



ISCA Governance Hygiene Checklist

A Chair's Governance Discipline Review

Purpose: To ensure the board's governance infrastructure supports strategic leadership, fiduciary oversight, and institutional trust.

1. Board Meeting Discipline

- Agendas prioritize strategic discussion over reporting
- Consent agendas are used effectively (if appropriate)
- Pre-reading materials are distributed with sufficient time
- Meeting norms are written and reviewed annually
- Technology expectations (virtual/hybrid) are clearly defined
- Executive session appears as a regular agenda placeholder
- Decisions and action items are clearly documented in minutes

2. Executive Session Governance

- Purpose of executive session is clearly defined
- Executive sessions are not used for unstructured venting
- Head of School inclusion/exclusion is intentional and transparent
- Outcomes are appropriately documented or communicated
- The board chair actively guides tone and focus

3. Conflict of Interest & Ethical Guardrails

- Annual conflict of interest disclosures are completed
- Trustees understand what constitutes a perceived conflict
- Recusals are documented in minutes
- Financial oversight structures are clear and active
- Board members understand fiduciary responsibilities

4. Governance Infrastructure

- Board policies are reviewed on a defined cycle
- Committee charters are current and aligned with strategy
- Board calendar reflects strategic oversight responsibilities
- Orientation for new trustees includes governance expectations
- D&O insurance and risk oversight are periodically reviewed

5. Strategic Alignment

- The board spends sufficient time on forward-looking issues
- Oversight stays at the governance level (not management)
- The board periodically evaluates its own effectiveness
- Board-Head partnership norms are clearly understood
- The board can articulate its strategic priorities succinctly

6. Culture & Accountability

- Trustees prepare for meetings consistently
- The chair intervenes when discussion drifts off-level
- Difficult governance conversations are addressed directly
- Board leadership roles are distributed appropriately
- Trustees understand expectations of engagement and accountability

Suggested Chair Reflection

- What area presents the greatest governance risk right now?
- Where might hygiene weakness be affecting strategy?
- What one discipline should be strengthened this quarter?