



Cotter Schools Board of Directors

MISSION

Cotter Schools is a private, independent, coeducational school in Winona, Minnesota that has been guided by Catholic beliefs and values since 1911.

As an international learning community, serving grades 5-12, we hold our students to the highest academic standards and challenge each of them to develop their full potential academically, physically, spiritually and socially.

We believe in the intrinsic goodness of all persons, and strive to model the values of faith, service, and community as we encourage and support our students to become more than they can imagine.

Board Responsibilities:

“The Board of Directors shall manage and govern the affairs of the Corporation; exercise its power and control its property; determine compliance with the Corporation’s stated purpose; appoint, delegate, or elect the Corporate officers; and have the power and authority to do and perform all acts or functions that are consistent with the Articles of Incorporation or the Bylaws.” (Section 2.1 Corporate Bylaws)

Board members are responsible for fully understanding their legal and fiduciary responsibilities and carrying out their duties in the following areas:

1. Determine and periodically review the purposes and mission of Cotter Schools;
2. Establish, review, and approve changes in the educational programs of Cotter Schools consistent with its mission;
3. Approve amendments to the Articles of Incorporation and Bylaws of Cotter Schools;
4. Formulate, develop, and define policies for the management and governance of Cotter Schools;
5. Approve annually employment and salary policies for all staff, faculty, administrators, and other employees of Cotter Schools;
6. Select and, with the Board's discretion, remove the President and any other officer of the corporation as defined in Article IV;
7. Annual review of the President’s performance and compensation;
8. Employ legal counsel for Cotter Schools;
9. Oversee and approve a budget for the financial operations of Cotter Schools and establish policy guidelines for endowment and development efforts;
10. Authorize the purchase, management, and sale of all land, buildings, or major equipment owned by, or to be used by, Cotter Schools;
11. Authorize major capital expenditures;
12. Authorize the incurrence of debt not in the ordinary course of normal conduct of business of Cotter Schools; and
13. Authorize any changes in tuition and fees of Cotter Schools;.
14. Exhibit an awareness of financial needs of the institution and philanthropic possibilities; support and promote these in the broader community.

Board Composition:

The general governance of Cotter Schools is vested in the Board of Directors, which consists of the following members:

- Eight (8) to twelve (12) individuals representing the Cotter Schools community at large. These individuals may be parents or non-parents of current Cotter students;
- The Pastors of the Winona Parishes (3)
- The President of Cotter Schools.

Board Member Qualifications:

Board members should be

- committed to the mission of Cotter Schools.
- passionate about Catholic education.
- bring expertise to the board in the areas of business, education, philanthropy, finance, and/or non-profit management.
- motivated by the best interest of our students.
- strong communicators, willing to listen and collaborate.
- willing to spend time and energy on board business.

Board Member Time Commitment:

- Board members are elected to a three-year term, twice renewable.
- Board meetings are generally held monthly, August – June.
- All board members participate on one of three standing committees that also meet monthly: Operational Vitality, Governance, Mission Effectiveness.