with regard to nominations. The Committee on Directors, consisting of the administrative officer and three Directors appointed by the chairperson of the Board, shall seek out and prepare a slate of prospective nominees who meet the following criteria:

- a. Interest in and commitment to Catholic education in general, and a specific commitment to the mission and philosophy of Saint Thomas the Apostle School.
- b. Availability to attend meetings and periodic in-service programs and to participate in committee work.
- c. Ability to maintain high levels of integrity and confidentiality.
- d. Ability to deal with situations as they relate to the good of Saint Thomas the Apostle School.
- e. Capacity to give witness to Catholic and moral values within the school community.
- f. Willingness to participate in and provide leadership for resource development programs for the school. It is the expectation that all Directors will financially support the school to the best of their ability, consistent with the Board's goal as presented in the annual development plan.

### **Section 4.4 – Exclusions**

Employees of the school or parish, and their immediate family, other than those who serve in ex officio positions, may not sit on the Board. The term *immediate family* shall be defined as spouse, child, parent, brother, sister, or in-laws.

#### Section 4.5 – Appointments and Terms

Each Director, other than a Director who serves ex officio, shall be appointed by the Pastor for a three-year term. Each ex officio Director shall serve only during the time he or she serves in the designated position for which they were appointed to the Board.

In order to provide for staggered terms, the initial Directors shall be divided into three groups of as nearly equal membership as possible with the term for one group of Directors expiring each year during a three-year period. Directors may be reappointed provided, however, that no Director shall serve more than two terms consecutively regardless of whether any such term shall be less than three years. Directors shall be eligible for reappointment after having not served on the Board for one year.

#### Section 4.6 – Resignation and Removal of Directors

Any Director may resign at any time by giving written notice to the chairperson of the Board. Such resignation shall take effect at the time specified therein.

A Director may be removed by the Pastor if it is deemed by the Pastor that removal is in the best interest of the school.

#### Section 4.7 – Vacancy

Any vacancy on the Board may be filled by the Pastor upon recommendation of the Board chairperson and Principal for the unexpired portion of the term in the same manner as provided for in the original appointment.

#### Section 4.8 – Attendance

Any Director who shall be absent from a total of three (3) Board meetings in a year shall be deemed to have resigned as a Director unless reinstated with written approval of the Pastor.

### **ARTICLE V – OFFICERS**

#### Section 5.1 – Titles/Positions

The officers of the Board shall be the chairperson, vice-chairperson, and secretary. They shall be elected annually by the Board membership, subject to ratification by the Pastor.

#### Section 5.2 – Election of Officers

The election of officers shall take place at the annual meeting in June.

#### Section 5.3 – Executive Committee

The Executive Committee shall consist of the Principal serving as administrative officer and the chairperson, vice-chairperson, and secretary.

#### Section 5.4 – Duties

The duties of the officers shall be:

- a. Chairperson – The chairperson shall preside at all regular and special meetings of the Board. The chairperson shall also preside at Executive Committee meetings at which the Board agenda and packet is prepared. The chairperson, with Board approval, shall have authority to assign additional duties and responsibilities to individual Directors.

No individual shall be eligible to serve as chairperson of the Board without having completed two years of service on the Board. The chairperson of the Board shall be required to be a practicing Catholic.

- b. Vice-Chairperson – In the absence of the chairperson, the vice-chairperson shall perform all duties of the chairperson. The vice-chairperson shall also be a member of the Executive Committee.
- c. Secretary – The secretary shall be responsible for keeping accurate minutes; for keeping a record of the appointment of all committees of the Board; and for all correspondence. Any of the duties of the secretary may be performed by an assistant secretary who shall be responsible to and report to the secretary. The secretary shall also be responsible for keeping a permanent record of attendance, terms and committee assignments, and all reports and documents related to Board activities.

The secretary, in cooperation with the Principal, acting as administrative officer to the Board, shall ensure the timely distribution of Board member packets in advance of Board meetings.

- d. Administrative Officer – The Principal shall serve as administrative officer to the Board. The Principal may also call meetings of the Executive Committee and shall be responsible for bringing information to the Board, including Diocesan policies, procedures, regulations, Best Practices, and plans.

#### Section 5.5 – Term

The term of office for Board officers shall begin with their election in June and end with the election of their successor the following year. No individual may serve more than two (2) consecutive terms as Board chairperson.

### **ARTICLE VI – MEETINGS**

#### Section 6.1 – Regular Meetings

Regular meetings of the Board shall be held bimonthly, at least six (6) times per year. It is assumed that the standing committees of the Board will meet in the alternating months. Regular meetings of the Board shall be held in the school or parish facility.

#### Section 6.2 – Special Meetings

Special meetings may be called by the Pastor, the chairperson, the Principal, or by written request of one third (1/3) of Directors. Written notice must be provided at least five (5) days prior to special meetings.

### Section 6.3 – Annual Meeting

The annual meeting shall be held in June of each year.

### Section 6.4 – Meeting Protocol

All regular meetings of the Board shall be open to all interested parties, and notice of all regular meetings shall be posted and publicized in school memos and newsletters.

If any person, other than a Board member, wishes to present a matter to the School Board, that person must obtain the approval of the Chair and Executive Committee at least ten days prior to the meeting in order to place the matter on the agenda. The request for inclusion of a matter on the agenda must be submitted in writing and be accompanied by an explanation of the item.

The Board shall establish an internal Board policy dealing with “closed meetings” or executive sessions.

### Section 6.5 – Executive Session

All meetings of the Board, both regular and special, shall be open to the public unless the Board Chair or the Board by majority vote deems it necessary for the Board to go into Executive Session for discussion and deliberation. Confidential personnel matters, grievances, and security measures are to be addressed in Executive Session. Executive Sessions are closed to the public. All votes following an executive session shall be taken in open session.

## **ARTICLE VII – RULES OF ORDER**

### Section 7.1 – Consensus

As much as possible, the Board shall reach consensus on all actions. Consensus is defined as the willingness of all attending members to support a decision being made. If consensus cannot be reached, the Board will utilize parliamentary procedures.

### Section 7.2 – Parliamentary Rules

Where necessary, parliamentary rules may be employed using Robert’s Rules of Order (latest copyright) as a guide. The chairperson shall appoint a parliamentarian when appropriate.

### Section 7.3 – Policy Issues

Decisions which establish policy or deal with other major issues cannot be made at the meeting at which they are introduced. The formulation of policy occurs after additional consultation and clarification. At that time, the Board begins its decision-making process.

### Section 7.4 – Quorum

A simple majority of the voting members of the Board shall constitute a quorum for each meeting.

## **ARTICLE VIII – COMMITTEES**

### Section 8.1 – Standing Committees

The standing committees of the Board shall be:

1. Executive Committee;
2. Mission Effectiveness Committee;
3. Policy and Planning Committee;
4. Buildings and Grounds Committee;
5. Finance Committee;
6. Committee on Directors;
7. Development Committee;
8. Marketing Committee;
9. Communication Committee.

### Section 8.2 – Committee Charges

Specific committee charges shall be adopted each year by the Board at its annual meeting. Members of standing committees shall be appointed by the chairperson of the Board. Committee chairpersons must be members of the Board, although committee members may be drawn from outside of the Board membership. The chairperson of the Board and the administrative officer of the Board shall be ex officio members of all standing committees.

### Section 8.3 – Special or Ad Hoc Committees

Special or ad hoc committees shall be established by action and approval of the Board.

## **ARTICLE IX – COMPENSATION**

Directors shall not receive compensation for their services. However, bona fide expenses may be reimbursed.

## **ARTICLE X – CONFLICT/DUALITY OF INTEREST**

Any Director having an interest in a contract or other transaction (including academic and/or student affairs) coming before the Board or a committee of the Board shall give prompt, full, and frank disclosure of said interest to the Board chair prior to the Board acting on such contract or transaction. Upon such disclosure, the Director's interest shall be presented to the full Board. The Board shall determine, without participation by the interested member, at such time as disclosure



is made to that body, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board determines that such a conflict is deemed to exist, such Director shall not vote on, or use personal influences on, or participate in the discussions or deliberations with respect to such contract or transactions.

For purposes of this section, a person shall be deemed to have an interest in a contract or other transaction if he or she is a party (or one of the parties) contracting or dealing with the school, or is a director, partner, officer, or spouse of a director, partner, officer, or has a significant financial or influential interest in, the entity contracting or dealing with the school.

**ARTICLE XI – INDEMNIFICATION**

The Diocese of Grand Rapids shall indemnify all Directors for any alleged act of negligence or omission resulting in damage or injury if the volunteer was acting in good faith and within the scope of his or her authority; the volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct; the volunteer’s conduct was not an intentional tort; the volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.

**ARTICLE XII – AMENDMENTS**

These bylaws may be amended only following a two-thirds (2/3) majority vote of the Board and written approval by the Pastor. Directors must receive written notice about amendments one month before the vote to amend.

*Approved by:*

\_\_\_\_\_  
Superintendent of Schools

\_\_\_\_\_  
Date

*Ratified by:*

\_\_\_\_\_  
Pastor

\_\_\_\_\_  
Date

AMENDMENTS TO THE BYLAWS SPECIFIC TO  
SAINT THOMAS THE APOSTLE SCHOOL

Pursuant to the process described above in Article XII- AMENDMENTS, the Saint Thomas the Apostle School Board of Directors enacts the following six (6) Amendments to the Bylaw model provided for School Boards by the Diocese of Grand Rapids. All provisions found in the Amendments are to be deemed as authoritative and binding upon the Board as those found in the Bylaws above.

**AMENDMENT I**

An Amendment to ARTICLE IV- MEMBERSHIP, SECTION 4.1 – Membership Defined

**RATIONALE:** The Board respectfully notes the challenge of finding a pool of willing volunteers to serve as directors, who fulfill the categorical membership (Parents, Alumni, Community Leaders and Parishioners) described in I.-IV., while still respecting the proposed limitation on the percentage of parent participation. The Board foresees no challenge in meeting the recommendation that 90% of Board members shall be practicing Catholics in good standing with the Church.

**THEREFORE:**

“ARTICLE IV- MEMBERSHIP, Section 4.1 - Membership, parts I.-IV. will be construed as *aspirational* guidelines to be followed *when* possible, specifically the provision limiting parent participation to 40% or less.”

**AMENDMENT II**

An Amendment to ARTICLE IV- MEMBERSHIP, Section 4.3 – Nominations, adding Sub-section “g”.

**RATIONALE:** The Board sees a need to increase understanding of Board duties, increase continuity within its membership, and boost participation and membership of standing Board Committees.

**THEREFORE:**

“g. Whenever possible, willingness to participate and provide service to the school shall be demonstrated by participation on a Board committee for a minimum of one (1) year prior to being elected as a Director. The Board may also consider significant volunteerism with the school or parish provides a sufficient alternative to the recommendation for of one (1) year of Board committee service.”

**AMENDMENT III**

An Amendment to ARTICLE IV- MEMBERSHIP, Adding Section 4.4- Internal Policy with Regard to Nominations

**RATIONALE:** Section 4.3 states, “The Board shall establish an internal policy with regard to nominations.”

**THEREFORE:**

“The Secretary together with the Principal/Administrative Officer to the Board, will annually maintain a list of the terms of the currently serving Directors and office(s) and the Committee membership of each Director.

The Terms list shall be updated at the following times: the start of the fall semester, as Directors join or leave mid-year, and in advance of spring recruitment efforts and prior to elections/confirmations of new Directors in order to facilitate recruitment of new directors in appropriate numbers and with applicable skills sets and interests.

Directors shall give notice as soon as possible if they plan to leave the Board mid-year. Otherwise, in April, each Director will be asked to state if s/he will return to the Board for the following school year, state what Committee assignment is preferred and indicate whether s/he would be willing to serve as a Committee Chair or as an Executive Officer.

The Secretary together with the Principal/Administrative Officer to the Board, will encourage new participants to explore serving as a Board Director or Committee Member by publicizing the opportunities in: the school newsletter, in communications to school families, in the parish bulletin and by any other appropriate means (such as social media). The communication should: describe what service to the Board entails, highlight any particular skills or qualities a prospective candidate should possess, inform prospective candidates how to seek further information and/or make one's interest in serving on the Board known, and provide notice of any relevant deadlines.

The Principal/ Administrative Officer to the Board and the officers of the Executive Committee shall make themselves available to speak about Board service and answer questions from prospective candidates. When possible, an informational session shall be held the month before elections for new Directors. Additionally, when possible, prospective candidates shall be offered written information on the Board's duties, the Board's Committees, expectations of Board service, and advised of any possible bars to participation on the Board, for example potential conflicts of interest due to employment or business relationships with the school and/or parish.

All prospective candidates should be prepared to fill out an application describing one's contact information, interest in serving on the Board, and other relevant information allowing the Board to evaluate the candidate and present any special skills or diversity the candidate may bring to the Board. This information should be shared with voting Directors prior to

Prospective candidates must be approved by a majority vote of the Board's voting Directors prior to assuming office. If too many candidates are available, run-off elections may be held until an appropriate number of new Directors are selected. Each Prospective Director should be voted upon individually. Elections may be conducted by voice vote or in writing, at the discretion of the Board in the interest of efficiency. Results of the election shall be conveyed to candidate by either the Principal or the Chair of the Board.

To simplify tracking of terms, all spring elected Directors shall be deemed to have their terms begin in the fall of the next school year. New Directors may begin attending year end meetings to become familiar with Board business and methods. Terms of Directors who are elected mid-year prior to the February meeting shall be deemed to have had their terms begin in the fall semester of the current school year with the other Directors. Directors elected mid-year at or after the February meeting shall be deemed to have their terms start in the fall of the next school year.

This policy shall be reviewed yearly in April by: the Principal/Administrative Officer to the Board, the Committee on Directors, the Executive Officers of the Board and the Chair of the

Policy and Planning Committee prior to seeking out and preparing the slate of prospective nominees for Directors of the Board.”

#### **AMENDMENT IV (INCOMPLETE AS OF 5/29/18)**

An Amendment to ARTICLE IV- MEMBERSHIP Section 4.4 – Exclusions

##### **RATIONALE:**

The Board became aware of some inadvertent non-compliance with this Bylaw. Some of the 2017-2018 Board Directors work in part time positions for the school and/or spouses employed by either the school or parish.

The Board recognizes the importance of preserving the impartiality of its decisions and avoiding the appearance of conflicts of interest and/or partiality and wishes to be in compliance with its Bylaws. Likewise, the Board does not wish to lose Directors who joined the Board in good faith and who have been unbiased and productive during their Board service.

Therefore to resolve the issue of Directors who have already given faithful service and who may wish to serve out their remainder of their current term, the Board therefore proposes a “grandfathering provision.” This “grandfathering provision” shall remain in effect for the remainder of any current Director’s current three year term, but shall not apply to subsequent terms. The need for this grandfathering clause is expected to phase itself out by the start of the 2020-2021 school year.

Discuss: how to address Administration and Ex officio Directors. An Ex Officio Director has no voting rights, so may present less of a conflict, but also the VP of the Organization could be sent in the stead of the P when there is a conflict..... Need to maintain exclusion of Administration and full time teachers and staff families due to appearance of impropriety...

##### **THEREFORE:**

“The provisions of ARTICLE X- CONFLICT/DUALITY OF INTEREST shall be applied by extension to this Amendment.

#### **AMENDMENT V**

An Amendment to ARTICLE VI- MEETINGS, Section 6.1- Regular Meetings

RATIONALE: Section 6.1 states the need for regular meetings, “Regular meetings of the Board shall be held bimonthly, at least six (6) times per year.” Due to the need for continuity and the unpredictability of when topics requiring the Board’s consideration might arise, the recommendations in ARTICLE VI- MEETINGS, Section 6.1- Regular Meetings are construed as a recommendation for the *minimum* of times the Board should hold regular meetings.

##### **THEREFORE:**

“Regular meetings of the Board for Saint Thomas the Apostle School shall be held on a monthly basis throughout the school year, September through June. Due to the regular monthly meetings of the Board, Committee meetings shall be held every two months, or as needed.”

#### **AMENDMENT VI**

**An Amendment to ARTICLE VI- MEETINGS, Adding Section 6.6- Internal Policy and Procedure for Meeting in Executive Session**

RATIONALE: Section 6.4 in pertinent part states, “The Board shall establish an internal Board policy dealing with ‘closed meetings’ or executive sessions.” And Section 6.5 states, “Confidential personnel matters, grievances and security measures are to be addressed in Executive Session.”

{{Should the Board also consider the difference between discretion, secrecy, privacy, and confidentiality?}}

**THEREFORE:**

“When discussing or voting upon confidential personnel matters, grievances, security measures, and/or other sensitive matters that may arise for which the Board deems that public discussion is inadvisable, the Board shall go into a ‘closed meeting’ or ‘Executive Session.’ The Board may go into Executive Session during any of its meetings: Regular Meetings, Special Meetings, Annual Meetings and/or Committee Meetings, as the need arises. Executive Session shall be used sparingly and judiciously for the most sensitive matters.

An Executive Session may be proposed in advance of the meeting as part of the agenda or arise spontaneously. If the need for Executive Session is foreseen in advance of a meeting, notice that the Board will go into Executive Session for a portion of the meeting shall be provided with the regular notice of the meeting. Executive Sessions may be scheduled separately from Board meetings when it is known in advance that a personnel matter, grievance, or security matter needs to be addressed.

Any voting Director may move or second a motion to go into Executive Session as needed at any time during any meeting. Likewise, any voting Director may move or second a motion to end the Executive Session during a meeting. A simple majority vote will approve the motion to enter and/or end meeting in Executive Session. In the event of a tie, the Principal or Administrative Officer to the Board shall break the tie. The Executive Session shall last only as long as necessary for Directors to address the sensitive matter before it. Whenever possible, as a courtesy to all in attendance, the Executive Session of the Meeting shall be scheduled as the last item of business so that visitors and/or non-voting members of the Board may leave when the Executive Session begins.

After determining that the Board will enter Executive Session, visitors and non-voting members of the Board with the exception of those outlined below will be asked to step away from the meeting for the duration of the Executive Session, but may return for any remaining portion of the meeting after an Executive Session has ended. The only the following individuals shall be present during the Executive Session: those with business to be addressed in the Executive Session, Directors with voting rights, the Principal/Administrative Officer to the Board, and/or the Pastor.

The Minutes taken by the Secretary shall reflect: that the meeting went into Executive Session, the duration of the Executive Session portion of the meeting, any pertinent changes in those in attendance at the meeting during the Executive Session, and if possible, without violating confidentiality, record the topic of the Executive Session and/or any recommended outcome.”

*Approved by:*

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Superintendent of Schools

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Date

*Ratified by:*

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Pastor

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Date