



Xaverian Brothers

Sponsored Schools



OUR SCHOOLS



BOARD

HANDBOOK

Xaverian Brothers Sponsored Schools (XBSS)

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INTRODUCTION AND WELCOME

This handbook is offered to you, our boards of directors (boards of trustees) and chief administrators (presidents/headmasters), to support and guide your mission-critical work in a Xaverian Brothers Sponsored School (XBSS). Thank you for strengthening Catholic education in your community while honoring the traditions and legacy of the Xaverian Brothers.

The Xaverian Brothers have a storied history in leading successful Catholic schools in America and abroad. Following Vatican II, which called for laity to become more involved in the Church, the Xaverian Brothers' were among the first religious congregations to empower lay leaders to serve in governing roles within Catholic schools. The brothers created a model of sponsorship to continue the ministry and Catholic identity of the schools. They invited the laity to join them in the governance of Xaverian schools while maintaining the Congregation's role in a Church ministry. Each school was always a separate civil nonprofit corporation. For the traditional Xaverian schools in XBSS, the leadership of the Congregation served as the board of directors of each school. In the 1970's, each school's legal structure was modified to allow laity to share in governance with significant legal authority. Governing authority was divided between Members (the Congregation's leaders or now usually a common group appointed by them) and a board. The Members reserved limited powers to meet their Church sponsorship and interest in a school. All the other powers of a corporation remained with the board of directors. In effect, the usual, ongoing operational powers previously exercised by the Congregation's leadership remained vested with each local board of directors who are a talented, mission-driven lay collaborator like you. (St. Bernard's, Xavier, and Lowell Catholic are cosponsored by their respective dioceses, and the local bylaws for the corporation will further clarify the governing authorities of all parties.)

To assist you in your role, this handbook will outline the governance structure of the XBSS network along with the roles, duties, and responsibilities of the board and chief administrator. In addition, the resource explains the supportive function of the XBSS sponsorship office and the reserved powers the Members retain to honor their Church responsibility. Most importantly, the document integrates necessary procedural expectations for governance and management with a mission focus that aligns with language and charism of the Xaverian Brothers. The creation of this handbook is rooted in the expertise and input of varied stakeholders across the network, the congregation's Fundamental Principles, and resources from reputable organizations such as the National Association of Independent Schools and BoardSource.

At its foundations, this Xaverian approach to governance is based on the conviction that governance is a ministry – an action of service, to and with others, that flows from a deep faith commitment. It is with tremendous gratitude that we thank you for giving so much of yourselves to govern in a Xaverian Brothers Sponsored School. Your ministerial service will help preserve and promote the charism, spirituality, and legacy of the Xaverian Brothers, all while affording today's youth with opportunities for educational and spiritual growth.

Brother Daniel Skala, CFX
General Superior

Brother Arthur Caliman, CFX
Chair of the Members

Dr. Patrick Slattery XBSS
Executive Director

Mr. Ben Horgan
XBSS Formation Director

Brother Richard Lunny, CFX
XBSS Associate Director

For ease of description the proper term "Members" may be stated as corporate members in the following text

FOUNDATIONS OF XAVERIAN EDUCATION

For over 175 years, Xaverian education has been transformative in the lives of young people. In Xaverian schools, students have been invited to encounter Jesus through an education that helps them to uncover their own gifts and to nurture their passions. A Xaverian education challenges them to become the people God created them to be by placing their talents at the service of God.

At the heart of the Xaverian Brothers Sponsored Schools has been a particular vision — a certain way of seeing the world — that began with the founder of the Xaverian Brothers and continues in their schools in Europe, North America, and Africa. Theodore James Ryken, the founder of the Xaverian Brothers, believed that young people, especially those who were the most vulnerable in a society that did not know or value the gospel of Jesus Christ, could be nurtured and formed by a core community who believed in them and in their uniqueness and potential as given by God.

Since 1839, when Theodore Ryken was first inspired to form a religious congregation of laymen in Belgium, the Xaverian Brothers have worked to fulfill his vision for young women and men. As consecrated religious brothers, the Congregation of the Brothers of Saint Francis Xavier would themselves follow a pathway deeply rooted in prayer and contemplation leading them to encounter Jesus Christ and to dedicate themselves and their ministries to serving his mission of establishing the Kingdom of God. It was Brother Ryken's belief that through their simple lifestyle and their reflective, prayerful living that they would learn to discover God in the "common, ordinary, unspectacular flow of everyday life."

Echoing Brother Ryken's persistent plodding, the Fundamental Principles of the Xaverian Brothers reminds those who follow in Ryken's footsteps that:



"You are called to a life of constant searching. Let the developments and changes of your times be a source both of confidence and challenge to you"

- Fundamental Principles

With an openness to the Spirit, the Xaverian Brothers have carried out their mission to serve the Church in its work of evangelization, particularly through the Church's ministry of education.

Since the Brothers' arrival in the United States in 1854, they have dedicated themselves to the communities they encountered in cities where they would establish schools in Kentucky and up the Atlantic Coast from Baltimore to north of Boston. From its inception in the United States, a Xaverian education emphasized two principal coordinates of Catholic identity: the formation of students in faith and the love of God, and a strong academic program to prepare them to make their contribution to the world. Students in Xaverian schools come to discover God in the ordinary events of their lives through learning, faith, and service.

MISSION, SPIRITUAL VALUES, CALLS

XAVERIAN BROTHERS SPONSORED SCHOOLS

Mission

Xaverian Brothers Sponsored Schools serve the Catholic Church's educational mission by forming young people to be faith-filled contemplative leaders who address the evolving needs of our world. Informed by our Xaverian and gospel values, our schools seek to educate the whole student by nurturing each person's unique giftedness. Xaverian students model Christ by utilizing their talents to respect the diversity of God's creation, seek justice, and love their neighbor.

The Spiritual Values

In the Xaverian Brothers tradition, certain values distinguish our way of life. Simplicity, humility, compassion, zeal, and trust are aspects of the charism which animated Theodore James Ryken and which continue to distinguish the life of the Xaverian Brothers. Partners in mission and students of the Xaverian Brother Sponsored School community are called to be animated by these values as they live and work together under the protection and guidance of St. Francis Xavier and all those who have gone before us.

Charism

Greek for "gift" or "favor." Charisms are living spiritual gifts of the Holy Spirit that are used to deepen the faith of others. Within a Catholic school setting, charisms can be understood as the focused identity inspired by the Holy Spirit to distinguish and advance the school's evangelizing and educational mission. Charisms are not static; they evolve with the changing gifts of a given community.

The Calls

The network of Xaverian Brothers Sponsored Schools recognizes a series of spiritual calls that guide our institutions to live out the charism passed onto us by the brothers.

- The call to embrace our Catholic identity and Xaverian charism as partners in the church's mission of evangelization within its ministry of education.
- The call to a spirituality, flowing from a contemplative stance, which is formed by God's presence in the common, ordinary, unspectacular flow of everyday life.
- The call to be formed in the spiritual values of simplicity, humility, compassion, zeal, and trust.
- The call for a challenging academic and cocurricular program that promotes the development of the whole person and their unique giftedness.
- The call to recognize our Christian responsibility to work for justice and peace by responding to the needs of others.
- The call to build diverse and inclusive communities that encourage enduring personal relationships through an understanding of culture and perspectives.

XAVERIAN BROTHERS SPONSORED SCHOOLS NETWORK ORGANIZATION

This diagram shows the collaborative relationship of the Xaverian Brothers Congregation to the sponsored schools and is not a description of legal structures. Each school is a separate corporation with Members and a Board of Directors who have mutually agreed to join in the XBSS network.

**Xaverian Brothers Congregational
Leadership**

**XBSS Corporate
Members (serve in place
of Congregational
Leadership)**

**XBSS
Sponsorship
Office**



**Our Lady of Good
Counsel High School**
Olney, MD



**St. John's
Preparatory School**
Danvers, MA



**Xaverian
High School**
Brooklyn, NY



**Mount St. Joseph
High School**
Baltimore, MD



**St. Bernard
School**
Uncasville, CT



**St. Mary's Ryken
High School**
Leonardtown, MD



**Malden Catholic
High School**
Malden, MA



**Lowell Catholic
School**
Lowell, MA



**Xaverian Brothers
High School**
Westwood, MA



**St. Xavier
High School**
Louisville, KY



**Xavier
High School**
Middletown, CT



**Nazareth Regional
High School**
Brooklyn, NY



**St. John's
High School**
Shrewsbury, MA

XAVERIAN BROTHERS CONGREGATIONAL LEADERSHIP

The general superior and general council are the duly elected leadership group of the Congregation of the Brothers of Saint Francis Xavier. Selection and terms of office of the general superior and general council follow the constitutions and procedures of the Xaverian Congregation.

Major responsibilities of the congregational leadership with respect to the network include:

- 1.** Serving as Members or appointing others as Members of the school corporation as stated in the school's bylaws.
- 2.** Promotion and preservation of the Xaverian educational mission through the development of a program of sponsorship and articulation of fundamental documents for Xaverian sponsorship.
- 3.** Exercising the reserved powers of each school corporation in accordance with state law, the articles of incorporation and bylaws as stewards of the Church's resources dedicated to the Xaverian educational mission. Good stewardship requires that the congregation preserve a role within each sponsored work that protects the Church's interests and the mission of the school.
- 4.** Determination of adequate funding for the sponsorship office.

XBSS CORPORATE MEMBERS

Currently the Members 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 corporate members exercise those reserved limited powers of the school corporation defined by the bylaws. The corporate members elect persons to the board of directors, who oversee the affairs of the school corporation in a manner consistent with the articles of incorporation, the bylaws, and the laws of the state in which the school is located.

The general superior of the Xaverian Brothers, or his designee from among the corporate members, will serve as the chairperson of the corporate members. The term of a corporate member is for three years. There is no limit to the number of terms, and a member may be removed with or without cause by a majority vote of the general superior and general council.

Major responsibilities of the corporate members include:

- 1.** Promoting an understanding and implementation of the Foundational Documents of Xaverian Brothers Sponsored Schools in the school and to its various constituents.
- 2.** Exercising the reserved powers of the school corporation authorized by the corporation's bylaws. Those reserved powers include:
 - a.** Elect persons to the board of directors in each sponsored school
 - b.** Sale, long-term lease, or debt encumbrance of the school's property
 - c.** Approval of changes to the corporate documents
 - d.** Establishment of associated legal entities
 - e.** Merger, dissolution, and distribution of any remaining assets after dissolution

XBSS SPONSORSHIP OFFICE

The personnel of the sponsorship office represent the network of schools to each sponsored school. The staff assists the schools in the implementation of Xaverian sponsorship and are directly responsible to the corporate members. The XBSS sponsorship office does not serve in a position of authority per se, but rather seeks to leverage network resources and goodwill, to strengthen the value of sponsorship, and to promote collaboration among all schools and stakeholders.

The Members major responsibilities for the Sponsorship office include:

- 1.** Appointing and evaluating the director for the sponsorship office.
- 2.** Developing and approving a strategic plan for Xaverian sponsorship and monitoring its implementation.
- 3.** Approving the annual budget for the sponsorship office and setting the sponsorship fee for each member school.
- 4.** Holding the XBSS sponsorship office accountable for the following duties:
 - a.** Identifying and providing programs, consulting services, and networking opportunities to any and all XBSS stakeholders that preserve, promote, and enhance the mission of Xaverian education.
 - b.** Implementation of the strategic plan approved by the corporate members for Xaverian sponsorship that seeks to serve the collective needs of the network, particularly as they relate to mission integration.
 - c.** Attending at least one board meeting annually for each school in the network and serving as a resource on issues regarding governance, bylaws, best practices, board formation, etc. Serving as the representative of the sponsorship office to ad hoc board or school committees such as strategic planning, and chief administrator or principal search committees.
 - d.** Offering guidance to the boards and the corporate members in identification and assessment of potential directors.
 - e.** Assisting the boards in the identification and assessment of potential candidates for the chief administrator through resources, procedures, and participation on search committees.
 - f.** Exploring and securing future resources for the growth and financial stability of the Xaverian Brothers sponsorship office and network programs.
 - g.** Serving as a referral resource and repository for best practices in key governance areas, such as board evaluation, chief administrator evaluation, executive searches, crisis management, and conflict of interest processes.

BOARD OF DIRECTORS

The board of directors of each school corporation are elected by the corporate members. All the power of a corporation granted by state law rests with the board except those powers reserved to the corporate members. The board of directors shall manage the affairs of the school in a manner consistent with its mission as a Xaverian Brothers Sponsored School, the articles of incorporation, the corporation's bylaws, and the laws of the state in which the corporation is located. Individual directors are elected by the corporate members for a term of three years and may be reelected to two more consecutive three-year terms. Directors may not usually serve more than three consecutive terms.

An absence of at least one year is required before one may be reelected to the board after having served three consecutive terms. Major responsibilities of the board of directors are to:

1. Appoint and evaluate the chief administrator. In a chief administrator/principal model, approve/endorse the chief administrator's appointment of the principal. Elect secretary and treasurer of the school board.
2. Promote the understanding and implementation of the mission and philosophy of the school in light of Xaverian sponsorship.
3. Establish programs and policies for the governance of the school in conformity with the school's mission and the requirements of the articles of incorporation and the bylaws.
4. In collaboration with the chief administrator, develop the strategic plan for the school and support its implementation.
5. Approve an annual budget that advances the mission, academic and extracurricular programming, and physical plant and seeks to enhance the long-term viability of the school.
6. Determine in consultation with interested parties (Members, local Church authority, etc.) whether to expand, change or cease school operations. These acts are not dissolution of the corporation. Dissolution of the corporation is an action reserved to the Members.

OBLIGATIONS OF XBSS BOARD DIRECTORS

Duty of Care

The duty of care requires that the XBSS directors be reasonably informed about the school's activities and participate in decisions in good faith and with the care of a prudent person in similar circumstances. In practice, the duty is carried out by:

- Staying informed about the school's mission, policies, and programs.
- Attending and conscientiously participating in board meetings.
- Obtaining information prior to voting and exercising prudent judgment.
- Frequently reviewing the school's finances and financial policies.
- Ensuring compliance with state and federal filing requirements.
- Ensuring that the administration of the school hires persons who can carry out 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.

OBLIGATIONS OF XBSS BOARD DIRECTORS

Duty of Loyalty

The duty of loyalty requires that directors make decisions not for personal gain, but with undivided allegiance to the best interests of the school. Directors must have a faithfulness to the mission when making decisions affecting the school. In practice, the duty is carried out by:

- Adhering to the school's conflict of interest policy, including an annual review and disclosure of any potential or actual conflicts.
- Avoiding the use of corporate opportunities for personal gain or benefit.
- Maintaining confidentiality regarding the school and board/leadership deliberations, conversations, and decisions.
- Supporting board decisions even if not personally in favor of them.
- Serving as a proud ambassador to the public.

Duty of Obedience

The duty of obedience requires that a director not 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. The duty of obedience requires that directors comply with applicable federal, state, and local laws, as well as the bylaws of the school. In practice, the duty is carried out by:

- Ensuring compliance with all regulatory and reporting requirements.
- Examining all documents that govern the school and its operation, including the bylaws, policies, and resolutions, to ensure their compliance with appropriate regulations.
- Being aware of and respecting the Members reserved powers exercised on behalf of the corporation.
- Making decisions consistent with the school's mission and governing documents.



Significant historical events in the founding of the Xaverian Brothers are showcased within these six, stained glass windows - located within the chapel at the St. Francis Xavier Institute in Bruges, Belgium.

TRANSFORMATIONAL XBSS BOARD LEADERSHIP

"Where there is no vision, the people perish" - Proverbs 29:18

Since 1965, Catholic education nationwide has witnessed a near 70% enrollment loss resulting in the closure of thousands of Catholic schools. Financial challenges stemming from the shift of religious educators to higher paid lay educators, changing family values, smaller families, demographic shifts, poor governance, and no vision for a stronger future are just a few of the factors that contributed to Catholic school decline over the decades.

Now more than ever, transformational leadership is needed in Catholic school governance. Boards of Directors must serve in more than an advisory capacity.

***"Leadership for change is more important than ever;
and the choices ahead are more urgent and complex
than those in the past. In this demanding environment,
the structure of governance itself should not be an
additional risk factor for the sector"***

- Consequential Boards: Adding Value Where it Matters Most

Boards of Xaverian Brothers Sponsored Schools must engage in transformational work beyond solely their fiduciary responsibilities such as ensuring a balanced budget, raising money, conducting audits, and ensuring staff are treated fairly. Today's Xaverian Brothers Sponsored School board must focus on long term sustainability through strategic and generative discussions and decision making. Generative thinking entails connecting decision making to mission, exploring the underlying values behind a decision. Strategic thinking will challenge the school to move from the current status quo to a preferred future. Fiduciary thinking helps protect assets and ensure resources are used efficiently and for their intended purpose. Combine all three forms of governance thinking and leadership, and the school board will best position itself to strengthen the institution amidst a demanding environment.

Fiduciary Governance Questions	Strategic Governance Questions	Generative Governance Questions
Is the budget balanced?	What are our new needs?	Why are we doing this?
Can we afford it?	How can we be better?	Does this align to our mission?
Did we get a clean audit?	How do we ensure financial strength?	Is there a better way?
Is it legal? Ethical?	Who are our competitors?	Why are we not (more) successful?
How much \$ do we need to raise?	Will this work?	How do our values reflect our choices?

Catholic education is a vital component of our Church's vitality, and research is abundant regarding the positive academic, economic, and social impact of Catholic education on society. School boards in the XBSS network must view governance as a means of offering necessary, transformational leadership. School boards must have a vision for long-term success and seek to achieve such through generative, strategic, and fiduciary thinking.

RESPONSIBILITIES OF AN INDIVIDUAL DIRECTOR

- Actively supports and advances the school's mission, services, policies, and programs.
- Attends all board and assigned committee meetings.
- Approaches board leadership responsibilities understanding the need for transformational leadership, inclusive of generative, fiduciary, and strategic thinking.
- Attends school special events.
- Reviews agenda and supporting materials prior to board and committee meetings.
- Serves on committees and task forces and offers to take on special assignments.
- Makes a personal financial contribution to the school according to his or her personal means.
- Suggests possible nominees to the board who can make significant contributions to the work of the board and the school.
- Keeps up-to-date on advancements in Catholic school governance and the board's role in advancing mission.
- Follows the conflict of interest and confidentiality policies as outlined in the bylaws.
- Takes care in separating the interests of the school from personal interests and the interests of a particular student or constituency.
- Assists the board in carrying out its fiduciary, strategic, and generative responsibilities in a sound manner.
- Supports the chief administrator and demonstrates that support within the community.
- Develops certain skills if not already in possession of them, such as reading and understanding financial statements, learning more about the educational and campus ministry programs, cultivating and soliciting funds, and cultivating and recruiting new directors and other volunteers.
- Recognizes that authority is vested in the board as a whole and that, upon learning of an issue, that he or she has the responsibility to bring it to the chief administrator or board chair and not deal with the situation individually.
- Serves as antennae for the institution in the community.

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

BOARD STRUCTURE

Board Chair

The chair of the board of directors of each school corporation is the chairperson of the corporate members or his/her designee. The designee is selected from among the elected directors of the corporation but may not be the chief administrator. The board chair shall preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time be assigned to the office. The board chair approves the board meeting agenda after consultation with the chief administrator and board committee chairs. The board chair is responsible for appointing all committee chairpersons. She/he is also an ex-officio member of each board committee. The board chair conducts the annual evaluation of the chief administrator and communicates the results to the board and to the chief administrator. She/he is also responsible for leading salary negotiations with the chief administrator.

Board Vice-Chair

The chairperson of the corporate members may also appoint a vice-chair of the board to serve in the absence of the chair. A vice-chair shall be selected from among the current directors of the corporation but may not be the chief administrator.

Board Committees

The board accomplishes much of its work in creating policy and approving strategic direction through the work of committees. Effective committees are essential to effective boards. Committees, like boards, must maintain a continual awareness and understanding of the mission, spiritual values, and calls of a Xaverian, Catholic school. Committee business and recommendations made to the entire board align and further support the charism and Catholic identity of the school. Appropriate school personnel, typically members of the senior leadership team, are regularly included in all committee work. Board committees should have a voice in meeting agenda creation, ensuring collaboration exists and diverse talents are leveraged to drive topics for discussion.

The board's standing committees are appointed annually by the board chair. Each director usually serves on 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 is kept as part of the corporation's documents.

Examples of a board's standing committees include:

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

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

- Strategic Planning
- Evaluation and Compensation
- Chief Administrator
- Search Committee
- Marketing/Enrollment
- Investment (possible subcommittee of finance)
- Diversity/Inclusion

Committee membership is not limited to board directors, but the school's bylaws may require a number of directors on each committee and/or require that a director serve as committee chair.

Advancement Committee

The advancement committee supports institutional advancement including fundraising, stakeholder relations, and strategic planning.

Advancement committee responsibilities include:

- Support of the chief administrator in her or his role with regard to institutional advancement.
- Assist the chief administrator and development/advancement office in identifying prospects for major gifts to the school.
- Develop a vision of institutional advancement that includes a plan for promoting the school's relationships with a variety of constituents.
- Collaborate with school personnel to ensure that the development program is varied and not dependent upon any one activity or program for success.
- Analyze the effectiveness of fundraising/advancement programs in light of income, cost, and personnel.

Executive Committee

The executive 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 directors, including the board chair, vice-chair and the chief administrator.

Executive Committee responsibilities include:

- Make recommendations to the board of directors relating to issues and events that occur during the year.
- Carry out specific directions of the board.
- Handle urgent/emergency issues while keeping the board appropriately informed.
- Assist the board chair with evaluation and salary negotiations for the chief administrator.

Educational Programs Committee

The educational programs committee is charged with assisting school leadership to animate and sustain the lived mission of the institution and its Xaverian and Catholic identity. The committee recognizes that the evaluation of educational programs is the responsibility of school leadership yet assists the administration in analyzing the quality and effectiveness of the school's curricular, cocurricular, and ministry programs. The committee is typically comprised of directors and other individuals who are dedicated to the mission of Xaverian schools and have a strong working knowledge of educational programs to best help support the administration in review of any specific program, staffing need, or policy. Additionally, committee participants must be able to clearly communicate and advocate for the Xaverian, Catholic mission to their school community and fellow directors.

Educational programs committee responsibilities include:

- Assist school administration in ensuring that board policies relating to the lived mission of the school are effectively implemented and are reflective of the Xaverian, Catholic faith, and tradition.
- Support the goals of the religious studies/theology, campus ministry, and adult formation programming such that they clearly reflect the mission of Xaverian Brothers Sponsored Schools and the goals of Catholic education in terms of mission, community, worship, and service.
- Meet with faculty, staff, and/or students, at the request of the school's leadership team, to assist with their analysis of key areas of school life, including academics, student life, athletics/extracurriculars, communication channels, etc.
- Oversee the ongoing fulfillment of the XBSS mission effectiveness review.

Finance Committee

The finance committee recommends an annual budget to the board, supports the implementation of the budget, manages investments, reviews internal controls and audits, monitors the quality of financial management within the school, and tracks financial trends. It should be assisted in these matters by the Treasurer of the corporation and the CFO (if a different person) In collaboration with the chief administrator and board of directors as a whole, the committee helps ensure the long-term fiscal viability of the school, including any annual tuition increases. Finance committee responsibilities include:

- Develop a comprehensive and strategic financial plan that guides the work of the committee.
- Support the internal processes for the development of the annual budget, long-term budget projections, and financial trends that may impact the operations of the school.
- Review employee salary and benefit package in light of appropriate benchmarks and ensure consonance with mission.
- Develop investment policies which reflect moral and social responsibility.
- Collaborate with school leadership to ensure the annual budget reflects adequate financial aid which maximizes access to the school for families from diverse socioeconomic backgrounds.
- Receive and review 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.
- Explore auxiliary forms of income, beyond tuition and advancement revenue, to support operating needs and long-term budget projections.
- Develop an appropriate method of communicating the school's financial status to its constituents.
- Keep corporate members apprised of any desired or necessary debt that encumbers the corporation's property.

Audit Committee

The audit committee helps assess and mitigate institutional risk by providing support for internal controls and for conducting the school's annual audit. The audit committee typically includes persons with financial expertise, including directors who are not serving on the finance committee. A finance committee can serve as an audit committee if deemed appropriate by the Board of Directors. While school employees (CEO, CFO) may be members of this committee, proper independence must be observed on some voting matters. School officers should excuse themselves from voting on the selection of an audit firm, making a recommendation of audit approval to the board, and attending executive sessions of the audit committee. Audit Committee responsibilities include:

- Develop and recommend for board approval a code of ethics for financial matters.
- Identify the independent auditor for board approval.
- Review the annual audit, meet with the audit firm, and recommend the audit for board approval.
- Hold executive sessions (e.g. without school officers present) with representatives of the external audit firm annually to discuss concerns or feedback, if any, regarding the conduct of the audit.
- Develop and support the implementation of the school's internal controls in collaboration with appropriate school personnel.
- Assist school leadership, as necessary, with the implementation of the approved recommendations of the auditor's management letter.
- Oversee the implementation of the board's conflict of interest policy, found in the corporation's bylaws.
- Monitor implementation of the board's policies on employee complaints with regard to illegal activities in the organization, including nonretaliatory provisions.
- Monitor implementation of policies on document retention and periodic destruction, including policies for electronic and voicemail files.
- Periodic review of director and officer liability protection.
- Provide reasonable oversight for school compliance with all applicable federal, state and local regulatory agencies, including the Internal Revenue Service.

Nominating and Board Assessment Committee

The nominating and board assessment committee examines the composition of the board and helps identify, recruit, and propose new directors. The committee collaborates with the chief administrator and executive director of the sponsorship office in presenting to the corporate members a slate of directors for election or re-election. The committee also facilitates the board's self-assessment and plans for board formation and professional development through orientation, training, and ongoing education. The committee is tasked with ensuring strong, ongoing board governance which embraces strategic, generative, and fiduciary thinking.

Recognizing the board's role in preserving the Xaverian, Catholic identity and mission of the school, consideration should be afforded to inviting able Xaverian Brothers and/or educational leaders within the XBSS network to serve as board directors.

Nominating and board assessment committee responsibilities include:

- Assess current composition of the board of directors and identify skill sets needed/desired in new directors, and enlist directors, school administration, and others to assist with identifying candidates.
- Ensure prospective directors can support and own the mission and vision of a Xaverian Brothers Sponsored School.
- Identify any potential areas of conflict for newly elected directors and offer support as necessary in managing such situations.
- Through the executive director of the sponsorship office, present a slate of directors to the corporate members for election or re-election. Facilitate board self-assessment process.
- Work with the sponsorship office to develop board formation and/or professional development programs or activities for directors.
- Ensure the board proactively assesses its ongoing governance and leadership effectiveness.

Plant and Facilities Committee

The plant and facilities committee provides guidance for the needs of the physical plant, including maintenance of existing facilities and property. The committee assists school administration and the board of directors with any new construction planning, as needed.

Plant and facilities committee responsibilities include:

- In collaboration with school personnel, develop a comprehensive master plan for space assessment, long-term facility needs, preventive maintenance plan, etc., that guides facilities management.
- Develop a policy on soliciting bids and/or contracts for capital improvements.
- Support school personnel in the evaluation of facilities in light of safety, fire, and health codes.
- Develop policy for use of facilities by outside groups.
- Ensure that a coordinated communication effort exists with the finance and advancement committees.

Use of Executive Session at Board Meetings

Executive session is typically limited to voting board directors and may or may not include the chief administrator.

Issues commonly discussed in executive session with the chief administrator present include:

- Sensitive staffing discussions.
- Litigation.
- Alleged or improper activities (unless such allegations apply to the chief administrator).
- Major business transactions.
- Crisis management situations.
- Roles, responsibilities, and expectations of the board and chief administrator.

Issues commonly discussed in executive session without the chief administrator present include:

- Discussions of chief executive performance and compensation.
- Succession planning.
- Legal issues involving the chief executive.
- Board practices, behavior, and performance.
- Barring any legal implications, executive sessions without the chief administrator present are followed, as soon as possible, with communication from the board chair to the chief administrator as to the contents of the executive session. This communication can take the form of a meeting and/or a letter.

Relationship between the Board and the Chief Administrator

Both the board and the chief administrator play a crucial role in protecting and promoting the mission of a Xaverian Brothers Sponsored School. The relationship between the board and the chief administrator is a significant factor in the school's success. It can only succeed through strong communication, a collaborative approach, mutual trust, and clear areas of responsibility.

The chief administrator is hired by the board and is directly responsible to the board. His or her primary responsibility is to oversee administration of the school, which includes implementing the policies set and communicated by the board. The chief administrator is the professional, educational, and institutional leader of the school, serving as the school's chief executive officer. The chief administrator is a mission-driven leader, ensuring all operations understand, respect, and support the stated mission.

The board is ultimately responsible for reviewing mission effectiveness and ensuring that policies and strategies align to mission. The board brings added institutional leadership to the school, keeping the organization focused on long-term sustainability. The board does not engage in management of day-to-day operations of the school. The board's focus is strategic and supportive of the chief administrator. The board formally reviews the performance of the chief administrator annually, based upon 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 coming year are the focus for this session.

Shared governance between the board and chief administrator, along with empowering faculty and staff to help implement operational needs, is critical to creating a cohesive, transformational team that collectively supports a united, sustainable mission.

PRINCIPLES AND PRACTICES FOR EFFECTIVE BOARD GOVERNANCE

The National Association of Independent Schools (NAIS) has provided a widely accepted list of eight principles and practices for effective governance and leadership within an independent school. The Xaverian Brothers sponsorship office endorses these recommended principles, while applying a uniquely Xaverian approach to their adoption, and has adapted them here to the roles and responsibilities of the board of directors.

These principles and practices are intended to assist boards and school leaders with a deeper understanding and appreciation for the entire mission of a Xaverian Brothers Sponsored School.



Seal of the Xaverian Brothers

MISSION

"Go, then, to all peoples everywhere, and make them my disciples."

These words of the Gospel stand at the heart of the vision of your Founder. Within them is contained the mission and the ministry of your congregation. Beyond this, Theodore James Ryken chose Saint Francis Xavier as the patron of the congregation so that "the name of this insatiable laborer for souls will indicate with one word what is intended for the congregation."

- Fundamental Principles

All directors of the board are capable of articulating the mission and purpose of a Xaverian Brothers Sponsored School. They are entrusted by the Xaverian Brothers to preserve and promote the educational legacy rooted within Theodore Ryken's vision for the congregation. Individuals on the board of a Xaverian Brothers Sponsored School are required to embrace the full mission and not limit their participation to a specific skill set, such as accounting or legal or fundraising. Recognizing that the schools are a ministry, all directors of a board are responsible for the advancement of the school's Xaverian and Catholic identity and mission.

The board of directors periodically reviews the mission statement of the school to ensure that it flows from the charism of the Xaverian Brothers and reflects the school's purpose. When necessary, the board of directors, in collaboration with school leadership and the corporate members, makes changes to the mission statement to ensure it is current and viable.

At all times, the board of directors must use its school's stated mission to guide decision-making and policy creation. The mission must be at the foundation of the board's work if the school is to remain Xaverian.

Indicators of Success

- The mission statement is widely known within the entire community, including the board of directors.
- There is a collective understanding of, and appreciation for, the mission and vision of the Xaverian Brothers and the legacy of Theodore Ryken.
- The mission is properly and often referenced when making decisions or creating policy.
- A strategic plan exists with appropriate references to the school's mission.
- The entire board owns the full mission.
- Directors do not delegate mission work and preservation of Catholic identity solely to school leadership or the Xaverian Brothers.
- The board of directors intentionally seeks time and ways to further form themselves in the charism and spirituality of the Xaverian Brothers.

RELATIONSHIPS

This was the vision Theodore James Ryken had in view when he founded the congregation: A band of Brothers who mutually help, encourage, and edify one another, and who work together. You are called then by your Founder to enter into a true mutual sharing with your brothers. This sharing will demand of you an opening and a giving of yourself to them at many levels, and a ready acceptance of each of them in all their sinful and graced humanity. Cultivate a sincere friendship and a warm affection for your brothers, for it is in the manifestation of honest fraternal concern and love for each other that you and they will show you are sons of Ryken and disciples of Jesus."

- Fundamental Principles

Enduring personal relationships are a hallmark of the Xaverian charism. Therefore, a Xaverian Brothers Sponsored School strives to create an atmosphere in which healthy and enduring relationships can grow and thrive. In such an atmosphere, all can experience respect and care for their dignity as children of God.

Individuals serving on the board of directors of a Xaverian Brothers Sponsored School must be astutely aware of their role in building enduring relationships. As public figures and representatives of the school and its mission, directors must ensure their attitudes, actions, and manner consistently build trust, show respect, and affirm the values and beliefs of the school.

High-performing schools often have high-performing boards that demonstrate a strong working relationship with school leadership. The board's relationship with the chief administrator and his or her leadership team is crucial to the long-term viability of the mission and academic purpose of the institution. A mutual respect of the duties and responsibilities of each party is paramount in the healthy operation of the organization. In turn, the strength of such relationships need not bias either school leadership or the board of directors in their assessment of the long-term viability of programs or the health of the organization. A trusting relationship which honestly assesses the progress of the school in achieving its mission and strategic goals will best serve the organization.

Indicators of Success

- Mutual respect, trust, and understanding are evident among stakeholders.
- Policies which impact faculty, staff, and/or students are carefully crafted with an appreciation for the mission of the school.
- Board and school self-assessments offer measurable feedback on the quality of relationships within the community.
- A constructive partnership exists between the board and School Head.
- All stakeholders in the Xaverian Brothers Sponsored Schools model respect for the authority, roles, and designated responsibilities of each other.

DECISION-MAKING

"Above all, enter into an ever deeper sharing of faith and prayer with your brothers; reflect with them on how you find Him in your lived experience. In this way the community searches out the needs of the times and the desires of the Lord in their regard. In this shared faith of the community you will experience the ongoing revelation of Jesus."

- Fundamental Principles

Catholic schools are operating at a difficult time in the history of the Church. Waning enrollment nationally, fewer Catholic elementary schools feeding into secondary programs, ever-increasing tuition rates, the sex abuse scandal, and a toughening value proposition with improved public education are just a few obstacles facing school boards and Catholic school leadership.

Xaverian Brothers Sponsored Schools boards are faced with an increasing number of complex decisions which have potential to challenge the long-term mission and vision for the school. While some decisions may require more immediate action, boards and school leadership must strive to make decisions that respect and support the mission. A board takes time for prayer, contemplation, and discussion on key strategic decisions to ensure they are fully vetted and strengthen the mission of the school.

Decision-making at the board level must also respect the roles and responsibilities of school leadership. While it is the duty of the board to create policy and work collaboratively with the chief administrator, the board's only employee, it is the responsibility of the chief administrator to implement board policies and conduct the day-to-day operations of the school. The board's decision-making must refrain from becoming involved in daily operations and the work of school leadership.

Indicators of Success

- Board meetings begin with prayer, rooted in a strong Xaverian, Catholic identity.
- Decisions are framed in the context of the stated mission.
- Long-term strategic goals for the school are created in a forum with prayer, contemplation, and discussion.
- Self-assessment measures indicate an awareness that board and school leadership decision-making is not rushed and is respectful of the mission and vision of the school.
- Board decision-making does not become involved in the operations or day-to-day work of the chief administrator and staff.
- An identifiable board culture of inquiry, respect, and constructive dialogue and discussion regarding key decisions exists.

COMMUNICATION

"As a follower of Jesus and a brother of your brothers, keep ever before you the motto of the congregation: Concordia res parvæ crescunt. In harmony small things grow. For it is only in harmony that you will grow, that your community will grow, that the love of God will grow in your world, and that the Reign of God will grow to completeness."

- Fundamental Principles

Communication is paramount to building both enduring relationships and harmony within a Xaverian Brothers Sponsored School. Harmony is necessary to allow stakeholders of the school community to agree to ideas and programs which best serve the students. Harmony, being of one heart and one mind, promotes the growth of the Xaverian Brothers Sponsored Schools network. The board of directors, in close collaboration with school leadership, takes a primary role in setting the culture and tone of communication in the school community.

The board of directors is responsible for ensuring that the school clearly communicates and lives its Xaverian, Catholic mission. In addition, it is important for the board to realize the impact its policy creation and decision-making has on the school's programs and constituents. Proper communication regarding the vision and rationale for decision-making is necessary to ensure the smooth implementation of such policies and decisions by school leadership.

Indicators of Success

- Clearly defined lines of communication exist, including person(s) responsible for any internal/external communication.
- Self-assessment measures and data from stakeholder feedback speak positively of communication within the community.
- The community is aware of a strategic vision for the school.
- The board speaks with "one voice" when a decision is made and goes public.
- Strong, healthy relationships are evident among key stakeholders.
- Communication is timely and allows for feedback from the community.

CLARITY & BALANCE IN ROLES & RESPONSIBILITIES

"You were created by the God of love in His image and according to His likeness, to be a unique expression of that love. It is through you that He desires to manifest His love to the peoples of the world in these times, and to offer them the freedom of the children of God. As a disciple of Jesus Christ, you are called to follow in His footsteps and minister God's healing touch of love, through word and deed, to all whom you meet in your journey of life."

- Fundamental Principles

All directors are expected to own the whole mission. Each director brings their specific and unique gifts that will help further advance the actions of the board. It is paramount for the board of directors to understand how and when those skills are to be leveraged and when to respect the authority, skill set, and roles of other board directors.

The procedural roles and responsibilities within the sponsorship model are outlined in the Obligations of XBSS Board Directors section. At a mission-oriented level, ensuring clarity and balance in roles and responsibilities is necessary to building trust and enduring personal relationships. While schools seek directors with expertise, resources, and experience to help achieve the school's mission and strategic goals, all involved must respect their designated roles in advancing that mission.

In addition, the board of directors ensures understanding of their roles and responsibilities relative to the Xaverian Brothers, the corporate members, and perhaps the local diocese depending upon the bylaws of the organization. A healthy relationship with local pastors and bishops is strongly desired by the Xaverian Brothers, even if the local ordinary does not have policy making authority in school matters.

Indicators of Success

- Job and role descriptions are clearly defined, current, and understood.
- There is a clear organizational structure at all levels outlining roles and responsibilities.
- A culture of trust and open communication is evident, particularly when clarifying roles, responsibilities, and authority.
- Strategic objectives with identified divisions of responsibilities exist.
- Self-assessment measures are in place to effectively evaluate board practices.

STRATEGIC FOCUS

"As you prayerfully reflect on the past, assess the present, and ponder the future with your brothers, be considerate of this history. Yet, like Ryken, foster an attitude of openness to the needs of the Church and your world, and a willingness to follow Christ wherever He leads. You are called to a life of constant searching. Let the developments and changes of your times be a source both of confidence and challenge to you."

- Fundamental Principles

Mission-oriented boards have a strong sense of vision and direction. While their fiduciary thinking helps protect assets and ensure resources are used efficiently, they understand that this vocation of serving Catholic education calls for the continual advancement of the mission and vision of the Xaverian Brothers Sponsored School. Boards improve the value proposition of the institution through a strategic focus on long-term sustainability.

A strategic focus is meant to challenge the status quo. It can be uncomfortable at times for school leadership and boards to recognize areas of weakness or threats, but strong leadership involves viewing challenges and obstacles as opportunities for improvement and growth. Goal-setting must be comprehensive and strategic in nature. Strategies to achieve those goals must be well-planned and realistic.

A strategic plan and focus is likely to guide the school in new directions over a focused period of time. In order to prevent mission-drift during that time frame, the board's use of generative thinking can ensure the underlying values of the organization impact decision making. Strategic discussions should include consideration of the school's mission statement, and the mission, spiritual values, and calls of a Xaverian Brothers Sponsored School. Boards should also challenge themselves to leverage prayer and contemplation when discussing critical, strategic matters that impact the operation and mission of the school.

Indicators of Success

- A strategic plan exists with appropriate and evident connections to the stated mission.
- Goals and objectives are reviewed annually with progress cited.
- Regular solicitation of feedback occurs on the quality of programming and overall school experience such that those metrics can inform future strategic decision-making.
- Board retreats and intentional periods of reflection are held to guide strategic direction for the school.
- The school communicates its rationale for its strategic direction.
- Board decisions and policy align to the stated strategic plan, focus, and mission of the school.
- The financial plan supports the strategic direction of the school.

BOARD DEVELOPMENT & OPERATIONS

"Ryken looked upon his original vocation as being such a conversion through which he fell in love, and put himself at the service of God. Yet, he too came to the understanding that a continual conversion is needed. Be patient, therefore, with yourself and with God. If you allow yourself to be formed by God through the common, ordinary, unspectacular flow of everyday life, you will gradually experience a liberation and a freedom never before imagined."

- Fundamental Principles

Board development can be looked at through two lenses: formation of directors as stewards of the Xaverian Mission and building a competent board with the operational skill sets to support the strategic direction of the school.

Directors of the board in a Xaverian Brothers Sponsored School receive formation opportunities as individuals and as a group. Each director 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 directors. 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 directors before, or shortly after, beginning their involvement on the board. Through workshops, in-service opportunities, and other gatherings, directors participate in continuing formation. Formation experiences for directors is woven into the process of regular board meetings.

Board formation in the Xaverian charism and in stewarding mission is a continual process, one in which each director is patient, allowing him/herself to be formed by God through the common, ordinary, unspectacular flow of everyday life.

While serving as stewards of the mission, an XBSS board must also seek to recruit new directors with applicable skills sets to help advance the strategic direction of the school. Boards assess their profile to help identify the necessary skill sets needed in new directors. Each director candidate is recruited because he or she brings specific competencies that further the school's mission and vision.

Indicators of Success

- An orientation program for new directors to the board is clearly defined and implemented annually.
- All directors participate in board retreats or network formation opportunities.
- Professional development opportunities for the board are presented with regular participation.
- An identification and recruitment plan for new directors exists and is based upon a review of the current composition of the board and the strategic needs of the school.

ASSESSMENT & ACCOUNTABILITY

"Day by day you will need to renew your response. Do not become discouraged over the difficulties you encounter in your life of evangelical service. Knowing that difficulties would be your share, your Founder judged: that nothing special is achieved without much labor, effort and zeal."

- Fundamental Principles

Just as school leadership regularly assesses the quality of programming, policy implementation, and stakeholder satisfaction, the board annually reviews, discusses, and evaluates its own performance. A culture of continuous improvement is expected of school personnel and therefore is modeled at the highest level by the board itself.

Board assessment includes both individual and collective board self-evaluation and includes measuring board actions in light of the mission, spiritual values, and calls of a Xaverian Brothers Sponsored School. Its annual assessment looks closely at whether and how the board has met its objectives, including conducting an evaluation of the chief administrator, and whether the board meetings are well managed, with board directors feeling engaged and valued.

A thorough board assessment assures that the board adheres to the bylaws, rules, and regulations of the state in which the school is located and that all legal standards and ethical norms are upheld.

Indicators of Success

- A board self-assessment occurs annually and is effectively used to guide any necessary changes in board operations. This should also include a review of the procedures to evaluate the chief administrator.
- A culture of trust, honesty, and open communication exists and allows for constructive improvements in the operation of the board.
- Appropriate transparency exists with the school community regarding board policies and practices and how they support the mission and vision of the school.



Xaverian Brothers Sponsored Schools in the U.S.



LOWELL CATHOLIC

530 Stevens Street
Lowell, MA 01851
www.crusaderclub.org



MALDEN CATHOLIC HIGH SCHOOL

99 Crystal Street
Malden, MA 02148
www.maldencatholic.org



MOUNT ST. JOSEPH HIGH SCHOOL

4403 Frederick Ave,
Baltimore, MD 21229
www.msjnet.edu



NAZARETH REGIONAL HIGH SCHOOL

475 East 57th Street,
Brooklyn, NY 11203
www.nazarethrhs.org



OUR LADY OF GOOD COUNSEL

17301 Old Vic Boulevard
Olney, MD 20832
www.olgchs.org



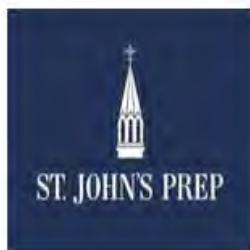
ST. BERNARD SCHOOL

1593 Norwich-New London Turnpike
Uncasville, CT 06382
www.saintbernardschool.org



ST. JOHN'S HIGH SCHOOL

378 Main Street
Shrewsbury, MA 01545
www.stjohnshigh.org



ST. JOHN'S PREPARATORY SCHOOL

72 Spring Street
Danvers, MA 01923
www.stjohnsprep.org



ST. MARY'S RYKEN HIGH SCHOOL

22600 Camp Calvert Road
Leonardtown, MD 20650
www.smrhs.org



ST. XAVIER HIGH SCHOOL

1609 Poplar Level Road
Louisville, KY 40217
www.saintx.com



XAVIERIAN BROTHERS HIGH SCHOOL

800 Clapboardtree Street
Westwood, MA 02090
www.xbhs.com



XAVIERIAN HIGH SCHOOL

7100 Shore Road
Brooklyn, NY 11209
www.xaverian.org



XAVIER HIGH SCHOOL

181 Randolph Road
Middletown, CT 06457
www.xavierhighschool.org

Xaverian Brothers International Ministries

DEMOCRATIC REPUBLIC OF CONGO

Institut Furaha (Diocèse de Sakania/ Kipushi)

Ecoles de Tenke/Fungurume

Ecole Primaire Baraka

Ecole Primaire Kasana

Ecole Primaire Kitoto

Ecole Primaire MKOMBOZI

Ecole Primaire NDELA

Ecole Primaire UBORA

Institut BARAKA et Institut KITOTO

Institut MKOMBOZI

Institut UBORA

Polyclique Afia/Don Bosco (Salésiens/Lubumbashi)

Complexe Scolaire SFX, Kikula

Ecole Primaire, Uhaki I

Ecole Primaire, Utashi

Complexe Scolaire Tutazamie, Likasi

Ecole Secondaire Institut Tutazamie

Ecole Primaire, Kitimizo

Ecole Primaire, Uhaki II

Ecole Maternelle Rijken

Centres Pour Enfants Abandonnés

Centre Bon Berger

KasengaEcole
Secondaire Cisaniko

Complexe Scolaire Malkia wa Amami (Soeurs
Bénédictines/Lubumbashi)

BELGIUM

Sint-Franciscus-Xaveriusinstituut
S.O.Mariastraat 7
8000 Brugge

School “De Vuurtoren”
Special Education
Heistlaan 26A
8301 Knokke-Heist

Sint-Bernardusinstituut
Sportlaan 4
8300 Knokke-Heist

Sint-Leoschool
Groenestraat 29
8210 Zedelgem

Sint-Francisus-Xaveriusinstituut
Elementary Education
Mariastraat 7
8000 Brugge

HAITI

Sant Zaveryen, Croix-des-BouquetsFrères Xavériens,
Lalavois 48 Impasse Necker N.13 Croix-des-Bouquets
Port Au Prince

KENYA

Street Children Program Theodore James Ryken Centre
for Hope

John & Paul Olsen Program

St. Xavier High School Bungoma

St. James Junior/Minor SeminaryDiocese of Lodwar
PO Box 101
30500 Lodwar

Additional Resources

The following resources can be found in the Board Portal located at the bottom of the Xaverian Brothers Sponsored School Website (www.xbss.org)

- A. Conflict of Interest Form
- B. Recruitment of New XBSS Board Directors
- C. Board Self-Assessment Resources
- D. Chief Administrator Assessment Resources
- E. Answering the XBSS Calls: Board Responsibility
- F. Case Studies: For Board Discussion/Formation
- G. Dealing with a major crisis
- H. Contact the XBSS Office for more information on the following:
 - a. Chief administrator search process/materials
 - b. School wide mission effectiveness review
 - c. Strategic planning support
 - d. Board retreat/formation programming
 - e. General consulting services as needed
 - f. New board director orientation/training