



**Byron Center Christian School
Town Hall
Monday, May 23, 2022
6:30 P.M.**

- I. Welcome and Opening Prayer-Matt Fennema
- II. History and overview - James Onderlinde
 - A. Matt Wiebe-Attorney from Smith Haughey is assisting BCCS with updating the governance
 - B. In the Spring of 2018, the board initiated making updates and changes as part of the strategic plan
 - C. Strategic plan for the board is to function as a visionary run board. Currently, the board is functioning as an operational board, wanting to be a visionary board in order to work towards the next 10-15 years of BCCS.
 - D. As a school, we want to make sure we are compliant with by-laws, reduce liability risks, clarify board terms, better define who our supporters are, and preserve the foundation and purpose of the school.
 - E. The rationale includes that the school and the community are changing as participation in the society model has dwindled over the last two decades, and the board wants to serve the school community effectively. Changes are intended to allow greater capacity to tailor board membership and enhance the sustainability of school leadership. There is greater flexibility for the candidates required in the directorship model.
 - F. Grant Zondervan (board member) gave a summary on what the governance proposal does with four talking points comparing

the existing by-laws and the proposed by-laws for better understanding.

III. Q & A - See breakdown of questions at end of minutes

IV. Dismissal

Q&A Time Questions - Broken down by category

Strategic/Vision

- What is stopping the board from having a strategic vision?
 - Currently the board is trying their best to be strategic, but their time is limited, including by all the committee meetings the by-laws currently require. Board members potentially have four nights each month of committee work. Strategic items are generally discussed and worked on after committee operational work is done. A strategic board would allow us to focus on the future with a generational mindset, rather than focusing year to year. An operational board is often fixing what is immediately in front of them.
- What is the board going to do to be more strategic because there will still be committee work to do?
 - Example: The Building and Grounds committee will continue to meet each month, but they would have more time available to focus on the future needs of the building and grounds. They have begun to work strategically by putting together a physical plant resource management document. This document looks at every life span of every system within the buildings to figure out what we really need on an annual basis to budget for sustainability of our capital.
 - Make sure the board is transitioning to being a visionary board, while at the same time, making sure the board is being compliant with the articles.
 - Example: Promotions committee. Andy has been hired to work on marketing and enrollment. Board members are on this committee and do not do much other than provide support. At some point in time, the promotions committee wouldn't be

needed, and the board would be able to adjust quickly and form another committee that the school may need at that time. The Board has to be nimble and be able to add a governance committee or philanthropy committee when needed and not worry about having to fill all the standard requirements that are currently in the by-laws for standing committees.

- How does changing how board members are selected free up the board to be more strategic?
 - The current by-laws state there has to be certain standing committees. Whether or not a board member is passionate or has the specific skill set to be on that committee, that is where he/she will spend time.
 - What are we doing now? We have a philanthropy committee that is ad hoc. Many schools would say this must be a standing committee because fundraising for Christian schools is paramount moving forward.
 - Example: Employment policies, there have been board nominees that were not chosen by lot that have great HR backgrounds. Unfortunately, those people were not chosen in this selection.
 - We want to practice what we preach. We want by-laws to align with our practice of being visionary, not operational.

Bylaws

- What is stopping (society/the board) us from cleaning up the by-laws, giving the board some flexibility in creating committees, and taking away committees but not changing our governance?
 - Currently the bylaws we have in regard to changing them are restrictive.
 - If the governance is not changed, it would not be as efficient and would take much longer to progress. The proposed changes to the governance would allow changes to happen more quickly and effectively.
- Is there an option C?
 - For 105 years, things have changed whether we have written them down and followed all the protocols or not. But in 2012,

there was a change in the board selection process and there were no issues transitioning from a vote casting process. There will always be institutional changes. Many Fortune 500 companies have life-spans that are less than half of what this school's existence is. That is where our faith in God, power of prayer, power of community goes a long way for our faith based institutions. Is it perfect? No. Do some run their course? Yes.

- There is a binary choice between either a directorship or membership when filing with the state of Michigan.

Communication

- Why should "I" trust the board with more power when the board has one job to do and that's to announce the society meeting? By-laws say that an announcement should be put in church bulletins and to send a notice to all the parents who don't go to those churches. (Two years in a row, this individual has not received a letter in the mail.)
 - Comment was made by a society member that they take it upon themselves when they receive notifications from BCCS to disperse to others who are not generally interacting with the school on a consistent basis.
 - All parents are notified via the weekly newsletter and email. All donors who are non-parents are notified by mail.
 - There are individuals in the community who assume they are members of the society but are not under our current by-laws which may be why they do not receive correspondence about town halls and annual meetings.
- Society member question-Could there be consideration given to allowing for more than one society meeting a year? Maybe 3-4 meetings and have those society meetings allow for public comments or questions? Stated there is no chance for dialogue, information is just presented at the society meeting.
 - In terms of having a voice, anyone could have chimed in at any given time at the society meeting. Certain items have to be presented at the society meetings, as outlined in our current articles.

- Comment: Communication should be made in regards to the requirements for being a society member. People should know what it costs for their voice.

Nomination

- Concern is that the board gets to pick who they want and it becomes a “boys club”. It’s taking God out of it all together by not casting lots.
 - Suggestion from a society member is for the 2 nominee limit for each position be eliminated and instead put names of everyone who is nominated be put in a hat, unless someone has a reason/cause to strike a nominee from consideration and then truly draw lots. Believes this gives up control and gives a randomized, hopefully God-centered selection.
- Why don’t you want these changes made to the governance? (Question from board member to society member)
 - This school exists because of the parents, and by giving the board all this power with no parental oversight is a poor idea.
 - Comment was made that the board is made up of parents, but that it’s only made up of “certain” parents.
- A society member stated it is important to have the society nominate, rather than the board. Since the board doesn’t know everyone, it gives a better representation of what the society wants. It also can protect against having a rogue board member.
 - It was reiterated that there are provisions in the proposed governance to allow supporters to decline a new member if there are foreseen problems or the board to remove if there are unforeseen problems. The remaining 9-14 members can provide continuity for the school.
 - A society member was concerned that if they don’t know a board member or don’t hold a certain profession or skill set, that they wouldn’t be considered by the board.
 - There seems to be mis-understanding that general nominations would not be accepted.
 - A society member feels having the board appoint members really limits the pool of people. Feels the paring down process is not acceptable.

- James explained that not all people accept the nomination when reached out to along with the requirement of a pastoral reference that is not always received. Board nominations are not going away. There still needs to be a vetting process. There hasn't been a problem with the process for the past 10 years, until last year. In 2012, the board went from straight election and tabulation of votes to a nomination process and casting of lots.
 - A society member stated the whole process is messy, they don't believe there is oversight, no ability for parents at large to steer the direction of the school and influence the board and work with the board on the strategic vision. Also stated the overwhelming concern is the lack of parental oversight. Noticed there has been no change or progress made in the current by-laws to address this concern.

Membership

- It was stated the new draft brings more clarity to who is a society member
 - Carol mailed nearly 300 letters to those who are non-parents.
 - The complaint of people is that they didn't get correspondence, but to be considered a society member, you have to donate in that year.
 - A donor (parents/grandparents/supporter) would have the ability to reject a board assignment at the annual meeting in the current draft.
- A society member stated that it sounds like there are a lot of little issues. Can't a lot of these little issues be solved without changing the governance? She noted that it is uncomfortable going from a democratic system where everyone gets a voice to giving a small number of people the choice.
 - Matt Wiebe—some issues can be solved like the non-discrimination policy because it is not directly related to the governance issue. Some issues are intertwined, but there are

many things to be considered. Pros and Cons to considering both ways.

- Question to clarify what parts are intertwined.
 - Matt Wiebe-How the officers are selected, maybe the board is in need of a treasurer

Protection

- How does changing the governance protect our school? What are we gaining?
 - Preserves the foundation and the purpose of the school. Unalterable and preserves who we are and where we came from.
 - Does not allow special interest groups from gathering and getting traction to open ourselves up to worldly agendas.
- What happens under the new governance model if the special interest groups get on the board and hi-jack the board?
 - Board nominees still need affirmation.
 - One rogue member can't necessarily steer the board.
 - There are staggered terms.
 - Is there recourse if the board violates by-laws?
 - Yes-under the Michigan non-profit laws. A lawyer would need to be hired. These remedies exist regardless of which governance model is chosen.

Next Steps

- What are the next steps? Continue to gather information and the Board must meet and make a decision on whether it is time to present the changes/edits of the governance to the society for a vote. This may be in the fall of 2022 or the spring of 2023.