



BUTTE SCHOOLS

SELF-FUNDED PROGRAMS

BOARD OF DIRECTORS

Governance Handbook

Adopted January 31, 2011
Revised October 10, 2011
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Board of Directors – Executive Committee

Mary Sakuma, President
Ruthie Anaya, Vice-President
Connie Cavanaugh, Secretary
Heather Naylor, Treasurer

David McCready, District Representative
Pam Ragan, District Representative
Suzanne Carter-Herboldschimer,
District Representative

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Kristina Cinquini
Deana Fallen
Steve Byram
Jan Hillskepmer
Danny Mardilla

Executive Director

Christy Patterson

This handbook reflects the governance team's work on creation of a framework for effective governance. This involves ongoing discussions about unity of purpose, roles, commitment to norms and coming to agreement on protocols/formal structures that will enable the governance team to perform its responsibilities in a way that best benefits all member districts, district students, and district employees and retirees and their families.

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EFFECTIVE GOVERNANCE

There are three dimensions to the effective governance of any organization: the actions of an individual, a group coming together to govern, and the performance of governance responsibilities by the group.

In a joint powers authority, the Board and Executive Director work together as a governance team. For a governance team to work together effectively, members need to: 1) maintain a Unity of Purpose, 2) agree on and govern within appropriate roles, 3) create and sustain a positive governance culture, and 4) create a supportive structure for effective governance.

Effective governance tenets encompass the basic characteristics and behaviors that enable governance team members to efficiently provide a cost-effective employee benefits and property / liability insurance program.

Governance – A Definition

Governance of a joint powers authority is the act of managing and financing the pooled risks of all member agencies in the best interests of the pool membership as a whole.

BSSP BOARD OF DIRECTORS PROFESSIONAL GOVERNANCE STANDARDS

1. Keep the JPA focused on the pooled risks.

- The pooling of risks for all member agencies.
- The managing of risks for all member agencies in a manner which benefits the membership as a whole.
- The financing of risks for all member agencies in a manner which benefits the membership as a whole.

2. Communicate a common mission.

- Develop and adopt a written statement of the mission and other direction-setting documents.
- Ensure that procedures are in place to periodically review the mission and other direction-setting documents.
- Demonstrate commitment to the mission by regularly communicating it to member district staff and students as well as insured employees, retirees, and their families.
- Exhibit behaviors and make decisions that support achievement of the mission.
- Keep current on trends and emerging needs in employee benefits and property/liability insurance industries in order to proactively participate in renewing or reviewing the direction and policies.
- Uphold board decisions.

3. Operate openly, with trust and integrity.

- Conduct business in a fair, respectful and responsible manner.
- Consider the concerns and interests of the member districts, students and employees, retirees, and their families.
- Encourage thorough debate, seek to engage in dialogue for clarification and withhold judgment until all perspectives are heard.
- Ensure that all pertinent information will be shared with all members of the governance team.
- Clearly communicate decisions to all those who are affected by them.
- Keep confidential information confidential.

4. Govern in a dignified and professional manner, treating everyone with civility and respect.

- Treat the community; insured employees, retirees, and their families; consultants and third party administrators; staff; and Executive Director with dignity and respect.

- Listen openly and respectfully to each other and to members of the community; insured employees, retirees, and their families; consultants and third party administrators; staff; and Executive Director-
- Welcome open discussion of different points of view.
- Demonstrate ability to disagree on issues and still maintain trust, respect and dignity.
- Work together to build consensus for decisions.
- Attend and participate in meetings of the board.

5. Govern within board-adopted policies and procedures.

- Have a policy development, approval and update process in place that is understood and followed.
- Understand the distinctions between the role of the Board and those of the Executive Director, staff, consultants and third party administrators; do not become involved in the day-to-day operations of the JPA.
- Have agreed-upon norms and protocols to carry out Board responsibilities.

6. Take collective responsibility for the Board's performance.

- Assume collective responsibility for Board conduct, behavior and conflict management.
- Function as a governance team with the Executive Director.
- Demonstrate a commitment to continually improving governance efforts.
- Take responsibility for the orientation of all new members.

7. Periodically evaluate its own effectiveness.

- Have procedures in place for regular, on-going self-evaluation.
- Ensure meeting agendas provide for a sound order of business and facilitate maximum focus on matters related to the managing and financing of all members' risks.

BSSP MISSION STATEMENT

To provide cost-effective and comprehensive benefit and risk management programs.

UNITY OF PURPOSE

Unity of Purpose is the common mission values and beliefs the governance team members share about risk management and financing that help them transcend their individual differences to fulfill a greater purpose.

BSSP GOVERNANCE TEAM UNITY OF PURPOSE

- *We will provide well-managed, cost-contained programs that promote health and safety and are actuarially sound and comprehensive.*
- *We will build trust and confidence with our insured students, staff and communities and with our employees, retirees and members and their families.*
- *We will function as an effective team with a common mission*
- *We will understand our collective responsibilities to our insured students, staff and communities and to our employees, retirees and members and their families.*
- *We will oversee the continuous development of quality programs.*
- *We will support BSSP staff as they endeavor to manage and finance our pooled member risks.*

GOVERNANCE ROLE AND RESPONSIBILITIES

The role of the directors appointed to a joint powers authority board is to secure management and financing of the pooled members' risks. Boards fulfill this role by performing these major responsibilities: setting direction; establishing an effective and efficient structure; providing support; and ensuring accountability.

These responsibilities represent core functions that are fundamental to a JPA's accountability to the public. Authority is granted to the board as a whole, not each member individually.

Therefore, board members fulfill these responsibilities by working together as a governance team with the Executive Director to make decisions that will best serve the best interests of the pooled risks as a whole.

The Board carries out these responsibilities in each of the following job areas:

Setting the JPA's Direction	Policy
Risk Management and Financing	Judicial Review
Human Resources	Member Relations and Advocacy

The Executive Director assists the Board in carrying out its responsibilities in each of the job areas, and leads the staff toward the accomplishment of the agreed upon JPA mission. It is important to remember that boards who are inadvertently involved in staff functions undercut their ability to hold the Executive Director accountable for the results of those efforts.

PERFORMING GOVERNANCE RESPONSIBILITIES

We accept these responsibilities of the BSSP Board of Directors¹:

Set the direction for risk management and employee benefits for member districts

- Focus on efficient pooling and financing of risks
- Assess member district and district employee/retiree needs
- Generate, review or revise setting direction documents (beliefs, mission, priorities, strategic goals, success indicators)
- Ensure an appropriate inclusive process is used
- Ensure these documents are the driving force for all JPA efforts

Establish an effective and efficient structure for the JPA

- Employ and work with the Executive Director in support of an effective governance team
- Establish a human resources framework that includes policies for hiring and evaluating other personnel
- Oversee the development and adoption of policies
- Set a direction for the financing and/or transfer of the pooled risks
- Establish budget priorities and adopt the budget

Provide support through our behavior and actions

- Act with professional demeanor that models the JPA's beliefs and mission
- Make decisions and provide resources that support mutually agreed upon priorities and goals
- Uphold board-approved policies and support staff implementation of board direction
- Ensure a positive working climate exists for the governance team
- Be knowledgeable enough about JPA programs to explain them to the public

Ensure accountability to the public

- Evaluate the Executive Director
- Monitor, review and revise policies

- Serve as a judicial and appeals body
- Monitor risk management program effectiveness and require program changes as indicated
- Monitor and adjust JPA finances

Act as community leaders

- Communicate clear information about JPA priorities, goals, policies, programs and fiscal condition of the JPA
- Engage and involve the district employees in JPA activities
- Educate the community and the media about the issues facing member districts and the JPA as a whole
- Advocate for the JPA to the general public, key community members and local, state and national leaders

POSITIVE GOVERNANCE TEAM CULTURE

Culture is the positive or negative atmosphere created by the way people in an organization treat each other. Teams have unwritten (implicit) or written (explicit) agreements about how they will behave with each other and others. These behavioral ground rules, often called norms, enable teams to build and maintain a positive culture or shift a negative one.

Because the member districts appoint board members to set and monitor the direction of the JPA, and the Executive Director translates all efforts into action, it is vital that the Board and Executive Director have a respectful and productive working relationship based on trust and open communications.

BSSP GOVERNANCE NORMS***We agree to***

- *respect each other's opinions*
- *listen "actively" to each member's ideas*
- *value each member's point of view*
- *be open to new ideas*
- *exhibit positive body language*
- *not interrupt, nor monopolize board discussion*
- *encourage board members' active participation*
- *disagree agreeably*

- *recognize the positive*
- *be willing to compromise*
- *focus on process, not personalities*
- *commit time necessary to govern effectively*
- *commit to open and honest communication*
- *maintain confidentiality*

STRUCTURES AND PROCESSES TO SUPPORT EFFECTIVE GOVERNANCE

Effective governance teams discuss and agree on the formal structures and processes used by the board members and the Executive Director in their functioning as a team (e.g., processes or structures for agenda setting, set-up of board room and table, agenda structure, handling complaints or concerns from the community, bringing up a new idea); how governance teams operate, and how they do business. These agreements about how groups will operate are often called protocols.

BSSP BOARD OF DIRECTORS PROTOCOLS

The following protocols were developed to support and promote the effectiveness of our governance team.

Issue	Protocol
Self-monitoring of governance team effectiveness	<p>Annually we will</p> <ul style="list-style-type: none"> • Review governance team agreements and processes by reviewing the Governance Handbook. • Perform a self-evaluation
Voting no	<ul style="list-style-type: none"> • Each director respects the right of another to vote “no” on an issue. • Everyone agrees it is a courtesy to the team to explain the reasons for the “no” vote either during deliberation or before casting the vote when asked by another member of the governance team
Handling concerns from the public and staff	<ul style="list-style-type: none"> • When someone brings a concern to the Board, we will listen carefully, remembering we are only hearing one side of the story, and then we will direct that person to the district or BSSP staff most appropriate and able to help them resolve their concern. • We will ensure everyone is treated fairly, equally and expeditiously and that the processes and procedures of the JPA are upheld. • We will also clarify that one board member has no individual authority to fix a problem. • As a representative of the public, it is important the Board member invite the person with the complaint to ultimately get back to him/her if there was a failure in the process.
Individual board member requests for information	<ul style="list-style-type: none"> • When an individual board member requests information pertaining to an agenda item, it will be provided to all board members. • An individual board member will – insofar as possible – work to let the Executive Director and staff know ahead of time when a request for information will be made in public so the staff can be prepared to provide a thorough answer. • Individual board members will self-monitor to ensure one person’s request for information does not divert an inappropriate amount of time from staff efforts to achieve BSSP goals.

Issue	Protocol
Individual board member requests for action	<ul style="list-style-type: none">• The only authority to direct action rests with the full Board sitting at the board table.• A majority vote sets such direction.• Individuals may request an item for a future agenda by explaining their interest in a particular course of action and working to get a board majority to support moving in that direction.• When a majority of the Board, sitting in a formal meeting, requests action, it should be done in the context of the intended results. It is the duty of staff to determine the methods used to achieve those results.

<p>Board meeting management</p>	<ul style="list-style-type: none"> - We understand that board meetings are meetings of the Board held in public, not open forum town hall meetings. - We will keep this in mind as we conduct our meetings, allowing the public to provide input at the time allotted to ensure the multiple voices of the community inform Board deliberations. - However, when the Board deliberates, it will be a time for the Board to listen and learn from each other, taking the public input into consideration, not a time to re-engage with the public. - We will consistently abide by our formal processes relating to this issue so that all persons are treated fairly and equally. - We will review our policies, bylaws and protocols relating to Board meeting management (e.g., time limits on input from members of the public), revising or reaffirming them as appropriate. - We will enforce the following: <ul style="list-style-type: none"> - Each agenda will include a time reserved for comments from the public: - Members of the public will identify themselves and will direct their comments to the Chairperson. - Speakers will be given five minutes to present their topic. - Each topic will be limited to 15 minutes or three speakers. - Once 2 speakers have shared a similar viewpoint, the Chairperson will ask for a differing viewpoint. If no other viewpoint is represented, a third speaker may present. - Speakers will not be allowed to yield their time to other speakers. - Speakers will respect the time limit granted for their presentation. Those speakers unwilling to respect the time limit will be asked to discontinue their presentation by the Chairperson. An unwillingness to halt a presentation after being directed will, at the discretion of the Chairperson, result in the meeting being called into “recess” until such time that the meeting can resume in an orderly fashion. - No disturbance or willful interruption of any Board of Directors meeting shall be permitted. Persistence by an individual or group shall be grounds for the Chairperson to terminate the privilege of addressing the meeting. - We will give members of the public an opportunity to address the Board either before or during the Board’s consideration of
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Issue	Protocol
	<p>each item of business to be discussed at regular or special meetings.</p> <ul style="list-style-type: none"><li data-bbox="613 302 1349 369">– Speakers will identify themselves and will direct their comments to the Board.<li data-bbox="613 394 1382 462">– Each speaker will be allowed five (5) minutes to address the Board.<li data-bbox="613 487 1406 588">– In case of numerous requests to address the same item, the Board may select representatives to speak on each side of the item.

Issue	Protocol
Board Meeting Attendance	<ul style="list-style-type: none"> • We will assign BSSP meetings a high priority within our personal calendars and attend BSSP meetings whenever possible. • We will clear our calendars so that we attend BSSP meetings from 2:00 to 4:30 p.m.
Email	<ul style="list-style-type: none"> • We will use email carefully to insure that we do not violate the Brown Act which prohibits board members from exchanging facts to <ul style="list-style-type: none"> - Develop collective concurrence - Advance or clarify an issue - Facilitate agreement or compromise - Advance ultimate resolution • We recognize that by using Reply All <ul style="list-style-type: none"> - Easily makes email part of the deliberative process - Creates a public record - Inhibits opportunity for any other two board members to have a conversation on a topic <p>Board members will be aware of and follow policy as it pertains to electronic communication</p>

<p>Role and Responsibilities of the Board President</p>	<p>Our Beliefs: <i>We have an obligation to set an example of good government in action and will model dignified problem solving. The Board President works with the Executive Director to ensure board meeting effectiveness. We intend that our board meetings proceed professionally, efficiently and effectively and that staff will have the opportunity to provide necessary background materials and information to the Board in a respectful environment. Each board member must have the opportunity to express his or her viewpoint during board deliberation. Everyone in attendance at board meetings will be treated with dignity and respect. The Board President has a facilitation role relative to board meetings, and acts as spokesperson for the Board. S/he has no more authority than any other board member outside of board meetings.</i></p> <p>Our Agreement: The role of the Board President is to:</p> <ul style="list-style-type: none"> • chair meetings, • work with the Executive Director as necessary to help ensure board members have the necessary information and materials to make wise decisions, • make sure that pending agenda items are addressed appropriately, • confer with the Executive Director before meetings to prepare, as necessary for the upcoming meeting, • model the tone and behavior the board wishes to convey to the community. <p>As meeting chair, the Board President will:</p> <ul style="list-style-type: none"> • open and preside over meetings, • introduce agenda items, providing some background information as appropriate. • call on speakers, • not make a motion him or herself, but ensure that there is one made at an appropriate time during deliberation, • make sure all board members have a chance to share in deliberation, • work to facilitate effective deliberation, • interpret and clarify for understanding to ensure that all board members have an accurate understanding as the deliberation proceeds, • wait until all other board members who wish to speak on an issue have done so before adding his or her own comments, • call for a vote restating the motion, • clarify and authenticate all action, order and procedures of the Board, • adjourn meetings, • remind the governance team and audience members of any meeting guidelines and Professional Governance Standards the Board has adopted, as necessary,
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Issue	Protocol
	<ul style="list-style-type: none"> • work with the Executive Director to make sure there is appropriate follow-up and clarification of possible options for the Board following the board meeting, • serve as the spokesperson for the Board – always bearing in mind the direction and commitment of the Board given during board meetings.
Designated Spokesperson(s)	<p><i>Our Beliefs:</i> <i>It is essential that important information be communicated to members of the Board, the staff and the community in as timely a fashion as possible. Board Members and the Executive Director have an obligation to communicate clearly about JPA issues.</i></p> <p><i>Our Agreement:</i> In most cases, everyone is comfortable having the press contact any board member. However, occasionally an issue requires there be one chief spokesperson. Who fills this role may vary from year to year and from issue to issue.</p> <ul style="list-style-type: none"> • The Executive Director will serve as the designated spokesperson. • If a board member is invited to speak to a community group or organization, s/he will make sure the Executive Director knows about the invitation and will request updated JPA information as appropriate.

We have reviewed and agree to follow the aforementioned governance team norms and protocols in order to support a positive and productive working relationship among the Butte Schools Self-Funded Programs Board of Directors, staff, all member districts, district students, and district employees and retirees and their families. We shall renew this agreement annually.

Affirmed on March 23, 2017

Mary Sakuma, President

Ruthie Anaya, Vice President

Connie Cavanaugh, Secretary

Heather Naylor, Treasurer

David McCready, Representative

Pam Ragan, Representative

Suzanne Carter-Herboldshimer, District Representative

Len Foreman, Director

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Christy Patterson, Executive Director

¹ Language drafted or copied from that of the California School Boards Association (CSBA).