

# Charter of the Board of the University of Chicago Laboratory Schools

*Enacted December 3, 1984 and last amended January 11, 2017*

## ARTICLE I

### BACKGROUND AND PURPOSE

The University of Chicago Laboratory Schools (the “Schools”) are an unincorporated operating unit of the University of Chicago, an Illinois not for profit corporation (the “University”). As such, the Schools have not had a traditional board in a fiduciary governing role, but have long benefited from the advice, advocacy and support of a board consisting of parents, University faculty and staff, alumni, and members of the community at large. The mission, role, composition, functions, and specific powers of the board of the Schools, as delegated to it by the President of the University, are as provided in this Charter. The Schools shall be headed by a Director of the Schools whose role is described in Article IV.

The President of the University may designate in writing another officer of the University to exercise any or all of the roles and authorities of the President under this Charter, and may revoke such designation in his or her sole discretion.

## ARTICLE II

### MISSION OF THE BOARD

The mission of the board of the Schools is to provide advice to the Schools and to the University. In this

advisory capacity, the Board serves as a general sounding board and may focus its work on evaluation and assessment of the Schools success in fulfilling their mission, long-range planning for the Schools, support for the Schools in their advancement activities and efforts, and advocacy for the Schools to promote their standing and progress.

## ARTICLE III

### ROLE OF THE BOARD

#### SECTION 3.1. SPECIFIC POWERS AND DUTIES.

The President of the University delegates to the board the responsibility to: (a) recommend to the President of the University candidates for the position of Director of the Schools; (b) contribute annually to the evaluation of the performance of the Director (see section 5.6), such evaluation and its documentation to be confidential and in the form requested by the President; (c) brief the President annually on the state of the Schools, including the overall health of the Schools, the effectiveness of the Schools’ leadership and programs, and the viability of the Schools’ long-range plans; (d) acting through its standing committees, provide advice, advocacy and support to the Schools in the areas within each standing committee’s scope; and (e) recommend to the President annually the tuition for the Schools.

Each member of the board shall have the following specific duties: (i) to regularly attend and meaningfully participate in the work of the board; (ii) to maintain the confidentiality of nonpublic information and materials provided to the board in the performance of its roles and duties; (iii) to disclose to the chair of the board, and abstain from participating in or voting on any matter involving, any conflict of interest or appearance of a conflict of interest arising between the personal interests of the member or his or her family, and the interests of the Schools; and (iv) to refer to the Director of the Schools, and refrain from making any public statement in response to, any inquiry from a member of the press regarding the business or affairs of the Schools.

The board may have additional responsibilities as specifically delegated by the President of the University.

There is an expectation that members of the board will contribute philanthropically to the Schools commensurate with capacity and in accordance with their interests and the needs of the Schools.

SECTION 3.2. APPOINTMENT, NUMBER, TENURE, AND QUALIFICATIONS. Members of the board shall be appointed by the President of the University. The number of members shall not be fewer than fifteen (15) nor exceed thirty-five (35), excluding *ex officio* members. Members may be selected from the faculty and staff of the University and from the community at large, including alumni of the Schools. The President shall appoint a chair of the board who shall be counted as one of the members. The Director of the Schools and the President of the University or his designee shall be *ex officio* members of the board. Each member shall hold office for a three-year term. The terms of the members of the board shall be staggered so that the terms of approximately one-third of the board members shall expire each year. In the final year of each board member's three-year term, the

Governance Committee of the Board shall review that board member's service to the Schools and make a recommendation to the President of the University regarding renewal of the board member's appointment. Board members shall not serve for more than three three-year terms in succession, except as set forth in this paragraph. The chair of the board shall be appointed by the President for a term of three years, shall not serve as chair for more than two three-year terms, and shall be subject to removal by the President. The chair may serve a complete three-year term as chair that extends beyond the three three-year terms limitation for his or her general board service. In this case, the chair's term as a member shall likewise be extended for the complete three-year term of chair service.

Section 3.3. REGULAR MEETINGS. A regular meeting of the board shall be held at least once every two months from October through May, and at other times as required. Notice of the time and place of regular meetings shall be given to each member in writing at least five days in advance of the meeting date.

SECTION 3.4. SPECIAL MEETINGS. Special meetings of the board may be called by or at the request of the President of the University, or the chair of the board, at any place and time determined by the President of the University, or the chair of the board.

SECTION 3.5. NOTICE. Written notice of any special meeting of the board shall be given to each member at least two days in advance of the meeting date, if practicable. Otherwise, twelve hour telephonic notice is deemed sufficient. The attendance of a member at any regular or special meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be

specified in the notice or waiver of notice of such meeting.

SECTION 3.6. QUORUM. A majority of the appointed board shall constitute a quorum at any meeting of the board. *Ex officio* members shall not be considered in determining the number necessary to have a quorum or in determining whether there is a quorum.

SECTION 3.7. MANNER OF ACTING. The act of a majority of the board members present at a meeting at which a quorum is present shall be the act of the board. No member may act by proxy on any matter.

SECTION 3.8. PRESENCE THROUGH COMMUNICATIONS EQUIPMENT. With the consent of the chair of the board, members may participate in a meeting by means of a telephone conference or other electronic communications equipment that shall permit all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 3.9. VACANCIES. Any vacancy occurring in the board or any membership to be filled by reason of an increase in the number of members may be filled by the President of the University. A member appointed to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 3.10. RESIGNATION AND REMOVAL OF MEMBERS. A member may resign at any time upon written notice to the President of the University and the chair of the board. A member may be removed by the President of the University with or without cause.

SECTION 3.11. NO COMPENSATION. No member shall receive from the funds of the Schools

any compensation for any services performed by him or her as a member.

## ARTICLE IV

### DIRECTOR OF THE SCHOOLS

SECTION 4.1. RESPONSIBILITIES. The Schools shall be headed by a Director of the Schools, who shall report to the President of the University and be responsible, assisted by the principals and faculty, for the development and execution of plans for accomplishing the Schools' mission and for implementing the Schools' curriculum. The Director of the Schools shall have such additional responsibilities as the President of the University shall designate.

SECTION 4.2. ELECTION AND REMOVAL. The President of the University shall select the Director of the Schools, who shall be an employee of the University. The President of the University shall have the power to remove the Director of the Schools, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## ARTICLE V

### COMMITTEES

SECTION 5.1. COMMITTEES. Standing committees of the board shall be the Academic and Student Affairs Committee; the Planning and Operations Committee; the Alumni & Family Relations and Development Committee; the University and Community Relations Committee; and the Governance Committee. Each standing committee shall consist of those members of the board appointed to such committee by the chair of the board. Each standing committee shall provide advice, advocacy

and support to the Schools in the areas within its scope with the consent of the board.

SECTION 5.2. ACADEMIC AND STUDENT AFFAIRS COMMITTEE. The Academic and Student Affairs Committee shall focus on the student experience at the Schools, including educational programs, athletics, admissions, diversity, college admissions, approach to learning differences, and related activities. This committee shall also assess the Schools' capacity for recruiting and retaining the best teachers and creating an environment for consistent teaching excellence.

SECTION 5.3. PLANNING AND OPERATIONS COMMITTEE. The Planning and Operations Committee shall review proposed tuition rates, financial plans, budgets, and capital plans, and may also from time to time address a broader set of strategic planning matters with the consent of the board.

SECTION 5.4. ALUMNI & FAMILY RELATIONS AND DEVELOPMENT COMMITTEE. The Alumni & Family Relations and Development Committee shall focus on annual fundraising and capital gifts, and developing a robust alumni engagement and giving program for the Schools.

SECTION 5.5. UNIVERSITY AND COMMUNITY RELATIONS COMMITTEE. The University and Community Relations Committee shall explore opportunities for the Schools to benefit from the University of Chicago's resources, consider the ongoing inter-relationship of the University and Schools, reflect on the community within the Schools, and ensure that an effective plan is in place for communication and interaction with the broader community.

Section 5.6. GOVERNANCE COMMITTEE. The Governance Committee reviews committee structures and board effectiveness, recommends candidates for board membership, and advises on meeting agendas and topics

for board consideration. The Governance Committee is also charged to consider annually the performance of the Director of the Schools and provide its feedback to the President of the University or officer to whom the Director of the Schools reports.

The Governance Committee shall be chaired by the chair of the board and the additional members shall be the chairs of the Academic and Student Affairs Committee, Planning and Operations Committee, Alumni & Family Relations and Development Committee, and University and Community Relations Committee. When deemed necessary by the President of the University or designee, such as in exigent circumstances, the Governance Committee shall have the power and authority to act on behalf of the full board, notwithstanding any other provisions in this Charter.

SECTION 5.7. ADDITIONAL COMMITTEES. The board, by resolution adopted by a majority of the members in office, may from time to time create such additional committees as it deems advisable. Each such committee will consist of two or more members appointed by the chair of the board and may include such other persons from outside the board as the chair of the board designates, with the approval of the President of the University. Each committee so created shall have such responsibilities as the board shall designate, but no committee (other than the Governance Committee as set out in section 5.6) shall have the authority to act on behalf of the board.

SECTION 5.8. TERM OF OFFICE. Each member of a committee shall continue as such for a term of one year and until his or her successor is appointed, unless the committee shall be sooner terminated by the chair of the board, or unless such member resigns or is removed from such committee by the Governance Committee.

SECTION 5.9. CHAIR. The chair of the board shall ordinarily appoint one member of each committee as that committee's chair.

SECTION 5.10. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5.11. QUORUM. Unless otherwise provided in the resolution of the board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5.12. COMMITTEE CHARTERS. Each standing committee shall adopt and from time to time revise a committee charter setting forth the committee's purpose, responsibilities, composition and such other rules as shall seem advisable for the conduct of its affairs (each, a "Committee Charter"). The board shall approve each initial Committee Charter, and review existing Committee Charters every three years. The chair of the board shall approve all proposed Committee Charter amendments. In the event of a conflict between this Charter and any Committee Charter, this Charter shall control.

## ARTICLE VI

### BOOKS AND RECORDS

The board shall keep minutes of the proceedings of its members and committees.

## ARTICLE VII

### INDEMNIFICATION

Each person who is or was a member of the board of the Schools shall be indemnified by the University against claims or losses resulting from acts or omissions arising within the scope of such person's good-faith performance of his or her duties as a member of the board of the Schools.

## ARTICLE VIII

### AMENDMENTS; PRIOR CHARTERS

This Charter may be amended by the President of the University in consultation with the board or its Governance Committee, or by the board, subject to the approval of the President of the University. This Charter supersedes all prior bylaws, charters, delegations of authority, and committee reports concerning the composition, role, authority or procedures of the board of the School. This Charter shall be reviewed by the University in consultation with the board at least every seven years.