

Regulating school board committees*



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Most school boards have school board committees – either permanent or standing committees and/or *ad hoc* committees that are created for special or limited purposes and intended to disband upon completion of their work. However, the practices surrounding committee operations vary considerably from school district to school district. Moreover, there is a lack of appreciation for how committees fall within the legal structure, what practices are required and what may be done by committees. For example, there are school districts that do not advertise committee meetings, that do not prepare or properly preserve committee meeting minutes or that do not conduct committee meetings in public.

Most school districts do not have documentation in place that defines the scope of authority and responsibility for the committee. It is suggested that school boards must adopt appropriate policies and guidelines governing committee practices and that suitable administrative protocols be put in place in order to ensure that committees function properly, efficiently and effectively.

The Sunshine Act applies to “agencies.” The term “agency” is defined in the Sunshine Act as:

“Agency.’ The body, and all committees thereof authorized by the body to take official action or render advice on matters of agency business, of all the following: ... any political subdivision of the commonwealth or any state, municipal, township or school authority, school board, school governing body...” 65 Pa.C.S.A. §703. (italics added)

In some ways, this language is curious. It clearly distinguishes between committees that

have the power or authority “to take official action” or to “render advice on matters of agency business” and all other committees. Under this language, if a committee has no power or authority to “take official action” or to “render advice on matters of agency business,” the committee is not an “agency” as defined in the Sunshine Act and, therefore, is not subject to any of the Sunshine Act’s requirements with respect to agencies. As a practical matter, do the committees that have been created in any particular school district have the requisite power and authority?¹ How can that be determined?

Simply stated, unless there is clear and explicit language in a resolution or a board policy, it is unclear in any given case whether the committee is an “agency” as defined in the Sunshine Act and whether, therefore, it is subject to the requirements of the Sunshine Act. Such lack of clarity can lead to confusion and potential legal liability, including criminal sanctions under the Sunshine Act. Therefore, it is recommended that policies and/or board resolutions clearly state the power and authority of school board committees and, in so doing, also clearly state whether the committee is subject to the Sunshine Act.

There are a number of types of committees that may operate outside of the “sunshine.” For example, it is not unusual for committees to be designated to visit other school districts to perform such functions as interviewing staff when deciding whether to hire an individual as a superintendent or to view a building when deciding to embark upon a building project. Negotiation committees that are composed of school board

* This article is a continuation of a series of articles pertaining to public education as a “highly regulated industry.” This series of articles is intended to illustrate that virtually every aspect of public school operations is highly regulated by law and to provide practical guidance so that compliance can be ensured.

This column is designed to provide authoritative general information, with commentary, as a service to PSBA members. It should not be relied on as legal advice. If legal advice is required, contact your school district solicitor.

There are a number of types of committees that may operate outside of the 'sunshine.'

members do not need to operate in the sunshine as such committees are not created for purposes of taking official action or rendering advice on matters of agency business.

On the contrary, a negotiation committee is formed for purposes of negotiating a collective bargaining agreement that falls within the parameters established by the full school board. However, except for these kinds of committees whose power and authority is limited to discrete functions that do not involve taking official action or rendering advice on matters of agency business, other committees generally would fall within the prescriptions of the Sunshine Act and would have to transact business at a public meeting unless excused by one of the exceptions, such as those that apply to conferences or executive session items.

Except for the reference to committees in the Sunshine Act as described previously, the law does not contain any specific provisions with respect to the governance of committees. Consequently, the governance of committees is left largely to the school board through the adoption of appropriate policies or resolutions.

Do school boards need standing or permanent committees?

A question that school boards need to determine is whether to have any permanent or standing committees. Historically, school boards have not had committees. It is only in the last 20 to 30 years that committee structures have become more commonplace. There are a number of reasons for the growth in the popularity of committees in school districts, including the fact that issues facing school districts have become more complex, requiring more time and resources. However, whatever factors may have motivated school boards in the past to create committees may not necessarily be valid considerations today. It is suggested that school boards must have a process or procedure in place to assess periodically (every year or two) whether to add or eliminate any committee.

I recommend that the following processes be put in place to ensure that the school board regularly evaluate the performance of and need for its committees. School board policy should call for the periodic review of the need for committees. Either the superintendent or

the board president, with the assistance of the superintendent or the solicitor, should oversee and manage the process. The process should be data-based, evaluating inputs and outputs. How much time, expense and effort was devoted to each committee and the functions of the committee, and how much output or benefit was obtained?

Some of the data will be objective, such as the amount of time the administration devotes to preparing for committee meetings, the number of meetings the committees had, the length of time devoted by committee members preparing for and attending the meetings, etc. Some of the data will be subjective, such as whether better employees were hired because the personnel committee improved the vetting of candidates.

My personal observation is that there are some committees that should be disbanded by school boards because the inputs do not justify the outputs. Time is precious, and I suggest that no school board member or school district can afford to waste time with committees that do not bring value to the operations of the district.

The evaluation should be from three vantage points – the administrative level, the committee level and the full board level. I suggest that evaluation tools be developed for applicable administrators, committee members and board members to complete and to turn in to the solicitor for purposes of compiling the results and preparing a report for confidential review by management and the school board. Appropriate recommendations can be made either for the continuation or the elimination of the committee in consideration of the results of the review. A sample evaluation tool is appended to this article as Appendix 1.

There are times when the law requires the appointment of committees, such as when Act 1 required the appointment by each school district of a Tax Study Commission. Naturally, when legally required, committees must be established and meet the requirements of the applicable law.

Regulating committees

Policies governing committees should contain numerous features. The following is a checklist of items that should be addressed in any policy governing committees.

1. **Standing committees:** School board policy should identify the standing committees that a school board will have and must be updated annually after the organization meeting. Committees that are typical are: Policy, Finance or Budget, Facilities, Curriculum and Personnel committees. Some school districts have what they refer to as a "Committee of the Whole."

2. **Committee structure:** For each committee that is created, guidelines or procedures should detail the structure of the committee, including the number of members on the committee,² the selection process for the committee and the committee organization in terms of leadership.

3. **Committee members:** Committees may be composed of as many individuals as the board desires. They may be composed of both board members and administrators. They even may be composed of people who are neither board members nor school district employees. For example, in the light of the Enron debacle, the concept of "outsiders" having a role in the governance of large entities has gained acceptance. Where audit committees are required in law, for example, there

often are requirements that audit committees be composed exclusively of outsiders.³ It is perfectly permissible for a school board to decide, for example, that members of the community who may have particular expertise should be appointed to a committee. An architect, who may be willing to serve, may be a useful resource for a facilities committee. A certified public accountant in the community may be a productive member of a finance or audit committee. Such individuals may not be willing to serve without compensation. It is my opinion that such individuals, appointed to serve on committees of the board, may be compensated for their service. Further, if outsiders are appointed to any committee, they should be required to sign contracts that will protect the legitimate interests of the school district. The contract should contain confidentiality provisions and most of the provisions that reiterate the duties that agents have toward the principal, in this case the school district. The policy pertaining to these issues should require that outsiders sign appropriate contracts.

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4. Selection process: School board guidelines or procedures should detail the method of selecting committee members and when committee members will be appointed. Any reasonable selection process can be adopted. It is not uncommon for the board president to appoint committee members. Nor is it uncommon for the full board to vote as to who will be on committees. Regardless of the method of selection that is adopted, those individuals who are selected should be identified in the minutes of the school board meeting. Board policy should state specifically that any individual selected for appointment has the right to refuse appointment.

5. Ex-officio committee members: Policy should state if there will be any ex-officio members of committees. Although this point may be subject to debate, it probably is arguable that superintendents have the right to be on all committees in light of the provision in the School Code that the superintendent "shall have a seat on the board of school directors of the district and the right to speak on all matters before the board, but not to vote." 24 P.S. §10-1081.

6. Committee meetings: School board policy should state when committees will meet. I recommend that flexible provisions be used and that the number of meetings per year or the frequency of meetings be specified. All committees should be required to meet at the call of the committee chairperson or the superintendent, with appropriate

advance notice of such meetings. Any meeting that is required to be held in public will have to be advertised in accordance with the Sunshine Act.

7. Scope of committee work: This is an area where school district guidelines or procedures are perhaps most deficient. Rarely are there any provisions defining the work or scope of authority of committees. Attached to this article as Appendix 2 is a sample "charter" for a finance committee. It is recommended that the policy manual contain a charter for each standing or permanent committee that any school district may have. In addition, when an ad hoc committee is created, it is recommended that a charter be adopted that describes the functions of such ad hoc committee.

8. Reporting to the board: Policy should require that committees report to the full board at public meetings, unless any matter is appropriate for executive session or conference. The agenda of each public meeting should contain an entry for reports from committees. It is recommended that any approved minutes of any committee meeting be part of the report and be made a part of the minutes of the meeting of the full board.

Conclusion

Committees need to be evaluated and controlled and, with limited exception, the control is at the total discretion of the school board through the adoption of appropriate policies.

Appendix 1

Finance Committee

Instructions:

1. Return a hard copy of completed evaluation by Aug. 31, 2008, and send it to [insert name and address of the solicitor].
2. Please review the committee's charter, particularly the provisions on the responsibilities of the committee, before beginning this evaluation.
3. If you have questions regarding this evaluation, please call [insert name and telephone number of solicitor].

Evaluation ratings scale:

- 5 FIRST RATE (A ROLE MODEL)
- 4 CONSISTENTLY GOOD
- 3 SATISFACTORY
- 2 WEAKNESS OBSERVED
- 1 NEEDS IMPROVEMENT
- NR NO RESPONSE

Optional: Responses to this evaluation are anonymous, unless you choose to identify yourself.

Name: _____

1. Evaluate the timely availability of complete and relevant information for review before committee consideration of important decisions and actions.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

2. Evaluate management and staff's support of committee functions, the availability of appropriate external resources to the committee and the committee's feedback to management.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

3. Evaluate the adequacy of management's updates on major facts and issues relevant to the committee's duties.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

4. Evaluate the committee in the number of meetings, length and organization of meetings, its agendas and agenda-setting process and its effective use of time in committee meetings and executive sessions.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

5. Evaluate the committee on its reporting to the board and minutes.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

6. Evaluate the committee in its leadership and the balance and breadth of members' experience, background and personalities.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

7. Evaluate the committee in its independence from management, ethical behavior, the collegiality of its deliberations, its climate for serious inquiry, the level of mutual trust and cooperation among its members and its effectiveness in bringing decision topics to closure.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

8. Evaluate the financial literacy of committee members.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

9. Evaluate the committee's oversight of the integrity, clarity and completeness of the school district's statutory disclosures, financial statements and reports to stakeholders.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

10. Evaluate the committee's consideration of the auditor's management letter and other communications.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

11. Evaluate the committee's oversight of the school district's compliance with noninsurance regulatory requirements.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

12. Evaluate the committee's monitoring and assessment of the independence and qualifications of the auditors.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

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13. Evaluate the preapproval process for nonaudit services by the auditor in terms of its reinforcement of the auditor's independence.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

14. Evaluate the committee's monitoring of the internal fiscal function and the quality and integrity of reporting processes and controls and management's response and improvement actions.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

15. Rate the committee's oversight of the internal audit plan and resources and of the internal auditor's ability.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

16. Evaluate the committee's monitoring of the planning and conduct of the independent auditor's audit plan.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

17. Rate the committee's active consideration of the results of the independent audit.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

18. Evaluate the committee's monitoring of performance against forecast and plan.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

19. Evaluate the committee's oversight of the integrity of management and the auditors.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

20. Evaluate the committee's oversight of risk management.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

21. Does the committee charter clearly set forth the nature and scope of responsibilities and have the approval of the members?

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

22. Evaluate the sufficiency of meeting the committee's educational guideline.

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

23. Evaluate the committee's performance in carrying out its charter responsibilities. How might it be improved?

EVALUATION: 5 4 3 2 1 NR

COMMENTS:

24. Do you have any other suggestions for improvement? Have you noted any weaknesses?

COMMENTS:

Appendix 2

Finance Committee Charter Adopted by the board of school directors _____, 2008

The board of school directors (the "board" or "school board") of the _____ school district ("the school district") has created a committee of the board to be known as the finance committee (the "committee") with its purpose and authority, composition, term of office and duties and responsibilities as follows:

I. Purpose and Authority

The committee is appointed by the board of directors to assist the board in fulfilling its responsibilities relating to accounting and financial reporting practices of the school district. The committee will assist the board with its oversight of:

- The integrity of the school district's financial statements, including its recording and reporting systems and controls;
- The independent auditor's qualifications, independence, compensation and performance; and
- Performance of the school district's internal audit and financial functions and administrative, operating and internal accounting controls.

The committee will ensure the independent auditor's ultimate accountability to the school board, and the independent auditor shall report directly to the committee. The committee is responsible for recommending to the school board the selection, retention and/or termination of independent auditors and is directly responsible for oversight of the work of the independent auditor (including the resolution of disagreements between management and the inde-

pendent auditor regarding financial reporting) in connection with the preparation or issuance of any independent audit report or related work.

The committee shall have the resources and authority to perform the specific duties enumerated in this charter, and, upon the direction or approval of the board, to undertake other activities on behalf of the board. The committee is authorized to request reports related to its authority, to conduct any investigation appropriate to fulfilling its responsibilities and shall have full and direct access to the independent auditor as well as all books, records, facilities and personnel of the school district. The committee shall have authority to engage, subject to prior approval from the school board and at the school district's expense, such consultants, independent counsel or other advisers that the committee deems necessary in the performance of its duties.

II. Composition and Term

The president of the board, with approval of the school board, shall appoint annually the members of the committee, each for a term of one year. The committee shall be comprised of not more than three members, each of whom is a member of the school board. Each committee member will be free from any relationships that might, in the opinion of the school board, interfere with the exercise of his or her independence from school district management and the school district. Each committee member shall be financially literate or become financially literate within a reasonable period of time after appointment to the committee, and, if available, at least one member of the committee shall have accounting or related financial management expertise. One member shall be elected chairman of the committee by a majority vote of the members of the committee.

III. Duties and Responsibilities

The committee shall have the following duties and responsibilities. The committee may delegate any portion of its duties and responsibilities to a subcommittee of the committee or a member of the committee.

Financial reporting:

1. The committee shall review with school district management and the independent auditor, separately or collectively, the school district's legal filings prior to filing, including the annual and any quarterly financial statements and disclosures contained therein, as well as any related certification, report, opinion or review rendered by management or the independent auditor.

2. The committee shall review with school district management and the independent auditor, separately or collec-

tively, the school district's financial statements and other reports of a financial nature, discuss with the independent auditor its views or judgments on the integrity of such statements and reports and resolve any disputes between school district management and the independent auditor that may arise in connection with the preparation of such statements and reports.

3. The committee shall discuss with school district management and the independent auditor, separately or collectively, significant deficiencies, if any, in the design or operation of the internal control system and any fraud or potential fraud involving school district management, employees or consultants in connection with any internal control.

The independent auditor:

1. The committee shall review and recommend to the board for approval school district standards relevant to the selection, retention and/or termination of independent auditors.

2. The committee shall evaluate candidates for independent auditor and any incumbent independent auditor in light of such school district standards and shall make recommendations to the board for the selection, retention and/or termination of independent auditors, including:

- The committee shall review the qualifications and independence of the independent auditor and any potential conflicts of interest that may exist between school district management and the independent auditor by obtaining a written statement from the independent auditor and management of all relationships with, and services provided to, the school district by the independent auditor and/or its affiliates (including discussing such relationships with the independent auditor and taking actions where needed).
- The committee shall review the independent auditor's compensation and the proposed terms of engagement, including the auditor's proposed scope of services and plan for the annual audit.
- The committee shall evaluate the performance of the independent auditor and make inquiries to determine that no improper influence was exerted on the conduct of the independent auditor by directors, officers, management or employees of the school district.
- The committee shall ensure appropriate audit partner rotations and any independent auditor rotations as are appropriate.

3. The committee shall determine funding for and oversee the work of the independent auditor for the school district in connection with the preparation and issuance of any audit report or related work.

4. The committee shall serve as the channel of communication between the board, the independent auditor and

the financial management and internal auditors, if any, of the school district.

5. The committee shall review any significant written communications between the management of the school district and the independent auditor including, without limitation, the independent auditor's observations on internal control matters, management letters and schedule of unadjusted differences, if any, or any other audit problems or difficulties as well as management's responses thereto.

6. At least annually, the committee shall obtain and review reports from the independent auditor describing (i) the independent auditor's internal control procedures, (ii) any material issues concerning the independent auditor's internal control matters raised in the most recent independent peer review report and (iii) issues concerning audits conducted by the independent auditor within the last five years raised by a governmental or professional authority.

7. The committee shall preapprove any nonaudit services to be performed on behalf of the school district by the independent auditor that are not prohibited by law or regulation and ensure that the retention of such services is properly disclosed by the school district if and as required by law. (The committee may delegate preapproval authority for any nonaudit services to one or more members of the committee, provided that any preapproval granted by such member or members must be reviewed by the committee at its next scheduled meeting.)

8. The committee shall review any nonaudit services performed on behalf of the school district by the independent auditor that are not *de minimis*.

9. The committee shall take any measures determined to be appropriate to set, and recommend for board approval,

hiring policies for the school district as to employees or former employees of the independent auditor.

Internal Audit:

1. The committee shall recommend whether an internal audit should be conducted and if the school board approves and internal audit, the committee shall:

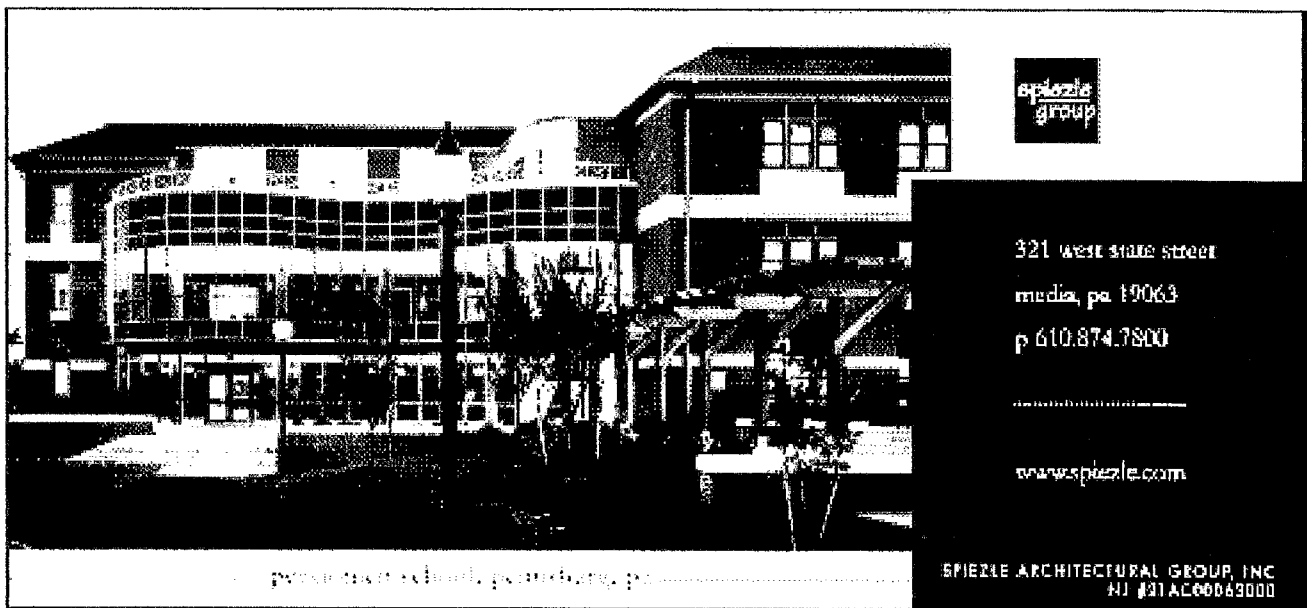
- a. Oversee the internal auditors' staffing, training and budget.
- b. Annually review and approve the internal audit plan and any material changes to audit methodology.
- c. Review significant findings of the internal auditors and management's responses to those findings including the risk attributed to unresolved issues.

Financial Reporting Principles and Policies:

1. The committee shall review with the independent auditor and school district management critical accounting and financial reporting policies, practices and procedures used by the school district.

2. The committee shall review with the independent auditor alternative treatments of financial information as permitted by GAAP or statutory accounting principles that have been discussed with the management of the school district, including the ramifications of such alternative treatments and proper disclosure thereof, as well as any treatment of such financial information that may have been preferred by the independent auditor.

3. The committee shall review major changes and other major questions of choice with respect to the appropriate auditing and accounting principles, policies and practices



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used in the preparation of the school district's financial statements, whether presented by the independent auditor, school district management or otherwise.

Internal Controls and Procedures:

1. The committee shall review annually with school district management and the independent auditor the basis for disclosures made in regulatory filings.

2. The committee shall review all communications from regulators submitted to the school district or the board relating to financial, internal audit or internal controls or the independent auditor and monitor management's response to such communications.

3. The committee shall at least annually consider, in consultation with school district management and the independent auditor, the adequacy of the school district's internal controls including the resolution of identified material weaknesses and reportable conditions, if any.

4. The committee shall review deficiencies, if any, identified by school district management

in the design and operation of internal controls which may be contained in any superintendent or business manager certifications required by applicable law.

5. The committee shall review policies and procedures with respect to risk assessment and risk management.

Other Duties:

1. The committee shall establish and ensure that procedures are in place for (i) the receipt, retention and treatment of complaints received by the school district from any source, either internally or externally, in connection with any accounting, internal accounting controls or auditing matters, and (ii) the submission by employees of the school district, on a confidential and anonymous basis, of communications involving any employee concerns regarding questionable accounting and auditing matters.

2. The committee shall, at least annually, review with counsel significant pending litigation that may have a material impact on the school district's financial statements and

School board policy should call for the periodic review of the need for committees.

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require that the committee be informed of any significant litigation on a timely basis.

3. The committee shall review annually and approve school district management's assessment of the school district's vulnerability to interruption in securing, providing or processing information, the impact of such disruption on the school district's operations and the methods employed to reduce or eliminate such risk and/or impact.

4. The committee shall approve a technology security program and, at least annually, receive a report from school district management or the school district's security officer on the implementation, administration and effectiveness of the program.

Administrative:

1. The committee shall maintain written minutes of its meetings and timely report its activities to the board, making any recommendation that the committee deems appropriate.

2. The committee shall meet separately, at least quarterly, with school district management, internal auditors, if any, and external auditors.

3. The committee shall annually review the adequacy of this charter and recommend any proposed changes to the board for approval.

4. The committee shall annually evaluate its own performance.

5. The committee shall perform any other activities consistent with this charter, the school district's policies and governing law, including the adoption of policies and procedures, as the committee or the board deems necessary or appropriate.

In carrying out the foregoing responsibilities, the committee's policies and procedures should remain flexible in order to react to changing conditions and the environment and to assure the directors and shareholders that the corporate accounting and reporting practices of the school district are in accordance with all requirements.

Approved this _____ day of _____, 2008.

Chairman of the Finance Committee



¹ The PSBA model policy provides as follows: "Committees of school directors shall, when specifically charged to do so by the board, conduct studies, make recommendations to the board and act in an advisory capacity but shall not take action on behalf of the board. Committees shall consist of no more than four members including the president. Committees shall not include a majority of board members. Members shall be appointed by the president who shall serve as an ex-officio member on all committees and who shall appoint the superintendent as an ex-officio member of all committees. A member may request or refuse appointment to a committee. Refusal to serve on any one committee shall not be grounds for failure to appoint a member to another committee. Each committee chairperson shall make reports to the board for the committee and shall be appointed by the president. The president may appoint as soon after the organization meeting as practicable chairpersons of committees as necessary where they shall serve a term of one year. Ad hoc committees may be created, charged and assigned a fixed termination date which may be extended from time to time by the president. Committee members shall serve until discharged.

² There is a misconception that if a committee is composed of four or fewer board members that the committee is not required to meet in public under

the Sunshine Act. To the extent that this misconception is still prevalent, it is incorrect. As made clear in the definition of the word "agency," as quoted earlier in this article, a committee itself is an "agency," regardless of the number of board members on the committee, and must comply with the Sunshine Act, including meeting in public (unless having a conference or executive session) if the committee has the requisite power and authority, as discussed earlier.

³ I am using the term "outsiders" loosely to convey the concept that the individual is not closely related to the entity involved. A term that is used frequently in applicable law is "independent directors." The phrase "independent director" is usually defined as a director who is not an officer or employee of the corporation or of any entity controlling, controlled by or under common control with the corporation and who is not a beneficial owner of a controlling interest in the voting stock of the corporation or of any entity controlling, controlled by or under common control of the corporation. When dealing with governmental entities where directors are elected, such concepts are not applicable. Instead, when I refer to "outsiders," I am referring to someone who is not on the school board and not employed by the school district in any capacity.

Pros and Cons of Standing Committees

Pro	Con
<ul style="list-style-type: none"> • Allows more work to be done; no need/interest for all nine to consider each issue. • If an administrator is part of each committee, it helps promote trust and understanding of the details/complexities of issues. • Board policy can limit when and where committees can meet. • Committees make recommendations to the school board. It still takes five votes of the board to approve any of the committee's recommendations. • Working with administrators in committees allows board members to really find out what is going on in the system. • Committees are open to all other board members and administrators who want to attend. • Committees allow board members to get their teeth into areas that interest them and lead to a sense of accomplishment and worth in being an elected, unpaid volunteer. • Committees allow the board more time to explore issues. • Because committees merely report and recommend, the full board can raise other issues the committee did not consider. • It can be an advantage for a board with lots of new members because they all have an opportunity to learn quickly and in depth. 	<ul style="list-style-type: none"> • Tends to get board members too involved in administrative detail and away from their role as policymakers. Details can be obtained from the administration. • Committees lead to little "fiefdoms of power." Rubber stamp my committee's recommendation and I'll rubber-stamp yours. • How does one find the time to schedule/attend the many committee meetings? • Committees are a way for board members to formulate policy without full debate. • Administrators on committees are either afraid to speak candidly or use the board member for personal agenda items. • Committees can lead to development of cliques and board factions and can be used purposely to exclude administrative input. • To question a committee report in public is to imply distrust and suspicion of motives and methods. • If board policy allows any member of the board to attend committee meetings, why have subcommittees? • Committees waste valuable time exploring issues that do not or will not have majority support. • It's can be a disadvantage for boards with lots of new members – they need time together to get to know and understand each other and learn to work as a team of ten.

