

# Sounding Board

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*Promoting Quality Charter School Governance*  
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## Duties, Responsibilities, and Authority of a Charter School Board Chair

### Background

Occasionally, the topic of the duties, responsibilities, and authority of the charter school board chair arises within the members of the charter school board, the school administration, and/or others in the school community. Usually, questions about the board chair's duties, responsibilities, and authority arise in the form of questions from new board members or other interested parties. At other times, questions about the board chair's duties, responsibilities, and authority arise because someone (another board member, school leader, other community member) feels the school board chair has either failed to execute the specified duties and responsibilities of the board chair or has exceeded or gone outside of the specified chair's duties and responsibilities and/or authority and has taken the liberty to do something on behalf of the board that is not within the specified duties, responsibilities, and authority designated by the board.

**First**, it is important to remember that the board chair is not a “super board member” with more votes or more “power” than any other board member. They have one vote on all matters before the board, and they have only the duties, responsibilities, and authority that have been assigned to the position, either by statute or by the board as provided in the school's bylaws and policies. Although board chairs often have as much if not more board experience than some or even all other board members, that does not mean they have more authority than any other board member, even the newest board member.

**Second**, effective board chairs serve a very substantial role in the operation and success of the school board and ultimately of the school. The election of a board member to serve in this important role should be done with considerable care and attention by all board members. By definition, the board chair is the board's “leader” and as has been proven again and again in all types of organizations, including charter school boards, “leadership matters!”



That said, and especially in this context, it does not mean that the board chair can exceed their policy and governance role by interfering with the administrative function of the school. Successful board chairs ALWAYS maintain the appropriate distance between the board as the governance arm of the school and the administration as the daily operational arm of the school.

**Third**, the school board itself is responsible for determining the duties, responsibilities and authority that it wishes the board chair to carry out and have, (in line with MN statutes and the school's bylaws which the board can amend from time to time when necessary or desirable to do so). The school's bylaws should be very specific as to the expectations and parameters for the board chair's leadership activities. The duties and responsibilities for board chairs listed in MN §317A provide a starting point from which school boards can add or subtract duties, responsibilities, and authority. A publicly held board discussion about this topic likely can prevent any misunderstandings regarding this topic and it can be an opportunity for the board to either reaffirm the current duties, responsibilities and authority of the board chair or to modify them.

## What Do Minnesota Statutes Say About Charter School Board Chair Duties and Responsibilities?

Charter Schools in Minnesota are required to operate with an elected school board whose members must meet specific requirements that are set by the Minnesota Legislature. Further, charter school boards must also elect board officers whose duties and responsibilities are established in MN statutes. The specified officer positions for charter school boards included in statute are: President (often referred to as the Chair) and Treasurer. The board may also create additional board officer positions, such as Vice Chair, Board Secretary or Clerk, etc. Both of these latter actions, adding duties and responsibilities and creating additional officer positions, are accomplished through the school's bylaws, and they, by statute, can be amended from time to time.



### **MN Stat. 124E.07 BOARD OF DIRECTORS.**

#### **Subdivision 1. Initial board of directors.**

Before entering into a contract or other agreement for professional or other services, goods, or facilities, the operators **authorized to organize and operate a school must establish a board of directors** (*emphasis added*) composed of at least five members who are not related parties....

In establishing a board of directors for a charter school, per the above, the details of doing so are included in MN §317A. The statute also calls out the required board officers and their duties such as those for board President below. As indicated above, charter school boards can also create additional officer positions and specify their duties and responsibilities within the school's bylaws.

## MN Stat. 317A.305 DUTIES OF REQUIRED OFFICERS.

### Subdivision 1. **Presumption; modification.**

Unless the articles, the bylaws, or a resolution adopted by the board and consistent with the articles or bylaws provide otherwise (*emphasis added*), the president and treasurer have the duties in this section.

### Subd. 2. **President.**

The president shall:

- (1) have general active management of the business of the corporation;
- (2) when present, preside at meetings of the board and of the members;
- (3) see that orders and resolutions of the board are carried into effect;
- (4) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the board to another officer or agent of the corporation;
- (5) maintain records of and, when necessary, certify proceedings of the board and the members; and
- (6) perform other duties prescribed by the board (*emphasis added*).

## Examples of Other Responsibilities and Duties of Charter School Board Chairs

Most, if not all, Osprey Wilds authorized school boards' bylaws enumerate only the responsibilities and duties for their board chair that are included in MN §317A Subd. 2 (see above); however that same statute authorizes charter school boards to specify responsibilities and duties that go beyond those listed in the statute. Note the language above in ***bold italics***. Although not required, from time to time a school board may decide to add or delete responsibilities to board officer positions, including for the board chair. Here are some sample responsibilities school boards may wish their board chair to carry out. The list is to illustrate the possibilities but not to be exhaustive.

1. Serve as a mentor to new board members.
2. Serve as a mentor to the board vice chair in preparation for the vice chair in case they need to fill in for the board chair or is later elected to serve as board chair.
3. Serves as the "Official" school and school board designated communication person to spokesperson to speak publicly for the school and the school board, both in writing and otherwise. (This is especially important in emergency situations and/or when dealing with members of the press.)
4. Develops/approves or collaborates with the school leader to establish board meeting agendas.
5. Interprets Robert's Rules of Order for the board
6. Serves as the board representative to the school's parent organization.

***Note: Both the statutory and optional responsibilities and duties of the board chair are governance related only and do not involve the day to day management of the school.***

# The Intangibles of the Board Chair Position

To effectively serve as a charter school board chair is not an easy task that can or should be taken lightly. It is a position and responsibility that should not simply be rotated among board members year after year. Nor should one person remain in the board chair position for an extended number of years. Over time, it is important to bring the leadership talents of many board members into the role. The position should be filled and carried out by an interested board member who is willing and able to go beyond what other board members do in terms of devoting time, energy and expertise to serving the board. This is because a variety of committee and other meetings, both business and ceremonial, are important for charter school board chair participation. Extra time, too, beyond that which other board members may devote to conversation with school leaders, school staff, and parents also comes with the territory for charter school board chairs. Moreover, the school board chair in the community is the “public face” of the school and needs to remember that their actions, comments, and conduct reflect on the school, for better or worse.

Finally, the board chair serves as “the glue” that holds the board together as a cohesive unit, working to smooth out interpersonal relationship challenges that occasionally may arise, remaining calm in challenging and emotional situations, and always looking for the win/win for individuals and for the organization. A highly effective charter school board chair is one of the most important assets the school can have!

## Summary

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All charter school boards in Minnesota are required by statute to have a school board and that board must have a President (Chair) and a Treasurer whose minimum duties are specified in statute. Additional officer positions can be added by charter school boards by including those positions in the school’s bylaws and the charter school board can also specify duties and responsibilities for both its statutorily required officers as well as its locally determined officer positions. Any duties for the board chair and other board officers must be governance related and not related to the daily operation of the school. Savvy school boards recognize the importance of the board chair position, including the many intangibles mentioned above; and, they elect the best among them to serve in this role.

More resources can be found on our  
[Strategic Support webpage](#).