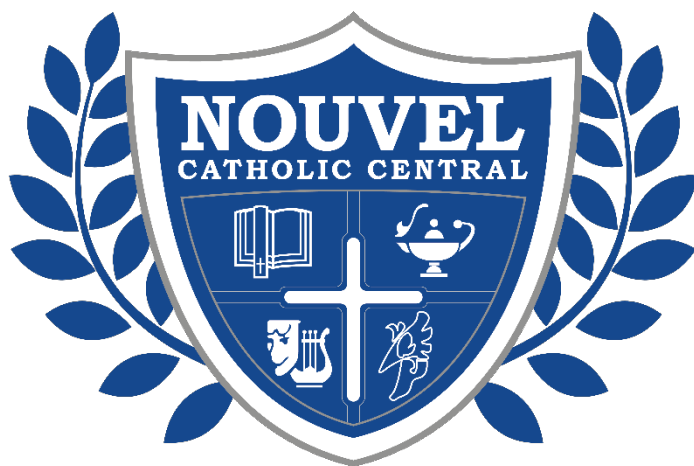


# Bylaws/Statutes for the Nouvel Catholic Central Board of Trustees

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## 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 pedagogy, curriculum, accreditation, and goals, serving as a resource for Catholic school leaders. The Superintendent provides professional growth opportunities for on-going instruction for school employees. In concert with the Board, the Superintendent evaluates the professional performance and goals of the Head of School.

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, strategic planning and strategic financial management, legal consultation, communications, faith formation, and development.

The Superintendent may attend meetings of the Board of Trustees. The Board of Trustees, in turn, may seek the guidance and recommendations of the Superintendent.

## Article III

### Nouvel Catholic Central Board of Trustees

The Nouvel Catholic Central (NCC) Board of Trustees is referred to as the "Board."

## Article IV

### Mission of the NCC Board of Trustees

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

The Board has been delegated responsibility for the governance of NCC, including support and evaluation of the Head of School, strategic planning and initiatives; promotion of Catholic identity and mission; public relations, marketing and enrollment initiatives; development and philanthropy; facility renovation or construction; strategic financial and fiscal management; and recruitment for and professional development of major organizational positions.

The Board establishes the mission, hires the Head of School, holds school leadership accountable for enrollment, plans for the future through strategic planning and strategic financial management, and provides the resources needed for that plan to succeed.

## Article V

### Appointment and Terms of the NCC Board of Trustees

The Bishop shall appoint seven to fourteen voting members of the Board of Trustees. Vacancies on the Board shall be filled by appointment by the Bishop. It is recommended that at least one member have a child(ren) currently enrolled in the school, and one pastor or director of parish life, referred to as the Pastoral Delegate, whose parish assists in the direct financial support of NCC.

In addition the seven to fourteen 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 Head to promote cohesive NCC and diocesan programs and initiatives.

Except for 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 Governance 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 NCC, 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

### Head of School

Following evaluation of the leadership needs of NCC and dialogue with the Superintendent, the Board recommends to the Bishop a proposed candidate to serve as NCC Head of School (Head). The Bishop appoints the Head of School, who serves as the chief executive officer of NCC. The Head reports directly to the Board and is responsible for the execution of the Board's Strategic Plan at the operational level. The Head works jointly with the governing body in areas of operational and governing oversight to implement strategic and financial objectives. If no Head has been appointed, the Superintendent may assume the duties of the Head of School.

The Head communicates to NCC principals, pastors, pastoral administrators, and all constituents of the school community to support the mission of NCC. In addition, the Head 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 daily operations of NCC, the Board provides advice and direction to the Head of School of NCC. The Board, in conjunction with the Superintendent, undertakes an annual review of and continuous dialogue regarding the Head's professional performance and evaluates the Head's operational objectives and professional goals. Through the Strategic Plan and Strategic Financial Management, the Board provides clear direction to the Head. A committee of the Board, the Head Stewardship Committee, provides ongoing support of the Head and recommends continuance to the Board. The Board approves the Head's contract.

## Article VII

### Meetings and Quorum

The Board shall meet a minimum of four times per year. The Head of School, Chair or Superintendent may call Special Board meetings. Typically, the Head shall be present at all Board meetings, except when the Head's evaluation and/or contract is being discussed.

A simple majority of the full voting membership of the Board shall constitute a quorum to convene a meeting. A simple majority of the full voting membership is necessary to approve a measure or action of the Board. Being present may include remote attendance by any Board approved method.

## Article VIII

### Officers of the Board

Annually, the Board shall select among its members a Chair, Vice-Chair, Secretary, and Treasurer to serve as officers for appointment beginning July 1 of each year.

The Board Chair is the Head of School's volunteer partner; the Chair is also ex-officio and voting member of all Board Committees. The Chair shall work in close association with the Head of School and Superintendent to support the initiatives of NCC and to drive the Strategic Plan and Strategic Financial Management. The Chair shall preside over meetings of the Board. In addition, the Chair may facilitate special projects and public relations programs, consultation, and analysis to fulfill the mission of NCC.

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

The Treasurer oversees the financial administration of NCC by reviewing and monitoring budget planning, financial reporting, record-keeping, and cash flow. The Treasurer advises the Board on financial strategy, including tuition and other financial policies.

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 NCC Head's office. The board agenda and accompanying documents are sent to the Trustees five working days before each meeting.

## Article IX

### Executive Committee

The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer and Diocesan Representative. The Chair shall preside over the Executive Committee meetings. The primary functions of the Executive Committee are:

- To act in case of emergency when the Board is unable to meet.
- To negotiate and determine compensation with the Head of School
- Together with the Head Stewardship Committee, present the Head of School's contract to the Board for approval.

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

Annually, the Executive Committee will charge the Board Committees and set the Board's annual agenda based on the board's Strategic Plan / Strategic Financial Management.

## Article X

### Standing and Special Projects Committees

Standing committees and special project (ad hoc) committees shall meet at the discretion of the Chair of each committee. Each standing committee shall have at least one member of the Board who serves as the Committee Chair. The Chair of each standing committee, following consultation with the Head, and the Governance Committee, may invite people to serve on a standing committee. The Head of School shall serve as resource facilitator for each standing and special projects committee.

#### Standing Board Committees

##### *Governance Committee:*

The Governance Committee carries out Board member evaluation, training, induction, retreats, professional development, and education. The Committee identifies potential members who have skills compatible with the mission and presents them to the Bishop for appointment. The Committee is comprised of current or former board members. The Committee evaluates Board policy manuals, employee and student handbooks, and ensures Board and Committee members are engaging appropriately.

*Head Stewardship Committee:*

The Head Stewardship Committee oversees the day-to-day activities of the Head of School. The Committee consists of three members that typically include the Board Chair, a board member with executive experience, and an at-large member with executive experience and a balanced viewpoint. The Committee holds the Head accountable to the Board's Strategic Plan objectives, Strategic Financial Management, and professional development expectations. The Committee, together with the Executive Committee, present the Head of School contract to the Board for approval.

*Finance Committee:*

The Finance Committee is typically chaired by the Board Treasurer and oversees the Strategic Financial Management that underpins the Board's Strategic Plan; it develops the school's annual budget for approval by the Board; fosters parish support and accountability; develops sound fiscal management of the resources available, including investments; provides financial reports to the Board; monitors all financial policies; recommends an auditor annually; reviews the annual audit; oversees the school's Gift Acceptance Policy; collaborates with the Building and Grounds Committee with regard to PPRSM, significant renovation costs, new building costs.

*Philanthropy Committee:*

The Philanthropy Committee reviews and recommends actions in the areas donor stewardship, alumni relations, database management, development, marketing, fundraising, foundation grants. In conjunction with the Head and administrative team; collaborates with the Diocesan Development Office on cultivation and solicitation of major gifts and the Catholic Community Foundation of Mid-Michigan for endowments; reviews the Gift Acceptance Policy regularly.

*Building and Grounds Committee:*

The Building and Grounds Committee has three aspects; safety and planning, creation and updating of a Facilities audit, and partnering with the Finance Committee to provide necessary financial information for the annual budget. The 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.

*Standing Operational Committees**Student Life and Catholic Mission Committee:*

The Student Life and Catholic Mission Committee reviews the academic, faith formation, athletic, and social programs of the school, and recommends enhancements of these programs in collaboration with the Head of School, principal, and NCC campus chaplain(s). The Committee ensures the alignment of mission with the character and environment of the school.

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

## Article XII

### Reimbursement for Expenses

Trustees are not paid for their services. Reasonable expenses which pertain to the operations of the Board will be reimbursed according to the policies of NCC.

## 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, discussion, 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 NCC against 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. NCC 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

The Board will review the Bylaws periodically and recommend any changes to the Bishop. Solely the Bishop may authorize changes in these Bylaws and the Handbook of the NCC Board of Trustees.