

# Far Brook School

## Far Brook School Board of Trustees Committee on Trustees Charter 2023

The Committee on Trustees (“COT”) is a standing Committee of Far Brook’s Board of Trustees. As a committee, we are committed to protecting the long-term success of the School by continually building the Board with Trustees who bring expertise, value, diversity of perspective and unwavering commitment to the School’s best interests. The Board Chair determines the membership of COT and is responsible for selecting at least 3 current Trustees.

### **Membership Characteristics**

Members of COT should be Trustees who exhibit the following traits:

- Commitment to the mission of the school
- Knowledge of the school and what constitutes good governance
- Willingness to give the necessary time, including attendance at COT meetings and events/meetings with prospective trustees
- Engagement and contact with the current school community
- Willingness to evaluate trustees and prospective trustees fairly and candidly
- Commitment to exercise discretion and keep sensitive information confidential
- Representation of different constituent groups within the school community
- Independence from board and school factions

### **Time Commitment**

COT meets roughly 8 times a year (slightly fewer than the number of full Board meetings) in person, virtually or by phone. The work of COT requires relatively little work outside of the meetings, other than asking its members to attend certain School events or individual meetings to get to know potential prospects for Board membership. The time commitment varies from year to year, but COT meetings generally last no more than 45 minutes.

### **Roles & Responsibilities**

The By-Laws state, in relevant part, that:

- The responsibility of COT is to nominate Trustees and Officers of the Board, nominate Finance and Audit Committee members and the chair of the Audit Committee, identify and develop prospective Trustees, train newly elected Trustees, and facilitate periodic Board self-assessment. Parents of current students may submit names to the Chair of COT for consideration by the committee. (Sec. 7.04(a))
- COT shall execute its responsibilities in consideration of the skills needed to carry out the work of the Board, and in accordance with the policies and procedures developed by COT and/or Board from time to time. (Sec. 7.04(b))
- Candidates for the Board shall be nominated by COT, and Trustees shall be elected by the Board. (Sec. 2.03)
- COT shall nominate candidates to fill vacancies of the Board, and vacancies shall be filled by vote of the Board. (Sec. 2.06)

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- COT shall nominate candidates for Board Officer positions. The Chair shall serve one 3-year term, and upon vote of the Board, may serve for up to 3 additional years, for a term or combination of terms of 1, 2, or 3 years, as determined by the Board, upon the recommendation of COT. (Sec. 4.02)

In practice, the COT expects its members to:

- Determine the composition of the Board:
  - Identify and recruit potential Trustees to COT for consideration.
  - Regularly attend COT meetings, and share open and honest feedback regarding prospects for the Board.
  - Regularly attend School events, especially those designed to get-to-know specific prospective candidates.
- Develop and implement self-evaluation for the Board and evaluation of the Head:
  - Review the annual Head of School evaluation for relevance and timeliness, and provide suggestions for revision, as needed, before it is circulated to the Board.
  - Review the annual Board self-evaluation for relevance and timeliness, and provide suggestions for revision, as needed, before it is circulated to the Board.
  - Review the summary of responses to the annual Board self-evaluation, and provide input, as needed, regarding possible improvements to Board governance.
- Provide for professional development of all Trustees:
  - Provide support in the onboarding of new Trustees.
  - Support efforts relating to the continuing education of Trustees.
- Maintain all discussions at COT meetings as highly confidential.

### **New Trustee Identification & Selection Process**

The process for selecting new Trustees is handled by the COT on behalf of the Board. COT schedules regular meetings roughly 8 times a year, with the primary focus on identifying, cultivating, and recruiting new Trustees to join the Board. COT's approach involves the following steps:

- Prospective names are submitted to COT by the Head of School, Division Directors of the School, and Board members.
- Potential candidates are vetted and discussed by COT, the Head of School, and Board Chair.
- COT members discuss and consider candidates' professional expertise, involvement in and commitment to the School (which may include their volunteer work/participation and philanthropic support), and organizational fit and ability to work well with existing Board membership, while keeping in mind the diversity of the overall Board membership.
- Diversity is a high priority in Board membership and is reflected in Far Brook's Board in various ways, including but not limited to: professional experience, socioeconomic status, gender, race, sexual orientation, grade(s) of children in the school and/or relationship with the school.
- Candidates continue to be vetted through intentional conversations and interactions by COT members at School events, Board-sponsored events, and personal meetings.

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- Using a confidential chart that was created and is maintained by COT, candidates are assigned to one of four categories:
  - D - for discussion
  - C - cultivate
  - B - getting to know
  - A - active to "ask"
- Once a candidate has progressed to either B or A categories, the COT Chair and committee members will organize a personal meeting.
- After further discussion, COT will reach a decision regarding whether to nominate a candidate after the personal meeting. If yes, the COT Chair will circulate the candidate's bio to the Board, ask for feedback or questions, and submit the candidate for Board vote and approval.

### **Training & Orientation of New Trustees**

COT has a checklist of steps for onboarding new Trustees joining the Far Brook Board.

- Share FBS Board meeting and committee dates for the current school year.
- Share for review and signature: (1) Conflict Disclosure Statement, (2) Commitment Letter, and (3) Confidentiality Agreement.
- Provide access to the Board Portal of the FBS website.
- Share the date of NJAIS Trustee Enrichment Day (usually in January) and Trustee 101 (usually in September).
- Assign Trustee mentor.
- Provide NAIS Trustee Kit (which includes the Trustee Handbook, Principles of Good Practice, The Trustees Guide to Fiduciary Responsibility, and more).
- Add new Trustee photos and bios to the FBS website.
- Add new Trustees to the Trustee contact form, COT's spreadsheet of Trustees, Raiser's Edge, FBS Board of Trustees mail distribution lists ([boardoftrustees@farbrook.org](mailto:boardoftrustees@farbrook.org), [boardoftrusteeswithstaff@farbrook.org](mailto:boardoftrusteeswithstaff@farbrook.org)), Mailchimp distribution lists.
- With HOS and Board Chair, COT Chair plans formal Orientation of new Trustees (which includes presentations from FBS Directors, along with training on ethical duties/obligations of Trustees).

COT provides an annual Orientation of new Trustees, which continues to grow and be refined each year. The Board Chair and COT Chair work with the Head of School to provide a robust afternoon of presentation and discussion focused on the School's finance and budget, enrollment, development, Lower School and Upper School academic programs, diversity, equity, and community, student high school placement, and auxiliary programming. Trustee orientation materials include the Board's By-Laws, Board's policies, School directories, articles of interest, and NAIS Trustee Kit (which itself includes the Trustee Handbook, NAIS Best Practices, and other materials).

A recent New Trustee Orientation program included the following areas:

<b>Division/Department</b>	<b>Presenter</b>
Welcome	Renee Wolfe, Chair of COT; Amy Ziebarth, Head of School

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Diversity, Equity, and Community and Placement	Mikki Murphy, Director of Diversity, Equity, and Community, Placement Advisor
Lower School and Upper School	Haruka Mori, Director of the Lower School; Nicole Engelke, Director of the Upper School
Finance, Operations, and Auxiliary Services	Minnie Saladin, Director of Finance and Operations; Melissa Williams, Director of Auxiliary Services
Enrollment Management and Development	Emi Ithen, Director of Enrollment Mgmt.; Suzanne Glatt, Director of Development
Board Structure, Key By-Laws, Responsibilities, Ethics, Scenarios	Renee Wolfe, Chair of COT; Amy Ziebarth, Head of School

### **Ongoing Professional Development of Trustees**

COT encourages new and existing Trustees to attend the annual NJAIS Trustee Enrichment Day. For many years, Far Brook has sent several Board members and School administrators to this professional development conference. Trustees who attend this annual meeting are asked to report back to the Board regarding what was shared and learned.

In addition, the Board is kept informed of current issues of professional interest on the Board portal of the School's website. Published articles, podcasts, and other relevant materials are available and shared with the Board for individual review and consideration. As a general matter, Trustees are always encouraged to attend professional development conferences or workshops and asked to report back to the Board.

The Executive Committee is always considering ways to better facilitate Trustee professional development, including but not limited to creating opportunities for mentoring and stewardship, scheduling a full or half-day Board retreat, and/or working with a governance consultant to provide guidance regarding the roles and expectations of Trustees.