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# LEADING TRENDS

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## Governance as Learned Behavior



Independent school governance is for the most part learned behavior. Governance templates acquired from American public schools or from the corporate sector are partially useful, but more often than not become misleading in terms of what is considered good practice. The underlying theories of governance differ, as does the jurisprudence concerning oversight and how much detail individual board members should know about management matters in the organizations.

225 S. Meramec, Suite 1024  
Saint Louis, Missouri 63121  
USA

+1.314.725.8889

[projects@ta-stl.com](mailto:projects@ta-stl.com)

Governance theory and the limits of board member liability are relatively dry, unexciting topics, at least to most people other than those of us who work with it every day, so one struggles to understand how impassioned and agitated some trustees become about what constitutes good governance. Even when one points out the convergence among many compendia of good practice (e.g., from NAIS, ECIS, CIS, AGB or others), often the response is that the circumstances warrant deviating in a given instance. For example, we recently heard from a board member that he understands the premise that the board shouldn't overrule the head of school on operational matters, but the head's recent decision on not renewing the contract of a long-serving teacher was wrong and that the board would be derelict in its duty if it didn't intervene.

This amounts to a "yes, but" sort of response. Yes, I understand the good practice, but the circumstances in this case mean that the board should act in a contrary way even if the situation does not involve illegal, immoral, or unethical misconduct on the part of the head. This sort of response is revealing: the conflict is not over governance theory or good practice, but rather about a particular board member's disagreement with a specific management decision, no matter how effusively the member may attempt to disguise her motive as being about good governance.

The above argument from a board member reverses the logic. As governance advisors, we are saying start with the general principles and apply them to the particular situation, in which agreement or disagreement with a specific head of school decision becomes irrelevant. The board member above is saying start with the specific situation and govern accordingly; in effect, "I don't like the decision, so the board should intervene to make a change before the fallout hurts the school."

Reversing the logic means that much (maybe all) board time will be spent either revisiting decisions made by management, or with debating the decisions management should make in specific cases. Either action flies in the face of both governance theory and good practice, and effectively means that the board itself manages the school, a demonstrated path to ruin.

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How, then, does the quality and outcome of decisions made by the head of school enter into the boardroom? The answer is as part of the head's annual performance review, wherein decision-making quality in the aggregate is one among many factors to consider. Even then, the board should hold the head accountable only for making decisions in accord with board-adopted policy; e.g., the codified directives reflecting how the board wants to see the school operate. In our experience, almost all head of school decisions that one or another board member disagrees with have been made consistent with policy. The disagreement, as in the

above example, is about the particulars—the specific teacher, child or program affected by the decision. The board may legitimately revisit policy to ensure that it still reflects the board's (as a

whole) wishes, but must avoid using the wishes of a single board member to make decisions about the future of the school.

Easier said than done, but being a capable board member is far from easy.

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By Marc T. Frankel, Ph.D., & Judith L. Schechtman, M.S.W., Senior Consultants and Partners  
Triangle Associates, St. Louis, Missouri USA

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