

The Nature of Corporate Authority

by Douglas Wilson, Christ Church

More often than not, Christian schools are run by boards. And not surprisingly, if the board is wise, the school is blessed. If the board is foolish, the school suffers. And sometimes the school is just plain lucky. The point of this brief article is that, if your school is in this last category, you will be

necessity here is that boards must understand what constitutes board action and what does not.

Visionaries are often high rpm people. The same thing often goes for the wives of visionaries. This means, for example, that if someone makes a comment in passing to this board member that

seconded, discussed, passed with the appropriate margin of votes, entered in minutes, and duly-approved. Board discussion, consensus, debate, etc. does not constitute formal board action.”²

In order to function in this way, the board has to understand the importance of like-mindedness. This does not necessarily mean that all the votes are unanimous, but it does mean that when a decision is made (even though two voted against), the decision was made *by the entire board*. “Don’t blame me, I didn’t vote for it” is a good example of someone who doesn’t understand the nature of corporate decision making at all. When the vote doesn’t go my way on a curriculum decision, let us say, once the vote is over, I should fully support the board’s decision—as though I did vote for it. As Trumpkin says in *Prince Caspian*, he knows the difference between giving advice and taking orders. When the time for giving advice is past, then it is time to submit.

We must beware of pluralistic assumptions creeping into our views of how a board should be constituted. We tend to think that diversity (all by itself) is a good thing. But the Scriptures require like-mindedness. We should strive for as much like-mindedness as we can get. “Now I beseech you, brethren, by the name of our Lord Jesus Christ, that ye all speak the same thing, and that there be no divisions among you; but that ye be perfectly joined together in the same mind and in the same judgment” (1 Cor. 1:10).

Now of course, no human authority is absolute, and this includes the boards of classical Christian schools. There may come a time when a decision is

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encouraged not to press your luck. And here, as with so many things, it is profoundly important to think in terms of principles instead of methods. Wisdom from the board is not possible if individual board members are not wise. Some board members are wise and some, unfortunately, are otherwise. If we want to look for a good description of wisdom in Christian leadership, then the character qualifications for elders and deacons in 1 Timothy and Titus are a good place to start. Once that is done, we may move on to the subject of school boards.

Before considering particular board duties, it is important to nail down the nature of board authority. What kind of authority does a board have? How is it exercised? One of the most common problems in board-run schools is the assumption made by strong-willed board members (who often are the visionaries who started the school) that they constitute full board authority in their own person, and that they carry it around with them. *This is not the case.* A basic

there is a problem of some sort in the third grade class (where the board member’s daughter is going to be next year), it often seems like the most natural thing in the world for that board member to go ask the third grade teacher, “What’s up?” The third grade teacher does not see an interested parent, but rather a powerful and somewhat intimidating member of her boss’s boss. She can respond to the request as though she were being spoken to by the entire board. But this is not the case at all.

At Logos School, our policy manual states this principle plainly: “Each board member is required to remember that the authority of the board is corporate. Individual board members, in dealing with administration, staff, or parents, may not represent the board as a whole unless specifically instructed to do so by the board, or required to do so by the bylaws or this policy manual.”¹ And our bylaws come at it from another angle: “The board will be considered as having formally acted when, in a duly-constituted meeting, a proposal is moved,

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so momentous that you cannot in good conscience support it. Say the board just approved a curriculum put out by *I Love the Devil Press*. Of course, it is then time to tender a resignation. But the vast majority of board conflicts are caused by a lack of submission, and not because the board adopted materials for the Bible class put out by the Watchtower Society.

In order to remember this principle, aggressive board members must make a point of not running ahead of what the board has done, and stubborn board members must make a point of not lagging behind what the board has done. Debate, discuss, decide. And when the decision is made, then everyone support it.

What sorts of things should a board be doing? What are the basic board duties? With all this in mind, whither and what? These basic board duties are helpfully outlined by Biehl and Engstrom.³

- A. Appreciation, recognition and encouragement
- B. Decision making
- C. Responsibility for the master plan
- D. Networking
- E. Maintaining an overview
- F. Problem solving
- G. Record keeping
- H. Hiring, evaluating and firing the senior executive
- I. Spiritual leadership
- J. Maintaining an expectation of excellence

One of the basic duties of the board in its collective capacity is that of developing, nurturing, maintaining, and reviewing the school's vision and mission. In the list given above, you can see this explicitly with B, C, E, I and J. We live in a fallen world, and this means that all that is necessary for you to do in order to get a garden

full of weeds is . . . nothing. And all that is necessary for you to have your school become just another institutional mess is . . . nothing. If the board does not fulfill its charge, then the school at some point is going to be confronted with a mission meltdown.

As many classical Christian educators well know, the establishment of a successful school requires a good bit of blood, sweat and tears. Everyone has expended countless hours – sheet-rocking, cleaning, studying available textbooks and curricula, attending board meetings, teaching students and more. But, do you really want to spend hundreds of thousands of dollars so that after twenty years you look around and find that you have built an institution just like the one you left twenty years before?

This kind of problem does not happen overnight. Mission meltdown is almost always preceded by mission drift. The Psalmist gives us a good idea of how this pattern works in individual lives. “Who can understand his errors? Cleanse thou me from secret faults. Keep back thy servant also from presumptuous sins; let them not have dominion over me: then shall I be upright, and I shall be innocent from the great transgression” (Ps. 19:12-13).

Note the progression—secret faults, presumptuous sins, and then great transgression. And note further that it is a progression of sin, from the lesser to the greater. This is why confession of sin is such a priority for those who want to build a school that honors God over generations (1 John 1:9).

At the same time, in the book of Ecclesiastes, the preacher tells us that we are not to be righteous over much. He obviously is not referring to true righteousness,

which this world cannot have too much of. But, there is a faux-righteousness, which likes to posture, and which has wrecked many schools in the conservative direction. But, wisdom is not made out of little blocks of wood. The other direction is a danger as well. There are those who think that latitude is charity, and that blurry, smudgy thinking is what constitutes a biblical worldview. When we come to learn that we are in a war, this means that we will begin behaving as though we are. This means we will take into account the fact that others want us to fall. Not everyone is our friend. The Psalmist sang before the Lord as one who had *enemies*.

In conclusion, board members need to understand that the board has a recognizable, corporate reality. It exists objectively, like an omelet. But though each egg is not the whole omelet, it is not possible to make an omelet without those individual eggs. And with regard to this latter point, it is not possible to make a good omelet without good eggs.

NOTES

1. Logos School Board Policy Manual, 4.2.
2. Logos School By-Laws, VIII.7.
3. Bobb Biehl and Theodore Engstrom, *Increasing Your Boardroom Confidence* (Sisters, OR: Multnomah, 1988).