



Saint Gregory the Great Catholic School

School Advisory Board By-Laws

Article I

Title

The name of this body shall be the Saint Gregory the Great Catholic School (SGGS) School Advisory Board (the Board). The Board is subject to the universal law of the Roman Catholic Church, the laws and policies of the Diocese of Richmond (the Diocese), directives of the Bishop of Richmond (Bishop), the policies and rules of Saint Gregory the Great Parish (Parish), and the rules, regulations and policies of the Office of Catholic Schools of the Diocese of Richmond (the Office of Catholic Schools).

ARTICLE II

Purpose and Function

Section 2.1 Purpose

The Board enables representatives of the school community to work cooperatively with school administrators in the affairs of Catholic education as advocated in several declarations of the Second Vatican Council, and supported in numerous articles of the Catechism of the Catholic Church.

The purpose of the Board is to advise the Principal/Pastor and to promote effective programs of religious, intellectual, cultural, social and physical education for the students of Saint Gregory the Great Catholic School.

Section 2.2 – Function

The Board is not responsible for any details of the operation of the school.

The function of the Board is:

- a. To promote the Mission of the school and that of Catholic education to the Saint Gregory the Great Catholic School community and the Hampton Roads area.
- b. To recommend strategies to the Principal/Pastor for their approval.
- c. To create and recommend a long-range plan to the Principal/Pastor for their approval.

Section 2.3 Responsibilities

The Board shall have the following responsibilities:

- a. Policy: As requested by the Principal, recommend policies for approval by the Principal/Pastor; annually review/evaluate current policies for timeliness and effectiveness and monitor their implementation in accordance with the mission statement of the school and policies of the Diocese.



- b. Mission: Annually review and recommend to the Principal/Pastor proposed changes, if needed.
- c. Planning: Per Principal/Superintendent/Bishop request implement approved strategic short-term and long-range plans for the School.
- d. Committees: Establish standing or ad hoc committees, as is deemed appropriate to carry out specific actions of the Board, particularly in the areas of strategic planning, finance, facilities, advancement/marketing, and legislative.
- e. Finance: In cooperation with the School Finance Council, assist the principal/Pastor in creating and recommending the annual operating and capital budgets to the Superintendent/Bishop for approval.
- f. Community Partnerships: Develop and maintain connection of the School to the local community by collaborating with community partners and programs.
- g. Board Positions: Recommend to the Principal/Pastor nominations for appointment to the Board.
- h. Board Training: Participate in programs on Board/Board formation, and diocesan policies to gain vision for understanding Board roles and responsibilities.
- i. Other: Carry out all other duties and responsibilities requested by the Principal, Priest, and the Diocese.

Section 2.4. Expectations

- a. Chair or Co-Chair a Board committee.
- b. Attend all general Board meetings and committee meetings for assigned committees as well as read and review all meeting minutes and agendas.
- c. Participate in personal and professional Board development activities.
- d. Represent the Board by attendance and involvement at select school functions throughout the year (e.g., Open House, Auction, etc.).
- e. Act as a School ambassador.
- f. Commit to employing professional and personal wisdom and abilities for the benefit and ongoing improvement of the School.
- g. Contribute to the advancement of the School through gifts of time, talent, and/or resources.
- h. Act at all times in a manner that reflects positively on the School and the Diocese by adhering to the principles and teachings of the Catholic Church and the Diocese.
- i. Keep confidential all discussions, action and/or decision conducted during the Board meetings or in conjunction with the work of the Board. All Board members are to have a Diocese of Richmond Confidentiality form on file with the school.

Section 2.5 Limitations

- a. Board members shall serve in an advisory capacity with the understanding that governance is reserved to the Principal/Pastor in accordance with the Diocese of Richmond.
- b. The Board shall not make policies or initiate strategies that in any way conflict with the policies or programs of the Diocese and/or the Office of Catholic Schools.
- c. Assignment and supervision of the professional staff, curriculum development, and selection of textbooks are areas that do not come under the jurisdiction of the Board.
- d. Unless previously authorized by the Principal/Pastor, no person shall act as a spokesperson for the Board or discuss Board confidential information outside Board meetings.



Article III

Membership

Section 3.1. Number and voting members.

Board membership shall consist of a minimum of seven and a maximum of fifteen voting members that include:

- a. The Principal/Pastor must approve all nominations for appointment to the Board prior to membership confirmation.

Section 3.2 Ex-officio, Non-voting Members.

- a. The Principal shall serve as an ex-officio, non-voting member of the Board.
- b. The Pastor(s) shall serve as an ex-officio, non-voting member of the Board.
- c. The Past President of the Board may serve as an Ex-officio member for a one (1) year term. This member shall be non-voting and shall abstain from attending executive sessions of the Board.
- d. Boards may include representation from other school related organizations (such as PTO/H-SO, Athletic Board, etc.). These members are non-voting and their place on the board cannot exceed the term of their position on their primary board.

Section 3.3. Qualifications

- a. Base nominations primarily on the ability to provide needed or desired expertise in the various areas of responsibility. They should include persons with a variety of skills and backgrounds.
- b. No school employee or employee of a supporting parish may serve as a voting member of the Board. This includes individuals who coach and/or substitute.
- c. The Chair must be a practicing Catholic.
- d. At least 51% of the Board must be practicing Catholics.

Section 3.4 Terms

- a. The term of office for all Board members shall be three (3) years. No member may serve more than two consecutive three-year terms.
- b. In the initial 3 years of the Board, the first term of one-third of the initial members shall be one (1) year, the first term of one-third of the initial members shall be two (2) years, and the first term of one-third of the initial members shall be three (3) years.
- c. Initial members assigned to initial terms of less than three (3) years are eligible to serve terms prior to having to sit out of Board participation per Section 3.4, Subsection 1.
- d. Terms of office shall begin August 1 and end July 31.

Section 3.5 Selection

- a. A Nominating Committee created by the Board will solicit applications for membership prior to the last fiscal year meeting and shall nominate whomever it determines to be the best-qualified applicants.
- b. The Nominating Committee submits the slate of nominations to the full Board at its last meeting of the fiscal year.



- c. The Nominating Committee, in consultation with the Principal, shall also recommend to the Board candidates to fill any vacancies that may occur from time to time. The Board shall fill any such vacancies at its next regular meeting following submission to the Board of the Nominating Committee's recommendations.
- d. All selected nominees are subject to approval by the Principal/Pastor.
- e. The Principal shall recommend initial Board members to the Principal/Pastor.

Section 3.6 Resignation, Removal, and Vacancies

- a. Resignation: Any member may resign at any time, either by oral tender of resignation at any meeting of the Board or by submitting written notice thereof to the Board Secretary. Such resignation shall be effective immediately, unless otherwise stipulated.
- b. Removal/Vacancy: A member may be presented to the Principal/Pastor to be removed from office, with or without cause, by a vote of two-thirds of the remaining voting members. The Principal/Pastor's decision to keep or remove such member shall be immediately binding.
- c. The Principal/Pastor may remove a Board member at their sole discretion at any time with or without cause.

Article IV

Meetings

Section 4.1 Regular Meetings

- a. When the School Board meets, voting and non-voting members of the board are the only ones invited and expected to attend.
- b. Regular meetings of the Board shall be held at least 5 times per year and additionally as determined by a majority vote of the members.
- c. The President/Chairperson, in consultation with the Principal, is responsible for establishing and promulgating an annual calendar of meetings to all members prior to the August 1 meeting.
- d. The Principal/Pastor or his designee reserves the right to attend any regular meeting of the Board without prior notification, including executive sessions.



Section 4.2 Special Meetings

- a. The Principal, in consultation with the Board President/Chairperson, may call Special Meetings.
- b. The notice for a special meeting shall specify the date, time, and purpose of the meeting, with no business other than that specified discussed at any such meeting.
- c. Provide notice of such meetings in writing (which shall include email) to all members no less than five (5) days prior to such meeting.
- d. All special meetings are at the school premises unless specified on the special meeting calendar.
- e. The Principal/Pastor or his designee reserves the right to attend any special meeting of the Board without prior notification, including executive sessions.

Section 4.2.1 Open Meetings

- a. While meetings are closed to non-board members, with the permission of the Principal/Pastor, a Board may decide to have an Open Meeting.
- b. All school/parish constituents are invited to be present.
- c. The open meeting could be only a portion of the regular School Board meeting or it could be the entire meeting.
- d. The role of the non-Board members should be clearly communicated prior to the meeting. For example, if feedback is desired it should be stated that there will be an open forum. If feedback is not desired and others are being invited only to listen to the proceedings, this should be communicated at the time the invitation is extended.

Section 4.3 Quorum and Voting

- a. One more than half of the voting membership of the Board shall constitute a quorum.
- b. If a quorum is present, a majority vote of voting members in attendance is required to accept an action or a motion.
- c. Members may participate in a meeting of the Board by a conference telephone or other communication equivalents by means of which all persons participating in the meeting can communicate with all other participants. Members participating through such methods are considered present and have full voting privileges.

Article V

Officers

Section 5.1 Duties and Qualifications

Officers of the Board shall consist of the President/Chairperson, Vice President/Vice-Chairperson, and a Secretary, all of whom are elected by the members for a term of one (1) year at the last regular meeting of the Board. Officers assume their responsibilities at the first regular meeting in August. No officer may serve more than two (2) consecutive one-year terms in the same position. Officers' duties are as follows:

- a. **President/Chairperson:** The President/Chairperson presides over all regular and special meetings of the Board. With the Principal, the President/Chairperson determines the agenda for each Board meeting. The President/Chairperson appoints committee Chairs. With Board approval, the President/Chairperson has the authority to assign additional duties and responsibilities to



individual Board members. In order to be eligible for the position of President/Chairperson, a person must have previously served as a voting member for at least one (1) year. The President/Chairperson shall be an ex-officio member of all standing committees.

- b. Vice-President/Chairperson: The Vice-President/Chairperson, in the absence of the President/Chairperson, performs the duties of the President/Chairperson.
- c. Secretary: The Secretary maintains a written record of all Board actions; conducts, receives and disposes of all Board correspondence as directed; preserves all Board reports and documents; notifies members of the date and time of meetings; and distributes a Board meeting agenda to members in advance of each meeting. The Principal may appoint a member of the School staff to assist the Board Secretary in the performance of the Secretary's duties. The staff member may be asked to attend all regular and special Board meetings at the request of the Principal.

Section 5.2 Vacancies and Absences

- a. If any Board office shall become vacant because of the death, resignation, removal or other cause, the Board may elect a successor to hold such office for the unexpired term.
- b. In the case of the absence of any officer of the Board from a regular or special meeting, the President/Chairperson may delegate, on a temporary basis, the duties of such officer to any other member.

Section 5.3 Establishment of Committees

- a. The Board shall establish and maintain certain standing committees, including but not limited to an Executive Committee, Finance Committee, Advancement Committee, Facilities Committee, Nominating Committee, Legislative, Long-Range Planning and Mission Effectiveness Committee.
- b. In addition, the Board may establish other ad-hoc committees as needed.

Section 5.4 Committee Membership

- a. The President/Chairperson of the Board, in consultation with the Principal, appoints the Committees Chairs. Members of a committee may include members and non-members.
- b. The Chair of each committee must be a member.
- c. The Principal is an ex-officio, non-voting member of all committees, and may attend any committee meeting at his or her discretion.
- d. Committee Chairs are appointed on an annual basis.

Section 5.5 Committee Reports

- a. The Chair of each committee shall submit a written report of activities to the Secretary of the Board in advance of regular meetings of the Board.
- b. The Committee Chair or his/her designee shall be prepared to discuss the activities of the committee at the regular meeting of the Board.

Section 5.6 Committee Responsibilities

- a. Executive Committee, consisting of the Principal and the Officers of the Board, shall assist the President/Chairperson to formulate the Board meeting agendas; create and monitor the Board calendar; monitor the work of the committees; provide general leadership for the Board; ensure



ongoing Board member training and orientation for new members. The President/Chairperson shall chair the Executive Committee.

- b. Finance Committee shall provide advice, recommendations and input to the Principal, and business manager/bookkeeper in connection with all aspects of the School's financial condition and performance including, but not limited to, review of, and recommendations concerning, the annual budget and annual review by the auditors submitted by the School Principal to the Diocese. The President/Chairperson shall recommend the chair of the Finance Committee annually.
- c. Advancement Committee shall provide advice, recommendations and input concerning annual and long-term fund raising activities on behalf of the School and, to the extent assigned by the Principal, take responsibility, in conjunction with the School's advancement office, for conducting fund raising activities. This includes capital campaigns tied to building(s) and grounds. An overall role would be to ensure all fundraising is aligned and centralized plans are developed. In addition, this committee will monitor all enrollment management and marketing efforts. The President/Chairperson shall recommend the chair of the Advancement Committee annually.
- d. Facilities Committee shall provide advice, recommendations and input to the Board on all aspects of the School's physical facilities and equipment. This includes developing and monitoring, with the Principal, a comprehensive maintenance program (both preventative and ongoing) for campus buildings and grounds. Furthermore, the committee shall assess future needs and make recommendations to the Board. The President/Chairperson shall recommend the chair of the Facilities Committee annually.
- e. Nominating Committee shall be responsible for recommending to the Board candidates for election as voting members and as officers of the Board. Additional purposes of the committee shall be to:
 - organize the orientation and development of new members
 - oversee the yearlong ongoing education and formation of the Board as a whole
 - continuously maintain a viable list of candidates and cultivate top prospects
 - review the performance of members and make recommendations regarding those up for reelection/reselection
 - administer the periodic review/self-evaluation by the Board of its own performance
 - The President/Chairperson shall recommend the chair of the Nominating Committee annually.
- f. Mission Effectiveness Committee shall provide advice, recommendations, and input concerning the School's overall effectiveness at achieving its mission and maintaining its Catholic identity. The President/Chairperson shall recommend the chair of the Mission Effectiveness Committee annually.
- g. Legislative Committee shall monitor key legislation at the state level that directly impacts the mission and vision of Catholic Education. This committee works with the Principal, Pastor, and the diocese to secure a voice in legislative issues that relate directly with Catholic doctrine. Communication between the committee and the Administration with the Virginia Catholic Conference is a key responsibility.

Article VI

Amendments

Amendments to the Bylaws may be made only by the following procedure:



1. Submit proposals in writing to the Secretary of the Board at least two weeks before a regular or special meeting. Copies of the proposed amendment must be sent to each member.
2. The proposed amendment will be considered at a regular or special meeting. At that time, discussion is permitted and a vote taken if a motion for a vote is made by any voting member.
3. The proposed amendment must then be sent to the Principal/Pastor and the Superintendent/Bishop for written approval.

Article VII

Ethical Obligations and Conflict of Interest

The School and the Diocese expect the School's Board Members, committee members, officers ("Responsible Individuals") to conduct business in accordance with the letter and spirit of local, Virginia, federal laws and regulations and refrain from dishonest or unethical conduct.

All Members, officers and committee members shall at all times act in a manner that will inspire public trust in their integrity, with impartiality and with devotion to the best interests of the Diocese and the School. Responsible Individuals, in making a commitment to the School and the Diocese, should not allow outside obligations, financial interests, or other activities to interfere with their obligation and commitment. Responsible Individuals have a clear obligation to fulfill their responsibilities in a manner consistent with that fact. All Responsible Individuals have the responsibility to ensure the Diocese and the School are made aware of situations involving personal, family, or business relationships that may conflict with, or be perceived to conflict with, Diocesan and/or School responsibilities.

Section 7.1 Definition of Conflict of Interest

A potential conflict of interest is a situation that involves a personal, family, or business relationship between a Member and the School or the Diocese. An actual or potential conflict of interest exists when any of the following exists:

- a. a Member or family member has an ownership or investment interest in or compensation relationship with a company or entity with which the School or the Diocese does or proposes to do business or a company or entity that competes with such company or entity
- b. a Member or family member receives remuneration for performing services for the School and the School is determining his or her or a family member's remuneration
- c. a Member or family member serves as an officer, member or key employee of a company that competes with or does business with the School or Diocese

Section 7.2 Prohibited Behavior

To ensure ethical and impartial business relationships, it is prohibited for Responsible Individuals to:

- a. Offer, accept or solicit money, property, services or other items of value by way of gift, favor, inducement or loan with the intent that the offer would influence, or the recipient would be influenced by, such conduct in the discharge of duties.
- b. Use their position to secure personal gain or other benefits derived from such relationship.



- c. Use any School or Diocesan-owned facility, building, equipment, materials or vehicle for their personal use or benefit, or for the personal use or benefit of any other individual without permission from the appropriate authority.

Section 7.3 Procedures

Members shall act in a manner intended to further the best interests of the School and/or the Diocese. If at any time a Member:

- has or may have a conflict of interest, or
- is unable to act in the best interests of the School and/or the Diocese on any issue because of a personal situation, employment, conflicting interest, or other reasons, the Member shall recuse himself or herself from voting on the subject and shall leave the room while the matter is discussed.

Recusing himself or herself shall not prevent a Member from participating in other activities or discussions where no conflict of interest exists.

The Board may consider a transaction that is the subject of a conflict only if it has determined:

- that the transaction or arrangement is in the School's best interest and for the School's own benefit,
- that it is fair and reasonable to the School, and
- after exercising due diligence, the School would not obtain a more advantageous transaction with reasonable efforts under the circumstances
- where appropriate the Board shall obtain comparable information to assist it in reaching such conclusions

The minutes of all meetings shall reflect

- the names of the persons who disclosed any conflicts
- the determination as to whether an actual or potential conflict of interest existed
- the names of the persons who were present for discussions and votes relating to the transaction or arrangement
- the content of the discussions, including any alternatives to the proposed transaction or arrangement and the basis for the determination of the Board, including any comparability data
- the voting record, including any abstention from voting; and
- any action to be taken

Article VIII

Effective Date

Pending final approval by the Most Reverend Barry Knestout, Bishop, Diocese of Richmond, these bylaws shall take effect on September 2019.

Adopted December 2019