Our Children's Center
Board of Directors
Handbook
2024-25

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Purpose of the Board of Directors

The business and affairs of OCC are managed by the Head of School with oversight and support by the Board of Directors. The Board is the guardian of OCC, of its mission and future. The Board establishes and maintains the policies that ensure the good management of the daily operations, activities, properties, and affairs of OCC. The Board, with the school administration, share responsibility for vision, leadership, and planning for the school. The common goal is to enable OCC to reach greater levels of achievement in Montessori education and sustain OCC's long term stability in service to the children of our community.

Responsibilities of the Board of Directors

As the highest leadership body of the organization and to satisfy its fiduciary duties, the board is responsible for

- defining the mission of OCC and understanding its collective purpose
- selecting, supporting, and evaluating the performance of the Head of School
- ensuring strong fiduciary oversight and financial management
- strategic and organizational planning
- fundraising and resource development
- approving and monitoring the organization's programs and services
- enhancing the organization's public image
- assessing its own performance as the governing body of the organization
- ensuring legal and ethical integrity

Directors Duties, Commitment, and Responsibilities

Essential Non-Profit Board Member Duties

Duty of Care: Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will

Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; recognize and disclose conflicts of interest; make decisions that are in the best interest of the nonprofit, not of the individual

Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations, follows its own bylaws, and adheres to its stated purposes/mission

Director Commitment

Board members commit to an initial term of 18-26 months from the date of their election, with the goal of serving for two years. The primary membership nomination will take place in June, and directors will serve their initial 26 month term through the August meeting two years

following election. Members who join the Board any time after the June meeting will serve no less than 18 months, with their initial term ending after the August meeting no more than 25 months after election. After their initial term, board members may serve up to four consecutive one year terms.

Director Responsibilities

- Be informed about the organization's mission, services, policies, and programs
    - Know the school's mission, policies, programs, and needs as well as understand its collective purpose, visit and observe classrooms at least once a year, inform others about the organization, and advocate for the organization
- Participate in Board activities
    - Attend all board and committee meetings and functions, such as special events
    - Read and understand the financial statements and board materials in advance of meetings; attend and conscientiously participate in board meetings
    - Serve on at least one committee and take on specific roles/tasks therein
    - Follow conflict-of-interest and confidentiality policies
    - Identify tasks and creates job descriptions to ensure tasks are completed
    - Monitor achievements of the Board; take appropriate action to keep Board in line with objectives and goals
    - Respect the experiences of all who bring their voices and lived experiences into the boardroom and the organization
- Support the ongoing operations of the school
    - Carry out the by-laws, policies, and/or commitments of the school
    - Oversee and support the Head of School's operating plans for the school and performance of duties
    - Assist the board in carrying out its fiduciary responsibilities
- Strategic planning and oversight
    - Contribute to, evaluate, and support ongoing strategic planning
    - Support the Head of School in developing and evaluating the school strategic plan
    - Oversee the development of an annual budget to support the school's annual operating plan; adopt the budget, thereby approving ongoing expenses against the budget; and monitor the budget through the Treasurer and Finance Committee
    - Leverage connections, networks, and resources to develop collective action to achieve the organization's mission
- Participate in Board development activities, including suggesting nominees who can make significant contributions to the work of the board and the organization, assisting in recruitment and training of other Directors and committee members, annual self-evaluation, and board workshops, seminars, or other educational events

Officers Roles and Responsibilities

President

The President is the principal executive officer of OCC and, with the Board of Directors, directs, supervises, and supports all of the business and affairs of OCC. They preside when present at all the regular Board meetings and executive committee meetings, and report the condition of the business of OCC. The president can call meetings of the Board as necessary. Subject to Board approval, the president appoints all committee chairs. Subject to Board approval, the president signs all contracts with OCC. The president enforces the Articles of Incorporation incident to the office and which are required to be performed. The president is an ex-officio member of all committees. The President reports to and is supervised and accountable to the Board. The president supervises the Board, the Executive Committee, and Directors.

President Duties and Functions

- Serves as chair of the Board and Executive Committee; establishes agenda and conducts meetings
- Appoints all committee chairs and committee members; serves as a ex-officio member of all committees unless otherwise provided
- Signs all contracts of OCC including employment contracts
- Facilitating and overseeing the Board
    - Provides guidance and supervision to the Board
    - Ensures the execution of all resolutions of the Board
    - Ensures all Board plans are consistent with the strategic plan
    - Assists in recruitment of Directors and ensures performance is satisfactory
    - Provides reports on the status of programs and activities to the OCC constituency
    - Maintains an active, positive working relationship with the Head of School
- Financial oversight
    - Monitors the financial health of the school via the Treasurer
    - Ensures accounting systems reflect an accurate picture of OCC's financial status

Vice President

In the absence of the President, the Vice President performs the duties of the President and when so acting shall have all the powers and be subject to the responsibilities of the office of the President. Regarding succession, the Vice President is considered to be training for the role of President. The Vice President reports to and is supervised by the President.

Vice President Duties and Functions

- Acts for the President as required by performing such duties as presiding at meetings and chairing the Board, monitoring OCC's financial status, signing contracts, and making reports to the OCC constituency
- Assists the President in facilitating and overseeing the Board by ensuring Board plans are consistent with overall strategic plans, ensuring all Director's performance is satisfactory, and assisting in the recruitment of qualified Board Directors
- Performs other related duties as assigned, such as serving as chair to an OCC committee and taking on projects that relate to the overall program and activities of OCC

Secretary

The Secretary keeps the minutes of the meetings of the Board of Directors of OCC. The Secretary oversees all correspondence and communications of the Board and maintains and updates the notes of the Directors. The Secretary, with Board approval, can designate an assistant to record minutes of Board meetings, and further perform all duties incident to the office of the Secretary of the Board. The Secretary reports to and is supervised by the President.

Secretary Duties and Functions

- Records minutes of meetings, distributes them to the Directors for review in a timely manner, and moves for their adoption at the next regular meeting of the Board
- Maintains the permanent, official records of the Board, including minutes of all meetings and all addendum materials, records of all motions adopted/defeated by the Board, and aids with correspondence and communications of the Board alongside the President
- Serves on the Executive committee and functions as its secretary

Treasurer

The Treasurer is responsible for fulfilling the Board's responsibility to ensure the sound financial condition of the school, chairs the Finance committee, reviews the annual budget prior to its presentation to the Board, and has such other duties as the Board may assign. The Treasurer reports to and is supervised by the President.

Treasurer Duties and Functions

- Oversees the Head of School in the development of the income and expense budgets, including setting tuitions and fees, projecting annual income and expenses, monitoring overall debt and repayment plans, coordinating budget requests/requirements from administration to the Board, monitoring investments, and submitting budgets to the Finance Committee for approval

- Making adjustments and revisions to the financial plan with approval of the Finance committee and the Board
- Provides oversight of bookkeeping and accounting functions of the school
- Chairs the Finance committee, the work of which is outlined below
- Provides a monthly report of income and expenses to the Finance committee and Board
- Available to assist the school administration in the preparation of yearly financial data for the accountant and ensure year-end reports and tax docs are prepared in a timely fashion
- Facilitating the annual financial report and procuring audit as necessary
- Signs official checks as Treasurer

Board Committee Duties and Functions

The majority of active board work is performed by committees. These smaller groups find or are assigned tasks by the Board and president. The Board currently runs the following committees: Executive, Development, Finance, Health and Safety, and Community Group. Other committees and subcommittees can be added as needed. All committees report activities to the Board of Directors after meetings or as requested by the President.

Executive Committee

This committee is responsible for policies and activities related to personnel and matters designated in the by-laws. The committee is chaired by the President and consists of the Officers.

Executive Committee Duties and Functions

- Act for the Board in special emergency situations by responding to emergency situations and/or issues of a sensitive nature with competency and confidentiality, meeting to determine issues, strategies, responses, and plans of action, and enforcing the By-laws, policies, and continuing resolutions of the school
- Personnel policies and activities such as recommending personnel policies and documents for Board approval, completing the annual performance review for the Head of School, reviewing salary guidelines and wages with the Head of School
- Recommend nominees to the Board, ensuring appropriate communication with potential members and providing nominees with job descriptions, committee operating guidelines, and other materials to assist them in making a commitment to the school and Board
- Oversee the creation and maintenance of Board documents by maintaining and updating the Board Handbook as needed, maintaining the historical record of the Board, including meeting minutes and other such documents, and maintaining electronic files

Executive Committee Chair (President) is responsible for:

- Calling committee meetings, setting the agenda and providing any relevant materials in advance of meetings, running meetings efficiently, and following up with action items
- Overseeing and ensuring the completion of tasks or projects taken on by the committee

Finance Committee

This committee is responsible for the policies and activities related to financial operations. The Treasurer serves as Chair. The committee works with the Head of School to review the annual budget including discussion of annual tuition and school fees and salary and benefits for school employees, monitors the financial health of the school, and performs other duties as assigned.

Finance Committee Duties and Functions

- Policies and activities relating to financial operations
    - Reviewing financial reports and monitoring cash flow and investments
    - Working with the Development and Community Group Committees to provide proper reporting of all development and fundraising income
    - In the event of special circumstances, recommending changes to the financial plan for Board approval
- Annual budget review and proposal including expense and income budgets
- Annual tuition and school fee schedule review and proposal
- Annual salary and benefits for school employees review and proposal

Finance Chair (Treasurer) is responsible for:

- Calling committee meetings, setting the agenda and providing any relevant materials in advance of meetings, running meetings efficiently, and following up with action items
- Overseeing and ensuring completion of any tasks or projects taken on by the committee

Development Committee

This committee is responsible for recommending policies to the Board regarding fundraising and other giving programs for the School and monitoring the implementation of those policies. The Development Committee is also responsible for establishing all major fundraising campaigns and managing each campaign to successful conclusion. The Development Committee may perform other duties as assigned.

Development Committee Duties and Functions

- Cooperate with the Head of School to develop long range fundraising plans and goals and revisit these plans on an annual basis

- Provide planning and support for the annual giving campaign, EITC fundraising, and other special fundraising programs as assigned/approved by the Board
- Maintaining databases of donor and alumni information using online platforms, ensuring donor stewardship

Development Committee Chair is responsible for:

- Calling committee meetings, setting the agenda and providing any relevant materials in advance of meetings, running meetings efficiently, and following up with action items
- Working with the Head of School and other Board members to develop projects and actions for the committee, specifically those tasks focused on large-scale fundraising and strategic development of the school
- Accepting or assigning tasks to committee members and overseeing to completion any tasks or projects taken on by the committee
- Seeking support from other committees or sources as needed to complete the tasks
- Reporting committee activities to the Board at monthly meetings as needed

Health and Safety Committee

This committee is responsible for developing and maintaining up-to-date policies regarding the health and safety of all students and staff of OCC. It is responsible for ensuring a safe environment for children and adults. The committee will establish and maintain up-to-date procedures and policies regarding the health and safety of school students, employees, and facilities, in addition to other responsibilities as assigned by the Board of Directors.

Health and Safety Committee Duties and Functions

- Review family handbook annually to evaluate and modify illness policies as necessary
- Review staff handbook annually to evaluate and modify all facets of health and safety policies as necessary
- Monitor the interior and exterior school environment for any safety concerns
- Address safety concerns brought to the Board or Head of School as needed

Health and Safety Committee Chair is responsible for:

- Calling committee meetings, setting the agenda and providing any relevant materials in advance of meetings, running meetings efficiently, and following up with action items
- Working with the Head of School and other Board members to develop projects and actions for the committee, specifically those focused on health and safety issues
- Accepting or assigning tasks to committee members and overseeing to completion any tasks or projects taken on by the committee
- Seeking support from other committees or sources as needed to complete the tasks
- Staying up to date on relevant issues concerning health policy

- Reporting committee activities to the Board at monthly meetings as needed

Community Group Committee

This committee is responsible for developing a strong school community. The committee works with the Head of School to support school social events, to support teachers and staff, and to support the families of the school community. The Community Group meets monthly and attendance of those meetings is open to the entire school community. The chair is responsible for hosting and leading meetings and coordinating events, and is in charge of running communications with the wider school community via the CG email account, monthly newsletter, and the OCC Community Group Facebook group.

Community Group Committee Duties and Functions

- Coordinate and facilitate social events including monthly morning coffees, park playdates, and other school-wide social events
- Plan and coordinate small-scale fundraisers including monthly restaurant nights, Bike Rodeo, and other fundraisers as decided through the year
- Host teacher appreciation events
    - Plan and implement events to coincide with National Teacher Appreciation week
    - Coordinate holiday gifts for teachers
- Provide ongoing communication with families regarding Board and committee activities via the Community Group email account and monthly newsletter
- Cooperate with the Head of School and Board of Directors to identify additional occasions and events for which parental involvement is needed, and special events and needs of OCC families to which a Board response is appropriate

Community Group Chair is responsible for:

- Working with the Head of School and other Board members to develop projects and actions for the committee
- Working with the Treasurer and Office Manager to track financial expenses and income
- Overseeing creation and dissemination of monthly newsletter to inform community members about upcoming events, plans, and achievements, maintaining the mailing list
- Scheduling monthly meetings, sending out the agenda and link in advance of meeting, running meetings, keeping up-to-date notes, and following up with action items
- Empowering members to initiate and lead community-oriented events and activities, designating committee members to lead established tasks and providing support
- Seeking support from other committees or sources as needed to complete tasks
- Reporting committee activities to the Board at monthly meetings as needed

Board Meetings

Schedule: Regular board meeting times are set by the current Board members. Currently, meetings are scheduled on the second Wednesday of the month at 8pm via Zoom except for the August orientation, which is held in-person. Meetings are moved up a week if there is a conflicting holiday or scheduled break. There are no meetings in January and July.

Typical Agenda:

Call to Order	Announcement of quorum
Approval of Minutes	Review of minutes, approval by consent
Officer Reports	Head of School, Treasurer, Committee Chair(s)
Unfinished Business	Review of old business, discussion, motion(s), vote(s)
New Business	Presentation of new business, discussion, motion(s), vote(s)
Announcements	Action items, next meeting schedule
Adjournment	Motion to adjourn, second, vote

Minutes for Board and committee meetings are available to all Board members upon request; minutes from the previous monthly Board meeting will be included with the agenda sent out in advance of upcoming meetings. Minutes typically include:

- The type of meeting being held; date, time and place of meeting
- Names of chair, person taking minutes, and everyone in attendance
- Approval of past meeting minutes with any corrections
- Summaries of reports, links if available
- Exact final statement of all motions with specific details
- Results of all votes, including online votes if applicable
- Action items for followup

Meeting Principles and Procedures

To reach established goals for Board meetings as efficiently as possible, Robert's Rules of Order were created for keeping meetings on point and maintaining fairness. ***The OCC Board of Directors loosely follows Robert's Rules of Order, and closely follows the Guiding Principles and Basic Rules. However, most meetings (especially committee) often have a more casual***

approach that is more conducive to our small organization and volunteer board's familiarity with procedural rules. Our standard operating procedures privilege several guiding principles:

Guiding Principles:

- Everyone has the right to know what is going on at all times, and all members have equal rights, privileges, and obligations
- Everyone has the right to participate in full and free discussion if they wish; Board members have a responsibility to raise concerns, with silence granting affirmation of the decision being made
- Only one voting measure at a time should be under discussion; only one speaker has the floor at a time; only urgent matters and/or points of order may interrupt a speaker

The Designated "Chair" Maintains Decorum & Control of the Meeting Agenda. The Chair's job is to make sure that the meeting stays on track and on time, and that board deliberations do not lose focus. These responsibilities include reading agenda items, mediating arguments, and calling the question to a vote and/or closing discussion when the Chair deems that discussants have had adequate floor time.

Board Meeting Participants Have a Responsibility to Stay on Topic. Each participant has a responsibility to stick to the topic at hand, without going off on irrelevant tangents and/or repetitive discussion. It can be tempting to talk about what you want to talk about, even if it's not related to the meeting. However, the better the group sticks to the topic of discussion, the more progress will be made and the faster the meeting will be over. Non-privileged discussion topics may be delegated to the "Announcements" agenda topic, as time allows.

Participants Get Their Turn to Speak. While general discussion often follows an ad-hoc process, the Chair may, at any time, institute a more formal discussion format, as examples, instituting a speaking stack, requiring speakers to "raise their hand" or be called upon by the Chair. The Chair must allow everyone who wants to speak on an issue to have their turn. This method keeps anyone from speaking out of turn, talking over others, or having side conversation.

Courtesy and Professionalism are Paramount Above all, all participants, including the Chair, are expected to keep things professional. Discussions should be held with the goal in mind, and individuals should keep any personal issues or ulterior motives out of it. Being courteous, respectful, and congenial in all meeting interactions will make the meeting more pleasant, and also keep it going strong.

Basic Rules:

- All topics for discussion must be listed on the agenda. It is important to communicate with the Chair prior to the meeting if you want a topic included.

- The meeting does not begin until the Chair calls the meeting to order.
- Only one person should speak at a time, and the Chair will call each person wanting to do so. As a courtesy, each person who wishes to speak on the motion being discussed should be allowed to speak once before anyone is allowed to speak again. There are some instances where interrupting the process is okay (see "Procedural Motions").
- A majority vote is a final decision on the proposed motion. The vote can be taken in many ways, even simply by asking for an "aye" or "no" to determine the majority decision. While everyone has a right to have their ideas presented for consideration, ultimately the majority determines what the board will or will not do. A majority decides a question except when basic rights of members are involved (e.g., cutting off debate); in that case, a 2/3 vote is required.
- Breaking a tied vote on something is where the Chair makes the deciding vote. If the Chair voted already, the motion is defeated because it needed a majority to pass.
- Unanimous Consent: If a matter is considered relatively minor or opposition is not expected, a call for unanimous consent may be made. If the request is made by others, the Chair will repeat the request and pause for objections. If none, the motion passes.
- If it is questionable how some aspect of the meeting should be handled, check online for reference guides on Robert's Rules of Order to get some help. If this is not possible during that moment, ultimately, the Chair gets to have the final say.

Main Motions:

- An "action item" on the agenda is one put for review during the meeting. It may or may not indicate that a motion should follow. To take an action on behalf of the Board, there needs to be a motion regarding that action item. *Example: Adopt salary band proposal*
- A "motion" is a call for discussion of and then a vote on a proposal. Some items don't require a vote, like when the item is "make recommendations" at the next meeting. When the agenda item states the board will make a recommendation, a vote is necessary to act on behalf of the whole group. *Example: Director making the motion states "I move that we adopt the salary band recommendation."*
- A "second" on a motion means that at least one other person on the board feels the proposal should be discussed. It does not require agreement on the proposal. If there is no second, the matter is not considered. *Example:"I second the motion."*
- Chair states motion and asks for discussion. *Example: "It's moved that we adopt the salary band recommendation. Is there any debate?"*
- Members enter into a debate. *Example: questions about the salary band, points of clarification, amend wording, etc.* Debate is closed when no members seek further discussion, or when a director has made a procedural motion.
- Voting: Chair asks members if they are ready to vote, then repeats the motion so everyone is clear on what they will be voting on. Chair puts motion to vote; motions pass by a majority vote depending on rules in the bylaws.

Procedural Motions: When discussion isn't clear and requires further guidance, clarification, or deferment, directors can use the following procedural motions to recommend specific actions

- *"Point of information"* - interruption to get or provide more important or relevant information regarding a current discussion that might affect the outcome of a motion.
- *"Move to table it"* - used to halt the discussion for the time being until a later meeting. Someone must "second" the motion to table an item and it needs a majority vote to pass.
- *"Move to amend*" - used to change some of the wording in a motion under discussion.
- *"Move to refer to a committee"* - the item needs more committee work before vote

Annual Plan

Month	Major Action/Voting Item	Action to Start (Committee)
September	Annual Meeting, Committee Enrollment	Annual Report (Executive, Head of School)
October	Board/Staff Luncheon	Annual Giving Campaign (Development)
November	Employee Insurance Renewal	Tuition Proposal (Finance, Head of School)
December	Tuition	
January	**No meeting, committee work*	EITC Campaign (Development)
February	Classroom Observations	Handbooks (Executive, Health & Safety); Budget and Salary (Finance, Head of School)
March	Member Re-commitment, Handbooks	
April	Budget and Salary Vote	HoS Review, Family and Staff Surveys (Executive); Recruitment
May	Head of School Review and Contract	Board Self-Evaluation
June	Officer Election, Director Nominations	
July	**No meeting*	
August	Board Orientation	