
Xaverian Brothers Sponsored Schools

Board Handbook



Table of Contents

<i>Xaverian Brothers Sponsored Schools Sponsorship Model</i>	5
<i>Role Descriptions</i>	5
<i>Board Structure</i>	8
<i>Authority of the Board</i>	9
<i>Board Formation</i>	11
<i>Responsibilities of the Board</i>	11
<i>Obligations of Board Members</i>	12
<i>Board Committees</i>	13
<i>Guidelines for the Board</i>	17
<i>XBSS Office Liaison Role</i>	18
<i>Basic Educational Concepts</i>	18
<i>Conflict of Interest Policy</i>	20
<i>Xaverian Brothers Sponsored Schools In the United States</i>	24

Board Organization and Structure

Xaverian Brothers Sponsored Schools Sponsorship Model

The Xaverian Brothers' model of sponsorship for Catholic secondary schools was developed in the 1980's as a way for the Congregation to continue the sponsorship efforts of its traditional Catholic secondary schools. By its very nature, sponsorship is a collaborative effort on the part of the Xaverian Brothers, the Members, Boards, school faculty, and administrators. As the model has developed it has remained flexible enough to add other schools that were not traditionally staffed or administered by the Brothers.

Each Xaverian Brothers Sponsored School is a separately incorporated entity with a unique mission and philosophy. Each separate non-profit, religious and charitable corporation has Members who have limited reserved powers to assist in the governance of the corporation. Members are appointed by the General Superior and General Council of the Congregation of the Brothers of Saint Francis Xavier. The Members also are responsible for the ongoing efforts of Xaverian Sponsorship and the Sponsorship Office.

Xaverian sponsorship relies strongly on the vision and abilities of Board members working individually, in small groups or committees, and as a body of the Board, to carry out the Mission, Goals and Values of Xaverian sponsored education. The Xaverian approach to education is not just about "education", although it clearly promotes excellence in education. Xaverian education is also not just about the management and business involved in conducting a good school, although it definitely requires effective management and sound business practices. At its foundations, the Xaverian approach is based on the conviction that governance is also a ministry – an action of service to and with others flowing from a deep faith commitment.

Role Descriptions

In the governance of Xaverian Sponsored Schools four groups exercise distinct roles. These role descriptions help to clarify the major responsibilities of each group. In schools in which the Xaverian Brothers collaborate with other religious congregations or dioceses, the role of the Congregational Leadership is shared with the leaders of the other religious congregations or dioceses.

Congregational Leadership

The Congregational Leadership of the Xaverian Brothers is the leadership body of the religious community elected by the General Chapter. Its role in sponsorship is defined by canon law (Church Law) and the corporate documents of each sponsored school. It holds limited reserved powers in each corporation. The powers are more limited than those held by the Members

Major Responsibilities

- To promote and preserve the Xaverian educational mission through the development of a program of sponsorship and articulation of fundamental documents for Xaverian Sponsorship.
- To appoint the Members of the school Corporation as stated in the Corporation's by-laws.
- To exercise the reserved powers of each school Corporation in accordance with the articles of incorporation and by-laws and be reflective of the Congregation's responsibility to the Church as stewards of the Church's property dedicated to the Xaverian educational mission. Good stewardship requires that the Congregation preserve a role within each sponsored work that will protect the Church's interests in the property and in the mission of the organization.
- To determine the annual level of funding from the Congregation to the Sponsorship Office.

XBSS Members

The Members of each sponsored corporation are appointed by the Congregational Leadership to promote and preserve Xaverian sponsorship. The group is composed of Xaverian Brothers and others who show demonstrated commitment to the vision of Xaverian Sponsorship. The Members exercise those reserved limited powers of the school corporation defined by the bylaws.

Major Responsibilities

- To promote an understanding and implementation of the Foundational Documents of Xaverian Brothers Sponsored Schools in the school and to its various constituents.
- To exercise the reserved powers of the school corporation authorized by the corporation's by-laws. Those reserved powers include:
 1. Appointment of the Board
 2. Alienation of property
 3. Approval of changes to the corporate documents
 4. Establishment of associated legal entities
 5. Merger, dissolution and distribution of any remaining assets after dissolution.
- To develop a strategic plan for Xaverian Sponsorship and to monitor its implementation.
- To approve the annual budget for Sponsorship Office and to set the sponsorship fee at each member school.
- To appoint and evaluate the Director for the Xaverian Brothers Sponsorship Office

Board

Those who serve on the Board are appointed by the Members to exercise the governing responsibilities of the school. The Members hold them accountable for the implementation of the mission of Xaverian Sponsorship in their particular school.

Major Responsibilities

- To promote the understanding and implementation of the mission and philosophy of the school in light of the Mission, Vision, Values and the Calls, Goals and Criteria of Xaverian Sponsorship.
- To appoint the head of school and evaluate the head of school's implementation of the school's mission.
- To approve key school policies as determined by the Board in accordance with the school's by-laws. The XBSS Board Handbook provides guidance to the Board in setting policies.
- To develop the strategic plan for the school and monitor its implementation.

Xaverian Brothers Sponsorship Office

The personnel of the Sponsorship Office assist the schools in the implementation of Xaverian Sponsorship and are directly responsible to the Members. The office personnel consist of a Director of Sponsorship and two Sponsorship Associates.

Major Responsibilities

- To identify and, when necessary, to provide programs, consulting services and networking opportunities that preserve, promote and enhance the mission of education of the Xaverian Brothers.
- To implement a strategic plan as approved by the Members of Xaverian Sponsorship.
- To represent the network of schools to each sponsored school.
- To offer guidance to the Boards and the Members in identification and assessment of potential Board members who are capable and willing to carry out the mission of the school in accordance with the foundational documents of Xaverian Sponsorship.
- To assist the Boards in the identification and assessment of potential candidates for the Head of School through resources, procedures and participation on search committees.
- To support, advise and nurture administrators.
- To develop a Sponsorship Office budget for approval by the Members
- To explore and secure future resources for the growth and financial stability of the Xaverian Brothers Sponsorship Office.

Programs offered through the Sponsorship Office

- XBSS Teacher Orientation
- Faculty Formation Meetings
- XBSS Student Retreat
- Experienced Teachers Retreat
- Orientation for New Board Members
- Board Forum
- Faculty Retreats and Days of Recollections
- Meetings/Networking sessions for School Personnel, e.g. administrators, development staff, fiscal officers, etc.

Board Structure

The Members of the Corporation choose Board members for a term of three years. Each Board member may be re-elected for two additional terms of three years and may be removed with or without cause by the Members at any time. Special provisions exist to replace Board members who retire, resign or who are replaced.

Chairperson

According to the bylaws, the Chairperson of the Members is the Chairperson of the Board. The bylaws, however, allow for the Chair of the Members to appoint someone from among the Board to serve as his designee. The Chairperson presides at all meetings of the Board and is an *ex-officio* member of each Board committee. The Chairperson is responsible for appointing all committee members and committee chairpersons. The Chairperson approves the meeting agenda after consultation with the Head of School and Board committee chairs. This is may be done in an Executive Committee meeting in advance of the Board meeting.

The Chairperson conducts the executive session of each Board meeting. There is only on agenda item for the executive session and that is the evaluation of the Chief Administrator. The Board chair communicates any decisions of the Board to the Chief Administrator after each executive session. This communication is often done at a meeting immediately following the Board meeting and in writing soon after each Board meeting. The Board Chair also conducts the annual evaluation of the Chief Administrator and communicates the results to the Board and to the Chief Administrator.

The Chairperson and the Head of School, working in close collaboration with the XBSS Office liaison and the Board Nominating and Assessment Committee, have the significant responsibility to see that Board members have the opportunity for initial and continuing formation for this ministry of service.

The Vice-Chairperson is also appointed by the Chairperson of the Members from the Board and functions in the absence of the Chairperson of the Board.

Committees

The Board has standing committees, which are appointed annually by the Chairperson of the Board. Each Board Member usually serves as a member of at least one Board Committee. The Committee Chairperson calls meetings of the committee and presents to the Board a written report of the committee's work, notifying the Board Chair in advance of any necessary Board action. This report should also be kept as part of the Corporation's documents. Examples of a Board's standing committees include:

- Advancement Committee
- Audit Committee
- Executive Committee
- Educational Programs Committee
- Finance Committee
- Plant Committee
- Nominating and Board Assessment Committee

Other committees are established by a decision of the Board on an *ad hoc* basis. They have a limited role and life span. Examples of such committees include:

- Liaison Committee (Salary Negotiations)
- Strategic Planning
- Chief Administrator's Evaluation Committee
- Search Committee

Committee membership is not limited to Board Members; however the bylaws of the corporation require that at least two Board Members be on each committee.

The Executive Committee is a standing committee. This committee is empowered to act on behalf of the Board between meetings or as may be determined by resolution of the Board. The Executive Committee usually consists of at least five members—the Chairperson of the Board, the Chief Administrator, and three or more additional Board members.

Authority of the Board

All the power of the corporation granted by State law rests with the Board except those powers reserved to the Members and the Congregation of the Xaverian Brothers.

The Board is empowered specifically to:

1. Appoint the Chief Administrator.

2. Approve the Chief Administrator's appointment of the Principal of the School in a school with a President or Headmaster/Principal model of administration.
3. Approve the school budget.
4. Set planning goals for the school and determine timetables and general procedures by which these goals are to be achieved.
5. Establish programs and policies for the governance of the school in conformity with the school's philosophy as set forth in the Articles of Incorporation and the Bylaws of the Corporation.

Empowerment to set policy and procedure includes, but is not limited to, the following:

- The school's religious, educational, curricular, co-curricular, plant, managerial and development programs.
- Plans for major physical-plant renovations or improvements.
- Policies for the selection, evaluation, and termination of all school employees.
- Admissions and disciplinary policies.
- Financial policies including the following:

salary schedules and benefit packages for employees;

tuition, fees and student financial assistance program

investment of the school's financial reserves and endowment.

6. Oversee the development of and approve capital and operating budgets.
7. Review and evaluate the school's financial reports and annual audit or review.
8. Make decisions on the borrowing of money and the incurring of indebtedness on behalf of the Corporation, unless such an action encumbers the fixed property of the Corporation or places the fixed assets of the Corporation in jeopardy of loss to the Corporation. The Members must approve such encumbrance of property.
9. Make decisions on closing, relocation, and disposition of assets other than real estate (e.g., endowment) but only at times not associate with the dissolution of the corporation.
10. Recommend to the Members the creation or acquisition of any corporate or legal entity associated with the Corporation. In any associated legal entity, the Members are to reserve the same powers as are reserved to them in the Articles of Incorporation and the By-laws of the Corporation.

Board Formation

Members of the Board in a Xaverian Brothers Sponsored School experience formation as individuals and as members of the Board as a group. Each Board member is challenged and assisted in achieving personal formation in understanding faith and ministry, Catholic education, the Xaverian approach and the role and responsibilities of XBSS Board members. The Board also grows as a body and experiences formation in these four dimensions as a group.

An initial formation experience is expected of new Board members before, or shortly after, beginning their involvement on the Board. Through workshops, in-service opportunities, and other gatherings, Board members participate in continuing formation. Formation experiences for Board members are also woven into the process of regular Board meetings. Major gatherings, such as the annual Board Forum and Board Retreats, are rich opportunities for Board formation that bring into interaction the wisdom, vision and experience of Board members from a variety of Xaverian Brothers Sponsored Schools.

Board formation is organically integrated into the patterns and activities of Board interactions, as well as being a specific segment and time in meetings and gatherings. Through the Office Liaison the Xaverian Brothers Sponsorship Office has a significant role in Board formation. The office staff members continually advocate for the essential importance of Board formation, and they assist Boards in assessing their needs related to the dimensions of formation. The staff also assists in arranging for opportunities for Board formation as part of local, regional and national gatherings of Board members from Xaverian Brothers Sponsored Schools.

Responsibilities of the Board

While the Board establishes policies for the successful operation of the school, the Chief Administrator implements the policies of the Board.

The following are some of the particular responsibilities that fall within the purview of the Board:

- 1) Clarify the school's mission as a Catholic secondary school under the sponsorship of the Xaverian Brothers.
- 2) Monitor and evaluate the performance of the Chief Administrator.
- 3) Develop and approve long-range plans for the school.
- 4) Periodically review policies and procedures in light of applicable state and federal laws and regulations (including reviewing practices of the corporation for potential conflict of interest).
- 5) Evaluate and, when necessary, recommend improvement of the major programs of the school.
- 6) Review, and, when necessary, modify the school's major policies and procedures.
- 7) Secure financial solvency.
- 8) Require legal and ethical integrity and maintain accountability.

- 9) Develop adequate communication between the Board and the school community, the diocese, the local church and civic community.
- 10) Evaluate the performance of the Board as a whole and of individual members.

Obligations of Board Members

Duty of Care

A Board member owes the duty to exercise reasonable care when he/she makes a decision as a steward of the school. The Board ensures that persons are hired who can enact the school's mission and set up policies and procedures to avoid risks to the school's financial well being and the health and safety of its students and staff.

Duty of Loyalty

A Board member owes the duty to make decisions not for personal gain, but with undivided allegiance to best interests of the school. He/She must have a strong standard of faithfulness when making decisions affecting the school.

Duty of Obedience

A Board member cannot act or manage in a way that is inconsistent with the mission of the school. The basis for this rule lies in the public's trust that what they are told about the institution is true and that the school will be directed in a manner that will fulfill its mission.

Paraphrased from [The Legal Obligations of Nonprofit Boards: A Guidebook for Board Members](#), National Center for Nonprofit Boards, 1998.

Responsibilities of an Individual Board Member

- 1) Actively support and promote the organization's mission, services, policies, and programs.
- 2) Attend all Board and committee meetings and functions, such as special events.
- 3) Review agenda and supporting materials prior to Board and committee meetings.
- 4) Serve on committees and task forces and offer to take on special assignments.
- 5) Make a personal financial contribution to the school according to his or her personal means.
- 6) Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the school

- 7) Keep up-to-date on developments in the field of education.
- 8) Follow the conflict of interest and confidentiality policies.
- 9) Take care in separating the interests of the school from personal interests and the interests of a particular child or constituency.
- 10) Assist the Board in carrying out its fiduciary responsibilities in a sound manner.
- 11) Support the chief administrator and demonstrate that support within the community.
- 12) Develop certain skills if not already in possession of them, such as reading and understanding financial statements, learning more about the educational programs, cultivating and soliciting funds, cultivating and recruiting Board members and other volunteers.
- 13) Recognize that authority is vested in the Board as a whole. A Board member who learns of an issue has the responsibility to bring it to the Chief Administrator or Board chair and not deal with the situation individually.
- 14) Serve as antennae for the institution.

Paraphrased from Trustee Handbook by Mary Hundley DeKuyper published by National Association of Independent Schools, 1998

Board Committees

Advancement Committee

The Advancement Committee oversees institutional advancement including fundraising, public relations, alumni relations, and strategic planning.

Tasks of the Advancement Committee include:

- Developing a vision of institutional advancement that includes a plan for promoting the school's relationships with a variety of constituents
- Insuring that the development program is varied and not dependent upon any one activity or program for success.
- Evaluating the effectiveness of fundraising programs in light of income, cost and personnel.
- Support of the Chief Administrator in his or her role with regard to institutional advancement.
- Assist the Chief Administrator and Development/Advancement Office in identification of prospects for major gifts to the school.
- Appropriate recognition and acknowledgement of donors.

- Monitoring the coordination of fundraising efforts through out the school and its various constituencies.
- Oversight of the total communications efforts of the school.
- Leadership of the strategic planning process, monitoring the implementation of the plan and updating on a yearly basis.

Audit Committee

This committee provides oversight for school's annual audit and internal controls. The Committee must be made up of Board members only. It includes persons with financial expertise plus other Board members who are not members of the Finance Committee. School employees may not be members of this committee, though the Chief Financial Officer may be a consultant to the committee, when needed.

Tasks of the Audit Committee include:

- Developing and recommending for Board approval a Code of Ethics for Financial Matters.
- Searching for and recommending the independent auditor for Board approval.
- Reviewing the annual audit and recommending it for Board approval.
- Developing and monitoring the implementation of the school's internal controls.
- Monitoring the implementation of the approved recommendations of the auditor's management letter.
- Overseeing the implementation of the Board's conflict of interest policy.
- Monitoring implementation of the Board's policies on employee complaints with regard to illegal activities in the organization, including non-retaliatory provisions.
- Monitoring implementation of policies on document retention and periodic destruction, including policies for electronic and voicemail files.
- Reviewing Director/Trustees and Officers liability protection periodically.
- Providing reasonable oversight for school compliance with all applicable federal, state and local regulatory agencies, including the Internal Revenue Service.

Educational Programs

This committee guides the school administration at the broadest level as it evaluates existing programs while assisting with the development of new ones at the policy level.

Tasks of the Educational Programs Committee include:

- Ensuring that the goals of the Religious Studies and Campus Ministry program clearly reflect the mission of Xaverian Brothers Sponsored Schools and the goals of Catholic education in terms of mission, community, liturgy, and service.

- Monitoring the internal processes for the on-going development and review of curriculum and staffing in light of the mission of the school, its accrediting agency, and school-wide standards of basic skill development for all students.
- Ensuring that the values of the Xaverian charism and the school philosophy are clearly articulated in the school's academic and co-curricular programs.
- Assisting the administration in evaluating the effectiveness of academic and personal counseling services for students.
- Monitoring the effectiveness of communication channels between the students, faculty, and the administration.
- Overseeing the effectiveness of the formational and professional development programs for faculty/staff.
- Assisting the administration in the development of fair and adequate policies for teacher supervision and evaluation.
- Developing, with the administration, student recruitment and admissions policies that are reflective of the school community and the goals of Xaverian Brothers Sponsored Schools.
- Ensuring that academic and discipline policies are reflective of the school's mission, are effectively implemented, and have clear and written provisions for appeal.
- Monitoring the implementation of the recommendations of the XBSS Mission Effectiveness process.

Finance Committee

This committee recommends an annual budget to the Board, oversees implementation of the budget, manages investments, reviews internal controls and audits, monitors the quality of financial management within the school and tracks financial trends.

Tasks of the Finance Committee include:

- Development of a comprehensive and strategic financial plan that guides the work of the committee.
- Monitoring the internal processes for the development of the annual budget to ensure that they are effective and inclusive.
- Analysis of effectiveness of employee salary and benefit package.
- Review of budget projections annually.
- Development of investment policies which reflect moral and social responsibility.
- Insuring the annual budget reflects adequate financial aid for economically disadvantaged families and that the process for the distribution of financial aid insures that families most in need receive adequate funding.
- Development of a contingency fund.

- Receiving and reviewing with management and the independent audit firm the annual audit, management letter, and appropriateness of internal control procedures tested during the course of the annual audit.
- Maintaining a balance of funding sources in the budget projections.
- Development of an appropriate method of communicating the school's financial status to its publics.

Nominating and Board Assessment Committee

This committee examines the composition of the Board identifying, recruiting, and proposing new Board members. The committee also facilitates the Board's self-assessment and plans for Board formation and professional development through orientation, training, and ongoing education. The XBSS Office Liaison serves as a member of this committee.

Tasks of the Nominating and Board Assessment Committee include:

- Facilitate Board self-assessment and undertake other assessments/evaluations in order to develop criteria for re-nomination of sitting members whose terms are up and for nomination of new Board members.
- Check criteria with the Board and enlist Board members and others to assist with identifying candidates. In practice, the Members prefer that parents of current students not be identified for service on the Board.
- Review Board recruitment materials.
- Identify candidates and make sure that there is sufficient information on each one so that the committee can make reasoned decisions.
- Interview likely candidates to ascertain their interest and to begin the education process.
- Develop a slate of new Board members, with back-up candidates for each vacancy.
- Ask chosen candidates if they will serve if appointed by the Members.
- Present slate of Board members to Members for approval at their annual meeting.
- Suggest possible formation and professional development programs or activities to the Board Chair.

Plant and Facilities Committee

This committee provides oversight for the physical plant including maintenance of existing facilities and property while planning for new construction as needed.

Tasks of the Plant and Facilities Committee include:

- Developing a comprehensive space assessment and facilities plan that guides facilities management.
- Oversight of an effective plan for preventive maintenance.
- Development of a policy on soliciting bids and/or contracts for capital improvements.
- Evaluation of facilities in light of safety, fire and health codes.
- Policy development for use of facilities by outside groups
- Ensuring that a coordinated communication effort exists with Finance and Development committees.

Guidelines for the Board

The Board and the Chief Administrator

The chief administrator is hired by the Board collectively and is directly responsible to the Board. His/Her primary responsibility is to implement the policies set and communicated by the Board. The chief administrator is the professional educational leader of the school, yet the relationship between the Board and the chief administrator is a significant factor in the school's success. It can only succeed through good communication, a collaborative approach, clear areas of responsibility, and mutual trust.

The Board formally reviews the performance of the chief administrator annually based on goals which have been set in advance. The Board Chair communicates this review in writing and subsequently through a meeting with the Chief Administrator. Goals for the following year are the focus for this session.

Executive Session

The Board meets in Executive Session, with only its voting members, frequently. The purpose of this session is to get a sense of how things are going and to insure that the Board is doing all it can to support the chief administrator. These meetings should be brief and should be followed as soon as possible by communication from the Board Chair to the chief administrator as to the contents of the meeting. This communication can take the form of a meeting and/or a letter.

Policy Development

A policy is a broad statement of purpose or limitation. Policies are implemented through rules and procedures. Boards are generally responsible for establishing policy and the administration of the school for the implementation. While this sounds simple in concept, it is not so easy to live out. It becomes complicated as administration must be involved in the development of policy and Board committees may be asked to give advice and input on rules and procedures. In addition, there are, in fact, operational policies that are the responsibility of the school administration with which the Board need not be involved. The Board must monitor the execution of policy, especially where law and justice are involved, but this monitoring function, while very important, can be interpreted as interference by administration. Because of this overlap, there will be issues that raise confusion in the minds of Board members. These usually occur around issues of grievance involving

faculty, parents and students. The best rule of thumb for a Board member is to recognize that these issues will occur, that they are the responsibility of the school administration, and that caution is needed in areas where internal constituencies are involved. It is incumbent on the Board to determine the level of policy at which it will operate and look to the future implications of current practices in decision-making. Good communication with the chief administrator and an effort to create an atmosphere where these questions can be discussed is crucial.

XBSS Office Liaison Role

The school has a designated liaison from the Sponsorship Office who serves as the primary contact from the office to the school. More specifically, the role of the XBSS office liaison includes the following:

- Serve as the primary contact from the Sponsorship Office to the administration, the Board chair and the governing Board, maintaining regular contact with the Board chair and chief administrator.
- Attend Board meetings on a regular basis so as to gain familiarity with Board leadership, Board members and the significant issues facing the school.
- Serve as an advisor on issues regarding governance, bylaws, common practices, Board formation, etc.
- Participate as a non-voting member of the Board's executive committee.
- Serve as a member of the Board's Nominating and Assessment committee and serve as a facilitator for this committee's work.
- With the chief administrator and Board chair conduct the annual Board orientation for new Board members.
- With the Board chair and nominating committee facilitate the Board's self-assessment.
- Serve as the representative of the sponsorship office to *ad hoc* Board or school committees such as strategic planning, headmaster/president/ or principal search committees.
- Receive copies of all Board correspondence and school publications.
- Provide a report on the school to the Corporate Members at their semi-annual meetings.

Basic Educational Concepts

The following guidelines for the exercise of corporate empowerment are provided to Board Members. These guidelines are based on a long tradition of service to and involvement in Catholic education.

Schools operated under the Sponsorship of the Xaverian Brothers adhere to the following concepts:

- 1) The Religious Studies Program provides for basic instruction in the faith as well as for appropriate spiritual and moral formation for all students.
- 2) Present in the school's program are admissions procedures and curriculum design that provide for students of varying abilities and that encourage success commensurate with ability and effort.

- 3) There is a strong academic program that challenges the students accepted for enrollment: one that is specifically geared for them and which prepares them in the best possible manner for post-secondary school experiences.
- 4) There is a fair, firm, consistent, and published disciplinary policy.
- 5) Provision is made for some type of tuition assistance for those students unable to afford full tuition costs.
- 6) A co-curricular program exists that is suitable for the students enrolled and provides for a wide range of personalities.
- 7) There is an effective program of communication between parents and school..
- 8) The physical facilities are suitable and well maintained; the school's buildings and grounds facilitate the attainment of the educational objectives of the school
- 9) There is a capable and stable faculty that is certified by the State and/or meets the standards of the regional or independent accrediting associations.
- 10) There is a strong administration that is capable and willing to implement the policy decisions of the Board.
- 11) The highest possible level of State and/or regional or independent accreditation of the institution compatible with the school size and other factors is maintained.
- 12) The salary and benefit schedules for faculty and staff are in accord with the principles of Christian social justice.

Basic Principles for the Operation of a Xaverian Brothers Sponsored School

- 1) The Christian dimensions of a Xaverian Brothers Sponsored School must be clearly evident.
- 2) Xaverian Brothers Sponsored Schools are to evangelize and to educate in faith. These goals must always be given an important priority.
- 3) The Religious Studies Program of the school must address the twin purpose of religious formation and social consciousness in an environment in which Christian values are operative.
- 4) Instruction in Religious Studies is to be authentic in substance and contemporary in presentation.
- 5) Efforts must be undertaken to relate all human culture to the news of salvation. Thus, teachers are encouraged to point out, where applicable, the relationship between the Gospel message and the content of academic disciplines in an intellectually honest and appropriate manner.
- 6) A strong campus ministry is to be encouraged. The goals of this program would include, among other things, the promotion of Christian community through pastoral care and liturgical worship; assistance given to faculty and students to deepen their faith through religious

activities (retreats, days of recollection, private conferences, etc.); and assistance given to students in encouraging them to reach out in Christian service to others.

- 7) Religious Studies courses and Campus Ministry Programs are to include a service component which assists students in acquiring the attitudes and skills required for service to others as well as providing them concrete opportunities to serve others in a Christian way.
- 8) XBSS schools are asked to establish endowment or Board restricted funds to provide non-repayable scholarships for poor and minority students. This effort is to be undertaken even at the cost of considerable sacrifice.
- 9) Teachers are to be selected with great care. Along with appropriate professional education and certification, they should manifest sensitivity to the ministerial dimensions of their teaching responsibilities. Formational and in-service programs help stress the Christian dimensions of the school and the support for it that is required. Teachers are to exemplify in their lives, as well as in their teaching, Gospel values.

Conflict of Interest Policy

Section I. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director/Trustee of the Corporation. This policy is intended to supplement, explain and provide those covered by it a process for implementation of what is stated in the Certificate of Incorporation. It is not, however, intended to replace any state laws governing conflicts of interest applicable to nonstock and charitable corporations.

Section 2. Definitions.

1. An "Interested Person" is any Director/Trustee, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below.

2. A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment or family:

(a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 3. Procedures.

1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. Addressing the Conflict of Interest.

(a) The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(b) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(c) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors/ Trustees whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and whether the transaction is fair and reasonable to the Corporation. The Board or committee shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflict of Interest Policy.

(a) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Compensation Committees. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation

Section 6. Annual Statements. Each Director/Trustee, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such Person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable and are the result of arm's length bargaining.
- (b) Whether any corporate services result in inurement or impermissible private benefit.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Xaverian Brothers Sponsored Schools In the United States

*LOWELL CATHOLIC HIGH SCHOOL
LOWELL, MASSACHUSETTS*

*MALDEN CATHOLIC HIGH SCHOOL
MALDEN, MASSACHUSETTS*

*MOUNT SAINT JOSEPH HIGH SCHOOL
BALTIMORE, MARYLAND*

*NAZARETH REGIONAL HIGH SCHOOL
BROOKLYN, NEW YORK*

*OUR LADY OF GOOD COUNSEL HIGH SCHOOL
OLNEY, MARYLAND*

*SAINT BERNARD SCHOOL
UNCASVILLE, CONNECTICUT*

*SAINT JOHN'S HIGH SCHOOL
SHREWSBURY, MASSACHUSETTS*

*SAINT JOHN'S PREPARATORY SCHOOL
DANVERS, MASSACHUSETTS*

*SAINT MARY'S RYKEN HIGH SCHOOL
LEONARDTOWN, MARYLAND*

*SAINT XAVIER HIGH SCHOOL
LOUISVILLE, KENTUCKY*

*XAVERIAN BROTHERS HIGH SCHOOL
WESTWOOD, MASSACHUSETTS*

*XAVERIAN HIGH SCHOOL
BROOKLYN, NEW YORK*

*XAVIER HIGH SCHOOL
MIDDLETOWN, CONNECTICUT*