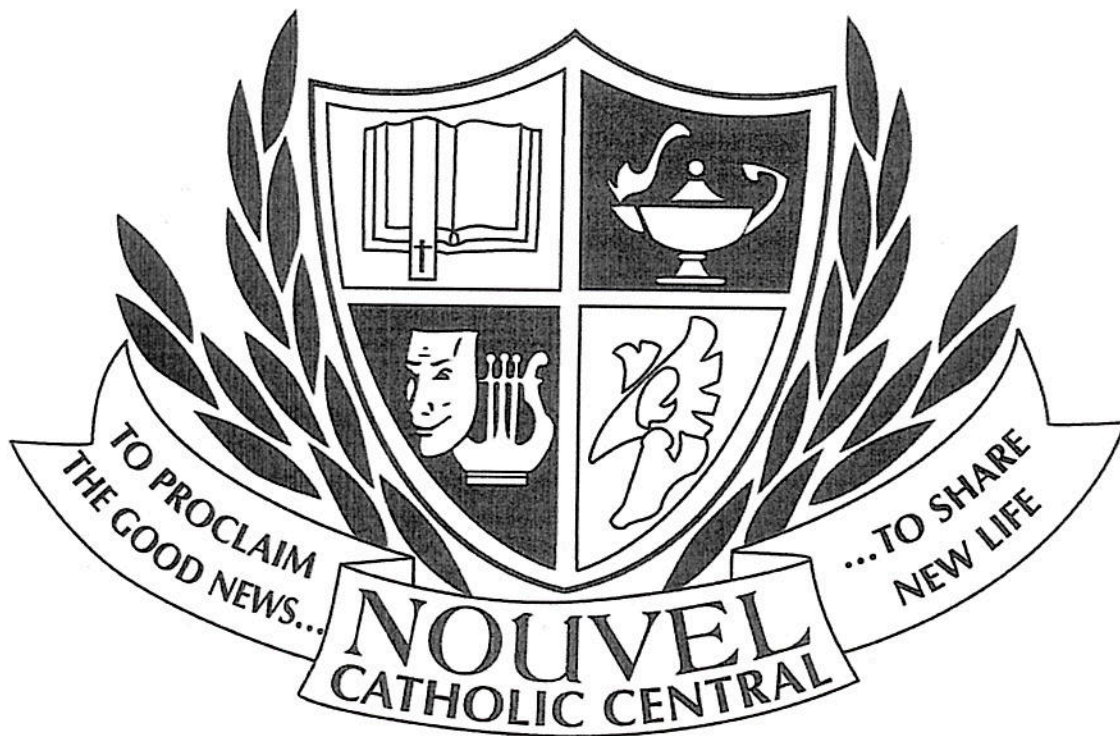


**Bylaws/Statutes for the  
Nouvel Catholic Central Schools  
Board of Trustees**



## **Article I**

### Teaching and Reserved Authority of the Bishop

As the Pastor of the Church of Saginaw, the Bishop is responsible to foster the educational apostolate within the Diocese. The Bishop is to be informed of programs of Catholic education and to have an opportunity to guide and assist the implementation of educational programs. The Bishop's responsibility is heightened in educational programs which impact public worship and the spiritual welfare of the faithful.

The Bishop reserves authority in matters which are his canonical or pastoral obligation. This includes: 1) assurance that those appointed as teachers of religion are outstanding in true doctrine, in the witness of their Christian life, and in their teaching ability (canon 804 §2); 2) approval and promulgation of policies and programs in compliance with the policies of the USCCB and the Diocese of Saginaw (canons 804 §1 and 806); 3) referral of actions in which the Presbyteral Council, the College of Consulters, and the Diocesan Finance Council are to be consulted; 4) opening, expanding, and consolidating schools (canons 800 and 802); 5) granting the title *Catholic* (canon 216); and 6) other matters which are, in his judgment, the proper responsibility of the Diocesan Bishop. It is the prerogative of the Bishop to be present at any or all meetings.

## **Article II**

### Diocesan Superintendent of Schools

The Diocesan Superintendent of Schools acts on behalf of the Bishop in all matters pertaining to and in promoting Catholic schools in the Diocese of Saginaw. The Superintendent advances Catholic school curriculum, accreditation and goals, serving as a resource for Catholic school leaders. The Superintendent provides opportunities for on-going instruction for school employees. In concert with system and parish leaders, the Superintendent evaluates the professional performance and goals of all key Catholic school employees. The Superintendent disseminates and evaluates the effectiveness of Catholic school and Diocese of Saginaw policies and procedures. The Superintendent works closely with the Michigan Association of Non-Public Schools (MANS) and other organizations which support the mission of Catholic Schools. The Superintendent collaborates with other diocesan personnel and consultants in such matters as human relations, facilities and risk management, long-term and short-term strategic planning, legal consultation, communications, faith formation, and development.

In specific reference to school systems, the Superintendent collaborates with the President of Nouvel Catholic Central Schools to provide Board training. The Superintendent may attend meetings of the Board of Trustees. The Board of Trustees, in turn, may seek guidance and recommendations of the Superintendent.



### **Article III**

#### **Name**

The Nouvel Catholic Central Schools (NCCS) Board of Trustees is referred to as the "Board." Nouvel Catholic Central Schools was formerly known as Saginaw Area Catholic Schools (SACS); the Board adopted the name Nouvel Catholic Central Schools and the new name has been approved on the date in which these Bylaws are revised and promulgated.

### **Article IV**

#### **Mission of the NCCS Board of Trustees**

In conjunction with the Bishop of the Diocese of Saginaw (Bishop), Superintendent, and the President of NCCS, the Board has the mission to advance excellent Catholic education through the effective operation of NCCS.

The Board has been delegated responsibility for the governance of NCCS, including strategic planning and initiatives; programs to foster academic excellence; promotion of Catholic identity and mission; public relations, marketing and enrollment initiatives; development; facility renovation or construction; fiscal management and organization; and recruitment for and professional development of major organizational positions.

### **Article V**

#### **Appointment and Terms of the NCCS Board of Trustees**

The Bishop shall appoint seven to nine voting members of the Board of Trustees in addition to a Diocesan Representative. Vacancies on the Board shall be filled by appointment by the Bishop.

It is recommended that the Board have at least one parent of a child(ren) currently enrolled in the elementary school, one parent of a child(ren) currently enrolled in the high school, and one pastor or pastoral administrator, referred to as the Pastoral Delegate, whose parish assists in the direct financial support of NCCS.

In addition to the seven to nine voting members described above, the Bishop shall appoint a Diocesan Representative, who serves as a voting member of the Board. The Diocesan Representative provides stability in membership to and diocesan support of the Board. The Diocesan Representative serves without a fixed term, serving until another person is appointed to his or her position by the Bishop. The Diocesan Representative supports the efforts of the Superintendent and the President to promote cohesive NCCS and diocesan programs and initiatives.

With the exception of the Diocesan Representative, each Trustee is appointed for a three year term, beginning July 1 of each year. No Trustee may serve more than two full consecutive terms. Appointment to complete an unexpired term does not count toward the 6-year maximum for service. After a one-year absence, individuals may be re-appointed. Trustees who are eligible for re-appointment are asked to inform the Nominations Committee of their [un]willingness to be re-appointed three months before the completion of their term.

Periodically and for special circumstances, such as recognition of particular expertise, the Chair of the Board may request that a Trustee be appointed to an additional term beyond the limit described above.

A Trustee may resign by submitting a letter to the Chair. A Trustee may be removed by acting in a manner which jeopardizes the activities of or brings scandal or hardship to NCCS, in the sole determination of the Bishop. Three unexcused absences from meetings within a twelve-month period by a member of the Board may be grounds for terminating the member's term, in the sole determination of the Bishop.

The Bishop may appoint members of the diocesan staff or others to attend meetings of the Board, for such purposes as gathering or imparting information or professional advice, coordinating the recommendations of the Board with other initiatives in the Diocese, and other related purposes. If he determines this would assist the Board in fulfilling its mission, the Bishop may appoint these individuals as non-voting Trustees.

## **Article VI**

### **President of NCCS**

Following evaluation of the leadership needs of NCCS and dialogue with the Superintendent, the Board recommends to the Bishop a proposed candidate to serve as President of NCCS. The Bishop appoints the President, who serves as the chief executive officer of NCCS. The President is accountable to the Board and Superintendent. If no President has been appointed, the Superintendent will assume the duties of the President.

The President communicates to NCCS' principals, pastors, pastoral administrators and all constituents of the school community in order to support the mission of NCCS. In addition, the President collaborates constructively with other Catholic schools and programs, especially within the Diocese of Saginaw.

While the Board does not act directly in matters pertaining to the operations of NCCS, the Board provides advice and direction to the President of NCCS. The Board, in conjunction with the Superintendent, undertakes an annual review of and continuous dialogue regarding the President's professional performance and evaluates the President's goals.



## **Article VII**

### **Meetings and Quorum**

The Board shall meet a minimum of four times per year. Special Board meetings may be called by the Chair or Superintendent.

A simple majority of the full voting membership of the Board shall constitute a quorum in order to convene a meeting. A simple majority of the full voting membership, either by voting at the meeting or by means of consent resolution, is necessary to approve a measure or action of the Board.

## **Article VIII**

### **Officers of the Board**

In the spring, the Board shall select among its members a Chair, Vice-Chair, and Secretary to serve as officers for a two year period. An officer may serve up to four consecutive years in one or a combination of these positions. Following four consecutive years as an officer, the Trustee will become ineligible for selection as an officer for a one-year period. Following an interim of one year, the Trustee will be eligible to be selected as an officer.

The Chair shall work in close association with the Superintendent and President to support the initiatives of NCCS and to coordinate pastoral or educational programs and initiatives. The Chair shall preside at meetings of the Board. In addition, the Chair may facilitate special projects and public relations programs, consultation and analysis in order to fulfill the mission of NCCS.

The Vice-Chair serves in the absence of the Chair and performs duties from time to time of the Chair.

Typically the (immediate) former Chair shall be selected as Secretary; if the former Chair is unwilling or unable to serve, the Board shall select among its members a Secretary. The Secretary shall keep records of proceedings and recommendations of the Board. The Secretary receives relevant committees' reports and other documents which may be helpful to fulfill the responsibilities of the Board. The Secretary may be assisted in fulfilling these duties by a staff person in the NCCS President's office. Typically the agenda and accompanying documents are sent to the Trustees five working days before each meeting.

## **Article IX**

### **Executive Committee**

The Executive Committee shall consist of the Chair, the Vice-Chair, Secretary, and Diocesan Representative. The Executive Committee shall meet with the President prior to each regularly scheduled Board meeting to prepare an agenda and to handle issues or other duties assigned to it by the Board.

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The Executive Committee shall provide an intermediate level of advice, counsel and consent to the President of NCCS between regular meetings of the Board, on an emergency basis, and at other times deemed necessary by the Board or the President. It shall provide a summary of its activities at the next possible meeting of the Board.

Annually, the Executive Committee will recommend goals of the Board, including professional development proposals and management tools or programs in order to provide for a systematic enrichment of NCCS.

## **Article X**

### **Standing and Special Projects Committees**

Standing committees and special project committees shall meet at the discretion of the Chair of each committee.

Each standing committees shall have at least one member of the Board as liaison of the committee. A liaison advances the purposes of the committee and may serve as Committee Chair if he or she chooses. The Chair of each standing committee, following consultation with the President and the Board liaison, may invite persons to serve on a standing committee. The President of NCCS or designee(s) shall serve as resource facilitators for each standing and special projects committee.

The following standing committees are established:

#### ***Nominations Committee:***

While seeking diversity of parish involvement and of skills compatible with the mission of NCCS, the Nominating Committee identifies and secures candidates for the Board of Trustees and presents a slate of qualified, acceptable candidates to the Executive Committee for recommendation to the Board. Committee members are cautioned against disclosing the names of nominees to the remaining members of the Board until the Committee has secured an application from the candidate.

#### ***Student Life and Catholic Mission Committee:***

The Student Life and Catholic Mission Committee reviews the academic, faith formation, athletic, and social programs of the schools, and recommends enhancements of these programs in collaboration with the President, principals, and NCCS campus chaplain(s). The Committee ensures the alignment of mission with the character and environment of our schools.

#### ***Finance Committee:***

The Finance Committee oversees the development and maintenance of the educational budget; recommends expenditures for the board's approval based on collaboration with other committees; fosters parish support and accountability; develops sound fiscal management of the resources available, including investments, reporting of income and

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expenditures to the board; monitors all policies regarding the financial matters of the educational program.

The Finance Committee reviews the President's recommendations regarding the budget, and submits the proposed budget and the President's recommendations to the Board for final approval.

*Advancement and Development Committee:*

The Advancement and Development Committee reviews and recommends actions in the areas of enrollment, public relations, alumni relations and development, marketing, fundraising, foundation grants in collaboration with the President and administrative team; collaborates with Diocesan Development Office on cultivation and solicitation of major gifts and the Catholic Community Foundation of Mid-Michigan for endowments.

*Facilities and Grounds Committee:*

The Facilities and Grounds Committee reviews and recommends actions relating to capital repairs, overall maintenance and improvement programs for buildings, grounds, fields, courts, and equipment (including athletic equipment), including technological tools and advancements; oversees building inspections, code requirements, energy efficiencies and other areas of facility management as required.

The Executive Committee may also recommend to the Board special project committees to address areas not covered by a standing committee.

**Article XI**  
**Annual Review**

On an annual basis, the Board and Superintendent will conduct an evaluation of the areas of responsibility described in Article IV as it pertains to communication and implementation. The scope of the evaluation will include an analysis of the effectiveness of the Board itself, initiated by the Chair.

In addition, the Chair and Superintendent will assist the Board in assessing the effectiveness of its interface with NCCS and the Bishop. This shall include an evaluation of the President's responsibility, as described in Article VI.

**Article XII**  
**Reimbursement for Expenses**

Expenses which pertain to the operations of the Board will be reimbursed according to the policies of NCCS.

**Article XIII**  
**Confidentiality**

All Trustees are bound to maintain confidentiality with respect to sensitive information obtained in their role. Confidentiality shall include information gleaned from verbal presentations, written materials, discussions and recommendations. Each Trustee will sign a Confidentiality Statement annually.

**Article XIV**  
**Conflict of Interest Policy**

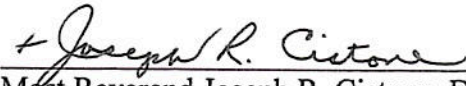
Trustees must disclose any existing or potential conflicts of interest and abstain from voting on recommendations in those areas in which a conflict exists, according to a conflict of interest policy adopted by the Board. The Board record should reflect the fact of the disclosure and the abstention from voting. Each Trustee will sign a Conflict of Interest Statement annually.

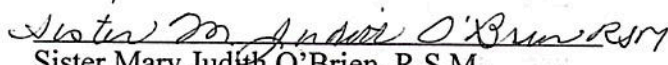
**Article XV**  
**Indemnification of Personal Liability**

Each Trustee and officer of the Board now or later serving will be indemnified by NCCS against any and all claims and liability to which he or she has or will become subject to by reason of having served as a trustee or officer. NCCS will also reimburse each person for all legal expenses incurred by him or her in connection with any such claim or liability, to the degree that the State of Michigan permits this indemnification and reimbursement. No Trustee or officer will be indemnified against or reimbursed for any expenses incurred in connection with a claim or liability arising from his or her own act of willful or criminal misconduct or gross negligence.

**Article XVI**  
**Changes in Bylaws and the Handbook**

Solely the Bishop may authorize changes in these Bylaws and the Handbook of the NCCS Board of Trustees.

  
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Most Reverend Joseph R. Cistone, D.D.  
Diocese of Saginaw

  
\_\_\_\_\_  
Sister Mary Judith O'Brien, R.S.M.  
Notary

n.b. The Bylaws will be reviewed in the fall 2017.

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