

Board Policy Manual

The Waldorf School of San Diego

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Table of Contents

OVERVIEW OF POLICIES.....	1
BOARD DELEGATION OF AUTHORITY.....	2
1. LEADERSHIP DELEGATION.....	2
2. EXECUTIVE LEADERSHIP RESPONSIBILITIES AND GOALS.....	3
LEADERSHIP COUNCIL COLLECTIVE RESPONSIBILITIES AND GOALS.....	4
ADMINISTRATIVE CHAIR RESPONSIBILITIES AND GOALS	5
DIRECTOR PEDAGOGY RESPONSIBILITIES AND GOALS.....	6
DIRECTOR DEVELOPMENT RESPONSIBILITIES AND GOALS	6
LINES OF AUTHORITY BETWEEN EXECUTIVE LEADERSHIP (LEADERSHIP COUNCIL) AND FACULTY	7
EXECUTIVE POLICIES (EP)	11
EP1 - GLOBAL EXECUTIVE CONSTRAINT.....	11
EP2 - TREATMENT OF WSSD FAMILIES.....	11
EP3 - TREATMENT OF WSSD EMPLOYEES AND VOLUNTEERS.....	12
EP4 - FINANCIAL PLANNING AND BUDGETING.....	13
EP5 - FINANCIAL CONDITIONS AND ACTIVITIES	13
EP6 - EMERGENCY LEADERSHIP COUNCIL SUCCESSION	14
EP7 - ASSET PROTECTION	14
EP8 - COMPENSATION AND BENEFITS	15
EP9 - COMMUNICATION AND SUPPORT TO THE BOARD.....	16
GOVERNANCE PROCESS (GP)	17
GP1 - GLOBAL GOVERNANCE COMMITMENT.....	17
GP2 - GOVERNANCE STYLE	17
GP3 - BOARD JOB DESCRIPTION.....	18
GP4 - ANNUAL BOARD PLANNING	18
GP5 - PRESIDENT'S ROLE.....	19
GP6 - SECRETARY'S ROLE.....	20
GP7 - TREASURER'S ROLE	20
GP8 - BOARD MEMBERS' CODE OF CONDUCT.....	21
GP9 - BOARD COMMITTEE PRINCIPLES.....	22
BOARD-LEADERSHIP COUNCIL RELATIONSHIP (BLCR)	23
BLCR1 - GLOBAL BOARD-LEADERSHIP COUNCIL RELATIONSHIP	23
BLCR2 - UNITY OF CONTROL	23
BLCR3 - ACCOUNTABILITY OF THE LEADERSHIP COUNCIL.....	23
BLCR4 - DELEGATION TO THE LEADERSHIP COUNCIL.....	24
BLCR5 - MONITORING LEADERSHIP COUNCIL PERFORMANCE.....	24
DESIRED ACHIEVEMENT (DA)	26
DA1 - GLOBAL STATEMENT OF DESIRED ACHIEVEMENT	26
DA2 - RESULTS.....	26
DA3 - STUDENTS	27
DA4 - BALANCING AFFORDABILITY WITH SUSTAINABILITY	27
APPENDIX A - MONITORING SCHEDULE	28

Overview of Policies

BOARD DELEGATION OF AUTHORITY	Leadership Delegation Executive Leadership Responsibilities and Goals Lines of Authority between Executive Leadership and Faculty
EXECUTIVE POLICIES	Global Executive Constraint Treatment of WSSD Families Treatment of Employees and Volunteers Financial Planning and Budgeting Financial Conditions & Activities Emergency Leadership Council Succession Asset Protection Compensation and Benefits Communication and Support to the Board
GOVERNANCE PROCESS	Global Governance Commitment Governing Style Board Job Description Annual Board Planning President's Role Secretary's Role Treasurer's Role Board Members' Code of Conduct Board Committee Principles
BOARD-LEADERSHIP COUNCIL RELATIONSHIP	Global Board-Leadership Council Relationship Unity of Control Accountability of the Leadership Council Delegation to the Leadership Council Monitoring Leadership Council Performance
DESIRED ACHIEVEMENT	Global Statement of Desired Achievement Results Students Balancing Affordability with Sustainability

Board Delegation of Authority

1. Leadership Delegation

In accordance with the shared principles and best practices established by the Association of Waldorf Schools of North America (AWSNA), the Waldorf School of San Diego (WSSD) Faculty is responsible for the educational program of the school. Consistent with AWSNA shared principles and best practices, the Board of Trustees shall ensure that the WSSD also has clear governance and administrative structures to enable the school to fulfill its mission, maintain sound financial policies, and ensure compliance with the law applicable to its incorporation.

The bylaws of the Board of Trustees exclude from the Board's authority matters pertaining to the conduct of the educational program of the school, including the formation of the curriculum. The Board recognizes that included in the authority reserved for the WSSD Faculty is oversight of the school's curriculum development, pedagogical policy, educational program operations, criteria for faculty hiring and dismissal, faculty professional development, and individual student admissions. Subject to this limitation, the bylaws of the Board of Trustees permit delegation of the duties and responsibilities for the supervision, direction and control of the school's day-to-day operations, business and non-pedagogical affairs to a board-approved Executive Leadership structure.

Accordingly, the WSSD Executive Leadership established herein shall have responsibility for the supervision, direction and control of the school's day-to-day operations, business and non-pedagogical affairs, including the following: management of the school's relationship with its constituents and the public, including community development and outreach, and admissions and enrollment operations; management of non-pedagogical aspects of program administration; management of human resources policy and personnel issues; management of the Board ratified budget and of the school financial operations, including fundraising planning and execution; management of strategic planning and the school's accreditation; management of school facilities; management of employees under Executive Leadership supervision, including mentorship and evaluation of employees' performance; and management of the school's legal obligations.

- ☐ The Board will define the specific duties and responsibilities allocated collectively and individually to members of the WSSD Executive Leadership in Board Delegation of Authority, Section 2, Leadership Responsibilities and Goals (below).
- ☐ The Executive Leadership shall carry out their collective and individual duties and responsibilities in accordance with and subject to the policy directives and reporting requirements set out in this Board Policy Manual and associated Internal Monitoring Reports (IMR).

- The Executive Leadership performance shall be measured by the Board’s annual evaluation of whether Leadership has fulfilled their established individual and collective goals, and whether Leadership has performed their individual and collective responsibilities in accordance with the Board policies. The annual pay and compensation of the Executive Leadership shall be established by the Board.
- The Executive Leadership may delegate its responsibilities subject to the approval of the Board. The Board shall have input into the Leadership’s delegation of responsibilities to other WSSD employees through (1) the annual evaluation of Executive Leadership’s performance and (2) the budget planning and ratification process.
- ☐ The Executive Leadership shall share in management of matters pertaining to the conduct and health of the educational program of the school, through collaboration with the leadership structure established by the WSSD Faculty for pedagogical matters. The Executive Leadership shall ensure that the manner of performance of its Board-delegated responsibilities complies with the authority of the Faculty in matters pertaining to the conduct of the educational program of the school. The Faculty, through its governing bodies, shall ensure compliance with the authority of the Executive Leadership in management of the school as delegated by the Board. Details of the Lines of Authority between Executive Leadership and Faculty are set out in Board Delegation of Authority, Section 3 (below).

2. Executive Leadership Responsibilities and Goals

The Executive Leadership consists of a three-person Leadership Council: the Administrative Chair, the Director of Pedagogy, and the Directive of Development. The Leadership Council has the collective and individual Responsibilities and Goals set forth below, which shall be updated as needed by the Board. Performance of these responsibilities and goals shall be accomplished and monitored in accordance with the Board Policy Manual. These Responsibilities and Goals will also serve to inform the faculty, staff and school community of the Board’s delegation of authority and expectations.

Each member of the Leadership Council shall have two (2) roles. First, as a member of the Leadership Council, each shall have collective responsibilities and goals to be performed in collaboration with the other two members. The Board expects that the Leadership Council as a whole collaborate in collective areas to ensure successful fulfillment of Board policies. Second, each member will have individual responsibilities and goals pertaining to his or her individual position.

Leadership Council Collective Responsibilities and Goals

Responsibilities

1. Monitor and ensure the entities that make up the school's functional structure are working as intended and in accordance with school's mission and policies
2. Ensure effective, clear communication between school constituencies and community
 - a. Establish and maintain procedure for routine internal communication.
 - b. Manage routine and non-routine school-wide communication, including delegation of routine communication and the coordination and approval of messaging.
 - c. Strive to reach alignment between all avenues of communication so that a clear and consistent message is put forth. Consideration should be given to the various initiatives at the school so that a particular communication does not undermine relevance or effectiveness of another agenda.
3. Organize "FAB" (Faculty, Administration, Board), town hall events, back to school nights, and other community-related events as needed.
4. Oversee management of personnel issues and parental grievances, including official communication to aggrieved parties
 - a. Ensure effective, clear and legally compliant human resources policies/procedures
 - b. Ensure that the execution of human resources actions are compliant with established policy/procedure
 - c. Perform annual review and update of human resources policies/policies
 - d. Collaborate with the Pedagogical Group (or other faculty-established leadership) as need to ensure effective, fair and legally compliant execution of human resources actions, non-routine interactions with families, and administration of the non-pedagogical aspects of education program operations.
5. Ensure that appropriate departments create and update job descriptions for all school employees.
6. Ensure delegation, execution and monitoring of strategic plan and accreditation work.
7. Ensure budget creation and review, in accordance with the process established and approved by the Board via the Finance Committee.
8. Manage day-to-day operational decisions implementing approved budget.

Goals

1. Adherence to established Board Policies

- a. Uphold and champion the objectives clear in the Board established Desired Achievement.
 - b. At a minimum, comply with policies and reporting directives of the Board Policy Manual, including related Board-authorized direction received throughout the year.
2. Champion cross-department collaboration and effectiveness in communication within the Leadership Council and to the Board of Trustees
 - a. Provide an annual Leadership Council agenda and keep Leadership Council minutes current, available for Board review.
 - b. Formally document all incoming complaints and actions taken, including but not limited to HR-related issues, available for Board review.
3. Set annual goals for all employees which effectively align with the objectives of the Board-established Desired Achievement.
 - a. Encourage and demonstrate up-front, clear communication and collaboration for all staff.
 - b. Meet regularly with staff, in team and individual settings, to promote better communication, understanding and respect.
 - c. Execute performance evaluations for all employees, consistent with the policies for Treatment of WSSD Employees.

Administrative Chair Responsibilities and Goals

Responsibilities

- ☑ Monitor implementation of human resources policies & overall legal compliance.
- ☑ Oversee/ensure effective safety management.
- ☑ Oversee/ensure effective facilities management, including day-to-day facilities operations.
- ☑ Oversee/ensure effective risk and liability management, including insurance coverage.
- ☑ Oversee/ensure timely compliance with tax requirements and external audits.
- ☑ Execute day-to-day coordination of school finances, including purchasing.
- ☑ Oversee/delegate/monitor: enrollment; admissions; outreach; Snake and Lily.
- ☑ Ensure administrative support to school.
- ☑ Collaborate within school leadership structure.

Goals

1. Efficiently and effectively coordinate the school's finances, ensuring, in accordance with the Board Policy Manual, that the school's affairs are managed within the budget.

2. Manage annual enrollment campaign, supplying the Board with a plan to spur growth sufficient to support the addition of staff, activities and programs per the ratified budget.
3. Provide leadership and mentorship to the Administration team; evaluate and monitor the effectiveness of the Administrative staff.
4. Report to the Board as required on issues under the Board's authority and on the ability of the Leadership Council to adhere to established Board policies.

Director Pedagogy Responsibilities and Goals

Responsibilities

- ☒ Participate in the Pedagogy Group (PG) as both as Director of Pedagogy and as a representative of the Leadership Council.
- ☒ Coordinate communication and transparency between PG and faculty.
- ☒ Manage substitute needs.
- ☒ Participate in Faculty committees as needed as a representative of the Leadership Council.
- ☒ Coordinate Parent Enrichment programs.
- ☒ Serve as faculty liaison to the Administrative team.
- ☒ Lead faculty programs and research.
- ☒ Provide support to parents and parent meetings.
- ☒ Serve as liaison/consultation to Early Childhood, grades, and High School meetings on rotation as needed.
- ☒ Monitor teacher conduct and provide mentorship, training to all faculty.
- ☒ Champion Child Welfare (retention) & Programs within the school.
- ☒ Collaborate within school leadership structure.

Goals

1. Ensure the proper adherence to Waldorf curriculum by faculty in classrooms and relevant programs.
2. Provide leadership and mentorship to the Faculty; evaluate and monitor the effectiveness of the Pedagogical Group.
3. Report to the Board as required on issues under the Board's authority and on the ability of the Leadership Council to adhere to established Board Policies.

Director Development Responsibilities and Goals

Responsibilities

- ☒ Integrate annual giving with school budgeting and planning.
- ☒ Oversee grant writing.
- ☒ Coordinate community development events.
- ☒ Manage efficiently and effectively all phases of the Capital Campaign(s), target being the current 3-5 year plan.
- ☒ Coordinate parent activities and volunteers.
- ☒ Collaborate within school leadership structure.

Goals

1. Manage efficiently and effectively the next short term phase of the Capital Campaign to enable the next stage of building improvements.
2. Run an effective annual fundraising campaign, target being to beat the goals set in the budget.
3. Provide leadership and mentorship in Development as measured by Peer Review process.
4. Provide and implement community outreach plan.
5. Report to the board as required on issues under the Board's authority or to the ability of the Leadership Council to adhere to established Board policies.

Lines of Authority between Executive Leadership (Leadership Council) and Faculty

The Board's purview overlaps with the mandate reserved for the Faculty when the administration of pedagogical programming carries financial or legal concerns. As established by this Policy Manual, Board delegation of authority to the Leadership Council includes responsibility for maintaining the financial and legal health of the school in pursuit of its mission, responsibility for realizing well-established, dignified and legally compliant personnel policies that govern all WSSD employees, and responsibility for managing the school's relationship with its constituents and the public through effective, unified communication. The Board expects that the WSSD Pedagogical Group (PG), as the leadership body of the Faculty, respect and adhere to the authority of the Leadership Council in these areas. Accordingly, all issues that come to PG that have legal and/or financial dimensions, or that have the potential to negatively impact WSSD's credibility or enrollment due to the sensitive nature of the matter, shall be elevated to the attention of the full Leadership Council, who will ensure compliance with school policy and coordinate with the Board if required by Board policy.

In order to facilitate Leadership Council authority and enable coordination and reporting to the Board, the Board has established reporting obligations and required actions from PG to

the Leadership Council. The Board has aligned these reporting obligations and required actions with the PG Mandate dated September 24, 2014.

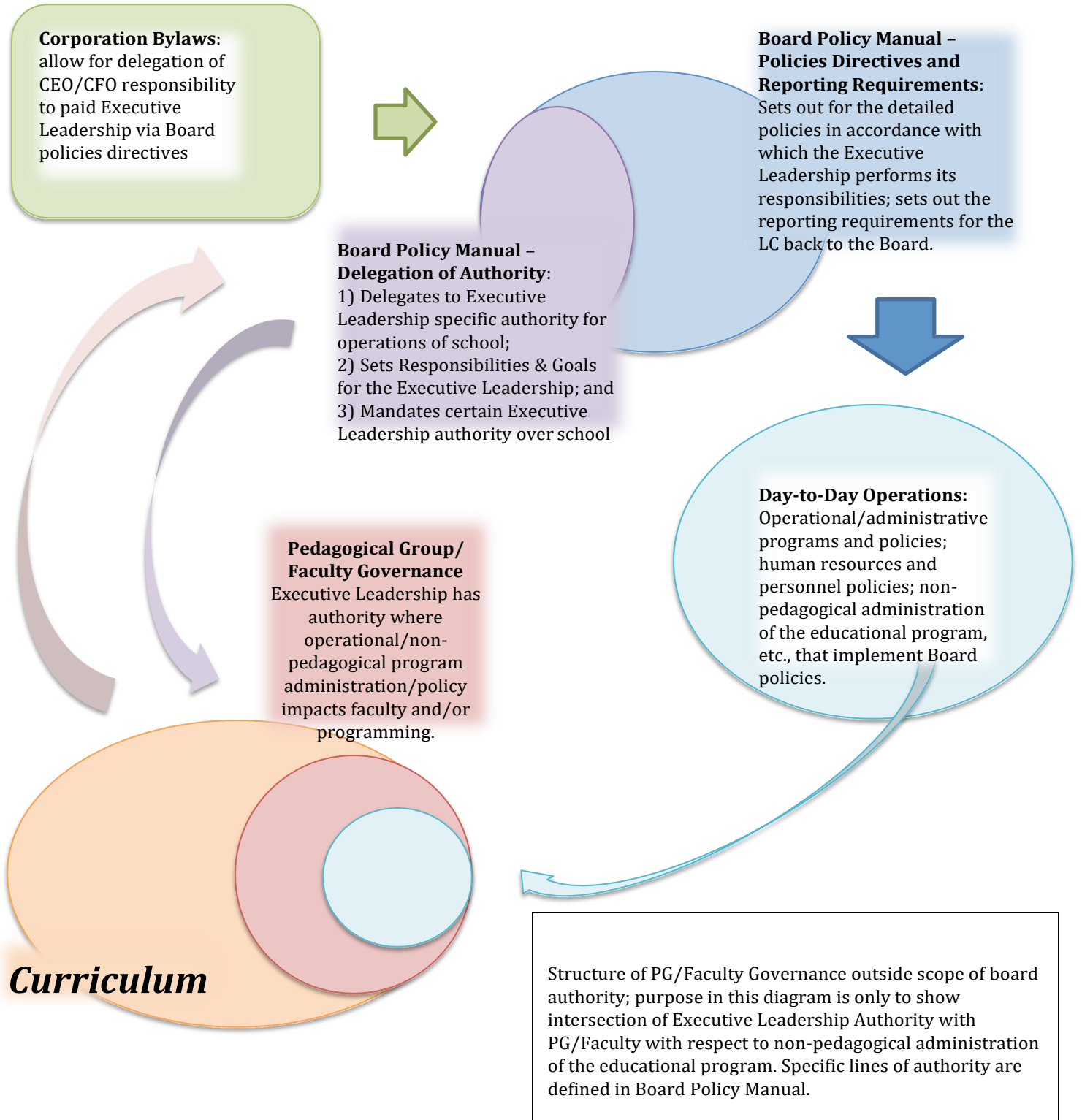
PG Mandates	PG Reporting Obligations/Required Actions
<ul style="list-style-type: none"> • Maintaining and monitoring the spiritual health of the school • Preserving the anthroposophical integrity and identity of Waldorf education at WSSD • Maintaining transparent and healthy communication with the full Faculty • Parent enrichment; responding to program questions from parents and other community members 	<p><i>PG shall provide status updates to full Leadership Council in order for the Leadership Council to assess any issues that impact accreditation or strategic planning, or whether reporting is required to comply with Board policies.</i></p>
<ul style="list-style-type: none"> • Curriculum development • Professional development of faculty • Pedagogical budget 	<p><i>PG shall report all curriculum changes and/or modifications under consideration to full Leadership Council in order for Leadership Council to assess and report budget impacts, if any, in accordance with established Board policy for budgeting and financial conditions. Leadership Council shall also assess impacts on accreditation or strategic planning, if any, and report any financial planning needs or spending variances as required by Board policies.</i></p>
<ul style="list-style-type: none"> • Faculty evaluations and applicable documentation • Faculty mentoring, faculty goals and applicable documentation • Faculty terminations 	<p><i>Faculty evaluations, mentoring and termination are the purview of the Faculty itself, subject to established HR procedures and legal review. PG shall advise full Leadership Council when Faculty performance or evaluation results in follow-up monitoring, leads to consideration of disciplinary action, or is identified as a potential HR concern. PG shall coordinate all HR actions with Leadership Council to ensure that established procedures are adequately followed and that decisions are implemented in accordance with approved process and with legal review as applicable. PG shall not implement any decision to terminate a teacher without prior consultation with the Leadership Council regarding compliance with established procedures and approved process. Leadership Council shall report to the Board when any issues rise or have the potential to rise to the level of significant HR concern, in accordance with Communication and Support to the Board policy.</i></p>
<ul style="list-style-type: none"> • Faculty Hiring (teacher search, interviews reference-checks, hiring recommendations) 	<p><i>Faculty hiring is purview of the Faculty itself, subject to established HR procedures and legal review (as applicable). PG shall coordinate all HR actions with Leadership Council to ensure that</i></p>

applicable procedures are adequately followed and that decisions are implemented in accordance with approved process and with legal review as applicable. PG member on Leadership Council shall advise Administrative Chair when reference checks are complete and hire decision is made. Administrative Chair will initiate and complete new hire paperwork.

- Student Disciplinary Actions and Communications to Parents Regarding Such Actions.

Decisions concerning student disciplinary matters are the purview of PG in cooperation with the appropriate teacher(s), Leadership Council and SHG. In the event that established PG processes fail to resolve the matter and/or the matter escalates to one with material legal, financial or reputational concerns, communications to the community must be reviewed by the full Leadership Council before distribution. Leadership Council shall report to the Board if the issue triggers the reporting requirement under the Communication and Support to the Board policy.

**CONCEPTUAL RELATIONSHIP BETWEEN
CORPORATION BYLAWS, BOARD POLICIES, PEDAGOGICAL GROUP MANDATE/FACULTY
AUTHORITY AND NON-PEDAGOGICAL OPERATIONS/NON-PEDAGOGICAL ADMINISTRATION OF THE
PROGRAMMING**



Executive Policies (EP)

EP1 - Global Executive Constraint

The policies documented herein are not intended as additional responsibilities for the Leadership Council, either individually or as a body; rather the policies are directives to provide the boundaries within which the Leadership Council shall perform its specified collective and individual responsibilities. All policies apply to each member of the Leadership Council individually in the performance of their specific responsibilities. All policies apply to the Leadership Council as a body in the performance of their collective responsibilities. The Leadership Council shall use reasonable judgment in determining the specificity and extent of the applicability of particular policies to their individual and/or collective performance, governed by the division of responsibilities established by the Board in this Manual.

In performing both their collective and individual responsibilities, the Leadership Council shall not cause or allow any organizational practice, activity, decision, or circumstance that is either unlawful, imprudent or in violation of commonly accepted business or professional ethics and practices, or that is counter to Waldorf educational philosophy.

EP2 - Treatment of WSSD Families

With respect to interactions with WSSD families or those applying to be WSSD families, the Leadership Council, collectively and individually, shall not cause or allow any conditions, procedures, or decisions that are unsafe, untimely, undignified, or unnecessarily intrusive.

Accordingly, the Leadership Council:

- 2.1 Shall only elicit information from WSSD families for which there is a clear necessity.
- 2.2 Shall use methods of collecting, reviewing, transmitting, or storing information that protect against improper access to the material.
- 2.3 Shall establish with WSSD families a clear understanding of what may and may not be expected from the service offered.
- 2.4 Shall establish with WSSD families a clear understanding of expectations of their roles and obligations to the organization.
- 2.5 Shall remedy conditions arising when WSSD families fail to meet their obligations.
- 2.6 Shall implement and maintain a healthy volunteer program.
- 2.7 Shall inform WSSD families of this policy or to provide a way to be heard for persons who believe they have not been accorded a reasonable interpretation of their rights under this policy.

EP3 - Treatment of WSSD Employees and Volunteers

With respect to treatment of paid employees, contractors, consultants and volunteers, the Leadership Council, collectively and individually, may not cause or allow workplace conditions that are unfair, undignified, disorganized, or unclear.

Accordingly, the Leadership Council shall:

- 3.1 Ensure the existence of written operational and personnel policies and procedures that (a) clarify rules for employees, (b) provide for effective handling of grievances, (c) protect against wrongful conditions to employees, and (d) avoid conflicts of interest.
 - a. The Leadership Council shall ensure that school-wide human resources policies and procedures are well established, clear and legally compliant. All human resources actions will be executed in compliance with established policies and procedures. The Leadership Council shall ensure that all WSSD employee departments and organizational bodies understand and follow the established policies and procedures.
 - b. The Leadership Council shall ensure that WSSD does not initiate termination proceedings of an employee without prior verification from the Leadership Council that WSSD has followed the established process.
 - c. In the event that the Board identifies a potential conflict of interest resulting from a WSSD employee's relationship with another WSSD employee, the Board shall approve the planned mitigation on an annual basis, including the named supervisor of the conflicted employee and the plan for evaluating the employee's performance and compensation. This policy includes, but is not limited to, any member of the WSSD staff or faculty who has an immediate family member who is also part of the WSSD staff or faculty.
- 3.2 Ensure employees understand their protections under this policy including the provision of clearly documented employee policies, manuals, instructions, and/or handbooks.
- 3.3 Ensure employees are prepared to deal with emergency situations.
- 3.4 Provide professional development for employees which is consistent with Board-desired organizational achievement.
- 3.5 Evaluate the performance of all WSSD employees in accordance with an established, documented evaluation process. Non-faculty employees shall be evaluated on an annual basis by their designated supervisor, with input from the full Leadership Council as applicable.
- 3.6 Document all situations requiring corrective action according to established policies and procedures.

EP4 - Financial Planning and Budgeting

The Leadership Council, collectively and individually, shall not cause or allow financial planning for any fiscal year or the remaining part of any fiscal year to deviate materially from the Board's Desired Achievement, risk financial jeopardy, or fail to be derived from a multiyear plan.

Accordingly,

- 4.1 The Leadership Council shall present a proposed budget to the Board for ratification on an annual basis. The Leadership council shall obtain Board approval of the annual budget or portions of the budget prior to executing related school operations (e.g., tuition increases).
- 4.2 The Leadership Council shall keep to the annual budget development timeline as established by the Board.
- 4.3 The Leadership Council shall ensure that financial plans do not substantially change from agreed upon previously socialized or agreed upon financial figures.
- 4.4 The Leadership Council shall ensure that financial plans include credible protection of:
 - a. Revenues and expenses.
 - b. Tuition discount (in its various forms) including intent, application, and reputation.
 - c. Future reserves.
 - d. Established reserves.
 - e. Cash flow.
- 4.5 The Leadership Council shall maintain the most accurate financial budget. This includes but is not limited to adequately seeking input from all facets of the organization, updating areas of the budget with correct financial figures, and including known areas of financial impact.
- 4.6 The Leadership Council shall ensure that financial plans include planning assumptions for a reserve.

EP5 - Financial Conditions and Activities

With respect to the actual, ongoing, financial conditions and activities, the Leadership Council, collectively and individually, shall not cause or allow the development of financial jeopardy or material deviation of actual expenditure from Board priorities established in Desired Achievement policies or other Board action or matter under Board authority.

Accordingly, the Leadership Council shall not:

- 5.1 Expend more funds than have been received in the fiscal year to date unless the Board's debt guideline is met.

- 5.2 Incur debt in an amount greater than can be repaid by certain and otherwise unencumbered revenues within sixty days.
- 5.3 Use any long-term reserves.
- 5.4 Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by certain and otherwise unencumbered revenues within 30 days.
- 5.5 Fail to settle payroll and debts in a timely manner.
- 5.6 Allow tax payments and other government-ordered payments or filings to be overdue or inaccurately filed.
- 5.7 Make a single purchase or commitment of greater than 1 percent of the budget. Splitting orders to avoid these limits is not acceptable.
- 5.8 Acquire, encumber, or dispose of real estate.
- 5.9 Fail to aggressively pursue receivables after a reasonable grace period.
- 5.10 Spend a surplus without prior Board approval.
- 5.11 Fail to maximize and appropriately manage multiple income streams

EP6 - Emergency Leadership Council Succession

To protect the Board from sudden loss of Leadership Council services, the Leadership Council shall not permit there to be fewer than two other members sufficiently familiar with Board and Leadership Council issues and processes to enable either to take over with reasonable proficiency as an interim successor or to delegate duties to another responsible employee.

EP7 - Asset Protection

The Leadership Council, collectively and individually, shall not cause or allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the Leadership Council shall not:

- 71 Fail to insure adequately against theft and casualty and against liability losses to Board members, staff and the organization itself.
- 72 Subject facilities and equipment to improper wear and tear or insufficient maintenance.
- 73 Unnecessarily expose the organization, its Board, or its staff to claims of liability.
- 74 Make any purchase (a) wherein normally prudent protections have not been given against conflict of interest; (b) of more than 1 percent of the budget without having obtained comparative prices and quality; (c) of more than 1 percent of the budget without a stringent method of assuring the balance of long term quality and cost. Orders shall not be split to avoid these provisions.
- 75 Fail to protect intellectual property, information, and files from loss or significant damage.

- 7.6 Receive, process, or disburse funds under controls insufficient to meet Board appointed auditor's standards.
- 7.7 Compromise the independence of the Board's audit or other external monitoring or advice, such as by engaging parties already chosen by the Board as consultants or advisers.
- 7.8 Invest or hold operating capital in insecure instruments, including uninsured checking accounts and bonds of less than AA rating at any time, or in non-interest bearing accounts except when necessary to facilitate ease in operational transactions.
- 7.9 Endanger the organization's reputation, public image, its credibility, or its ability to accomplish Board Desired Achievement. The Board considers the school reputation, public image and credibility to be an asset subject to the protection of this policy. Therefore, the Leadership Council shall collectively ensure that all individual and organizational communication by the Leadership Council to the parent community, public and/or media reflect the full consensus of the Leadership Council with respect to the school's position on the matter being addressed by such communication. In the absence of a Board-approved message about a controversial issue or current event, the Leadership Council, both individually and collectively, shall have minimal interaction with the media and limit communication to statements reflecting established school or AWSNA policy or procedure.
- 7.10 Change the organization's name or substantially alter its identity in the community.

EP8 – Compensation and Benefits

With respect to employment, compensation, and benefits to employees, consultants, contract workers and volunteers, the Leadership Council, collectively and individually, shall not cause or allow jeopardy to financial integrity or to public image.

Accordingly, the Leadership Council shall not:

- 8.1 Change the Leadership Council's own compensation and benefits, except as to those benefits that are consistent with a package for all other employees.
- 8.2 Promise or imply permanent or guaranteed employment.
- 8.3 Fail to consider existing pay structure, and the geographic or professional market for the skills employed when establishing compensation and benefits.
- 8.4 Create obligations over a longer term than revenues can be safely projected, in no event longer than one year and in all events subject to losses in revenue.
- 8.5 Establish or change retirement benefits.
- 8.6 Create an actual or potential conflict of interest or violate the school's conflict of interest policies when establishing compensation and benefits.

- 8.7 Enter into outside employment agreements without prior notification and approval by the Board. Board review is limited to screening for potential conflicts of interest or violation of policies in this policy Manual.

EP9 - Communication and Support to the Board

The Leadership Council shall not cause or allow the Board to be uninformed in its work.

Accordingly, the Leadership Council shall:

- 9.1 Submit monitoring data as required by the Board in the policy “Monitoring Leadership Council Performance” in accordance with Board-established Internal Monitoring Report templates in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored, and on request, including Leadership Council interpretations of these policies and any relevant data.
- 9.2 Make the Board aware of any actual or anticipated noncompliance with any board-desired organizational results or other Board policy, regardless of the Board’s monitoring schedule. Unless otherwise noted in the policy “Monitoring Leadership Council Performance,” such reporting shall occur at regular, monthly Board meetings.
- 9.3 Make the Board aware of any significant incidental information it requires, including anticipated media coverage, threatened or pending lawsuits, and material internal and external changes.
- 9.4 Inform the Board if, in the Leadership Council’s opinion, the Board is not in compliance with its own policies, particularly in the case of Board behavior that is detrimental to the work relationship between the Board and the Leadership Council.
- 9.5 Ensure that the Board has a workable mechanism for official Board, officer or committee communication.
- 9.6 Not deal with the Board in a way that favors or privileges certain Board members over others, except when (a) fulfilling individual requests for information or b) responding to Board members or committees duly charged by the Board.
- 9.7 Submit to the Board timely requests for approval of items delegated to the Leadership Council yet required by law, regulation, board policy, or contract to be Board approved, along with applicable monitoring information.

Governance Process (GP)

GP1 - Global Governance Commitment

The purpose of the Board, on behalf of the WSSD Community, is to see to it that The Waldorf School of San Diego (1) achieves what it should and (2) avoids unacceptable actions and situations.

GP2 - Governance Style

The Board will govern with an emphasis on (1) forward vision rather than day-to-day concerns, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of Board and Leadership Council roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) proactivity rather than reactivity.

Accordingly,

- 2.1 The Board will cultivate a sense of group responsibility. The Board, not the staff, will be responsible for excellence in governing. The Board will use the expertise of individual members to enhance the ability of the Board as a body rather than to substitute individual judgments for the Board's values. The Board will allow no officer, individual, or committee of the Board to hinder or be an excuse for not fulfilling Board commitments.
- 2.2 The Board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the Board's values and perspectives about results to be achieved and direction to be followed and/or situations avoided. The Board's major policy focus will be on the intended long-term ability of WSSD to achieve its mission and Board-desired results, not on the administrative or programmatic means of achievement.
- 2.3 The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual Board development will include orientation of new Board members in the Board's governance process and periodic Board discussion of process improvement.
- 2.4 The Board will monitor and discuss the Board's process and performance on a quarterly basis at regular meetings. Self-monitoring will include comparison of Board activity and discipline to policies in the Governance Process and Board-Leadership Council Relationship policies.

GP3 - Board Job Description

The specific tasks of the Board as an informed steward and agent of the WSSD community are those that ensure successful and organizational performance.

Accordingly,

- 3.1 The Board will act as the link between the organization itself and the WSSD community at large, and in so doing provide strategic leadership and forward vision for the organization, following the governance style set forth above.
- 3.2 The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision.
 - a. **Desired Achievement:** policies that define the Board-desired benefits and results to be achieved by the organization, the intended recipients of these benefits and the relative cost of achieving the results.
 - b. **Board Delegation of Authority:** policies that formalize the Board's delegation of authority over WSSD operations to an established executive leadership.
 - c. **Executive Policies:** Board policies that stipulate the organizational conditions to be met or avoided by the Leadership Council in carrying out WSSD operations.
 - d. **Governance Process:** policies that specify how the Board conceives, carries out, and monitors its own tasks.
 - e. **Board-Leadership Council Relationship:** policies that specify how the Board monitors and holds accountable the Leadership Council.
- 3.3 The Board will monitor Leadership Council performance against established responsibilities, and Board-Desired Achievement, to be fulfilled in accordance with Board policies.

GP4 – Annual Board Planning

To achieve its purpose and meet its objectives in a governance style consistent with Board policies, the Board will follow an annual planning cycle that (1) re-evaluates how the Board can support and ensure Board-Desired Achievement and (2) continually improves Board performance through Board education and enriched input and deliberation.

Accordingly,

- 4.1 The cycle will renew each year during the month of August to coincide with the start of each school year.
- 4.2 The cycle will start with the Board's development of its plan for the next year at its annual retreat. At the annual retreat, the Board will assess its accomplishments over the past year and deliberate the next year's priorities. The Board will affirm the Responsibilities and Goals of the Leadership Council for the next year.

- 4.3 The Board will strive for an annual plan that includes the following:
- a. Consultations with selected groups in the WSSD community, or other methods of gaining relevant input. The Board will use input received to continually refine its work in support of long term desired achievement.
 - b. Board education related to desired organizational achievement, to include regular board study, will be held throughout the year.
 - c. The Board will establish an outline of the specific actions and attainable objectives to be accomplished by the Board in support of long term desired achievement.
- 4.4 Leadership Council monitoring reports will be part of the monthly meeting agendas in accordance with a schedule established by the Board.
- 4.5 Leadership Council compensation will be decided annually by the Board or a Board Committee authorized by the full Board.

GP5 - President's Role

The President assures the integrity and fulfillment of the Board's authority and process as established by this manual and, secondarily, occasionally represents the Board to outside parties.

Accordingly,

- 5.1 The President shall ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
- a. Meeting discussion content will be only issues that, according to Board policy, clearly belong to the Board to decide, not the Leadership Council.
 - b. Deliberation will be fair, open, and thorough but also timely, orderly, and to the point.
- 5.2 The authority of the President consists in making decisions that fall within topics covered by Board policies on as set forth in this manual, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
- a. The President is empowered to chair Board meetings with all the commonly accepted power of that position.
 - b. The President may represent the Board to outside parties in announcing Board-stated positions and in stating chair decisions and interpretations within the area delegated to her or him.
 - c. The President may delegate this authority but remains accountable for its use.
- 5.3 The President shall lead the completion of a peer evaluation of each member of the Leadership Council on an annual basis, in accordance with a documented process.

5.4 The President shall be assisted by a Vice President. In accordance with the Board Bylaws, the Vice President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President.

GP6 - Secretary's Role

The secretary's job is to see to it that the Board documents and filings are accurate, up-to-date and timely.

Accordingly,

- 6.1 The assigned result of the secretary's job is to see to it that all board documents and filings properly maintained.
 - a. Board records shall be maintained in accordance with law, regulation and the Corporation Bylaws.
 - b. Board policies will be current in their reflection of board intentions and decisions.
 - c. Policies will rigorously follow Policy Governance principles.
 - d. Bylaw elements necessary for legal compliance and for consistency with the principles of Policy Governance will be made known to the board.
- 6.2 The authority of the secretary is access to and control over Board documents and the use of WSSD employee time as needed.

GP7 - Treasurer's Role

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the organization.

Accordingly,

- 7.1 The treasurer shall ensure adequate and correct books and records, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- 7.2 The books of account shall be open to inspection by any Board Member at all reasonable times.
- 7.3 The treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports and shall be responsible for the annual report of the Corporation.

- 7.4 The treasurer may delegate the performance of these duties, such as to Chair of a Finance Committee, but remains accountable to the organization for their execution.

GP8 - Board Members' Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly,

- 8.1 Members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.
- 8.2 Members must avoid conflicts of interests with respect to their fiduciary responsibility.
- a. There will be no self-dealing or business by a member with the organization. Members will annually disclose these involvements with other organizations or with vendors and any associations that might be reasonably seen as representing a conflict of interest.
 - b. When the Board is to decide upon an issue about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote but also from the deliberation.
 - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign from the Board except as stated in the Bylaws.
- 8.3 Board members may not attempt to exercise individual authority over the organization.
- a. Members' interaction with the Leadership Council or with staff must recognize the lack of authority vested in individuals except when explicitly board authorized.
 - b. Members' interaction with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly board stated board decisions.
 - c. Except for participation in board deliberation about whether the LC has achieved any reasonable interpretation of board policy, members will not express individual judgments of performance of employees or the LC

- 8.4 Members will respect the confidentiality appropriate to issues of a sensitive nature.
- 8.5 Members will be properly prepared for board deliberations.
- 8.6 Members will support the legitimacy and authority of the final determination of the board on any matter, irrespective of the member's personal position on the issue.

GP9 - Board Committee Principles

Board committees, including both Board Committees and Advisory Committees, will be assigned so as to reinforce the wholeness of the Board's job, and shall not conflict with the authority delegated to the Leadership Council.

Accordingly,

- 9.1 In accordance with the Corporation Bylaws, a Board Committee is a committee consisting only of members of the Board, established by Board resolution, and empowered with authority to act for the Board to the extent provided by the Board resolution. An Advisory Committee is a committee established with board consent, consisting of board and non-board members, for the purpose of advising the Board on issues related to the committee's mandate. All actions and recommendations of an Advisory Committee require ratification by the full Board before taking effect.
- 9.2 All Board Committees and Advisory Committees exist to help the Board do its job. Expectations and authority will be carefully stated in committee mandates. Committees ordinarily will assist the Board by preparing and debating policy alternatives and their implications or by recommending future/strategic planning/direction for Board deliberation.
- 9.3 Committees cannot exercise authority over the Leadership Council or WSSD employees except as required for committees to meet their Board-approved committee mandates. Because the Leadership Council works for the full Board, they will not be required to obtain approval of a committee before an executive action except where required by Board policies or where previously approved by the full Board.
- 9.4 Committees will be used sparingly and ordinarily in an ad hoc capacity.
- 9.5 This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members. It does not apply to committees formed under the authority of the Leadership Council.

Board-Leadership Council Relationship (BLCR)

BLCR1 - Global Board-Leadership Council Relationship

Except as otherwise noted in this manual or as authorized by Board action, the Board’s sole official connection to the operating organization, its achievement, and conduct will be through the Leadership Council.

BLCR2 - Unity of Control

Only decisions of the Board acting as a body are binding on the Leadership Council.

Accordingly,

- 2.1 Decisions or instructions of individual Board members, officers, or committees are not binding on the Leadership Council except in instances when the Board has specifically authorized such exercise of authority, such as through a Board approved committee or advisory committee mandate.
- 2.2 In the case of Board members or committees requesting information or assistance without Board authorization, the Leadership Council can refuse such requests that require, in the Leadership Council’s opinion, a material amount of staff time or funds, or are disruptive.

BLCR3 - Accountability of the Leadership Council

The Leadership Council is the Board’s link to the school’s operational achievement and conduct. Thus, as far as the Board is concerned, the Leadership Council, to the extent consistent with the Board’s Delegation of Authority policies, is accountable to the Board for the performance of WSSD employees.

Accordingly,

- 3.1 The Board will never give instructions to persons who report directly or indirectly to the Leadership Council, except as specifically authorized by Board action or Board committee or advisory committee mandate.
- 3.2 The Board will refrain from evaluating, either formally or informally, any WSSD employees other than the Leadership Council.
- 3.3 The Board will view Leadership Council performance as identical to organizational performance so that accomplishment of board-desired results

and compliance with this Board Policy Manual will be viewed as successful Leadership Council performance.

BLCR4 - Delegation to the Leadership Council

As set forth in the Policy Manual, the Board will instruct the Leadership Council through written policy directives that (1) delegate and establish leadership authority consistent with Corporation's Bylaws, (2) establish the specific individual and collective responsibilities of the Leadership Council, (3) stipulate the organizational conditions to be met and/or avoided, and (4) describe the desired organizational results to be achieved. The Board will allow the Leadership Council to use any reasonable interpretation of the Board policies in this Manual, to be reported as directed herein.

Accordingly, consistent with the Board's Delegation of Authority,

- 4.1 The Board will develop policies instructing the Leadership Council to achieve certain results, for certain recipients, at a specified cost.
- 4.2 The Board will develop policies that limit the latitude the Leadership Council may exercise in performing their responsibilities.
- 4.3 As long as the Leadership Council uses reasonable interpretations of these policies, the Leadership Council may establish the additional policies and practices and make the decisions needed to achieve the school's mission and board-desired results.
- 4.4 The Board may change the policies documented in this manual, thereby shifting the boundary between Board and Leadership Council domains. By doing so, the Board changes the latitude of choice given to the Leadership Council. But as long as any particular delegation is in place, the Board will respect and support the Leadership Council's choices.

BLCR5 - Monitoring Leadership Council Performance

The Board will systematically and rigorously monitor the Leadership Council's performance against: organizational accomplishment of Board-desired results, successful performance of established Leadership Council responsibilities and goals, and organizational operation in accordance with Board policies.

Accordingly,

- 5.1 Monitoring reports will determine the degree to which Leadership Council responsibilities are being fulfilled and Board policies are being met. Leadership Council compliance with monitoring schedule will be considered as part of the Leadership Council's annual evaluations.

- 5.2 The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Leadership Council discloses compliance information to the Board, (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- 5.3 In every case, the standard for compliance shall be any reasonable Leadership Council interpretation of the Board policy being monitored. The Board may request that the Leadership Council provide its interpretation as part of the monitoring report.
- 5.4 All policies that instruct the Leadership Council will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule. (See Appendix A)
- 5.5 The following issues shall trigger immediate reporting to the Board Officers via electronic methods, regardless of the regular monitoring schedule:
- a. Termination actions not previously reported in the Communication and Support monthly report.
 - b. Student or employee discipline situations that may have legal ramifications.
 - c. Significant, non-routine communication to parents and/or the school community.

Desired Achievement (DA)

DA1 - Global Statement of Desired Achievement

Students at the Waldorf School of San Diego will receive the benefits of a high quality Waldorf education at a cost that balances affordability with sustainability.

DA2 - Results

Students will successfully complete WSSD's developmentally appropriate curriculum, taught by qualified teachers who have completed Waldorf training in addition to their Bachelor's degree. Student will receive this education at a reputable, recognized, stable school.

Accordingly,

- 2.1 Students achieve the emotional and moral maturity and academic, physical and artistic capacities needed to pursue their chosen life path or profession, and to succeed and thrive in the modern world.
 - a. Students will gain complex thinking skills, be able to create healthy relationships with others as individuals and within groups, and will have a lifelong interest in developing themselves on an intellectual/moral/spiritual basis.
 - b. Waldorf High School graduates will receive comprehensive academic instruction at a depth and level sufficient for admission and successful performance at an institution of higher learning.
- 2.2 Educational outcomes are measured in accordance with a WSSD-established standard, and meet or exceed the requirements of the school's current accreditation.
 - a. Using evaluation guidelines similar to AWSNA's, assessment of each teacher's teaching methodology and educational outcomes shows success.
 - b. Students will have core skills and knowledge at or above grade level expectations and the ability to integrate disciplines.
- 2.3 Students will receive the benefits of fully resourced programs in a physical environment sufficient to implement a Waldorf curriculum.

DA3 - Students

The Waldorf School of San Diego serves school-aged students from Early Childhood to 12th Grade, from families who support the school's educational philosophy, culture and Desired Achievement, and can meet their financial obligations to the school.

DA4 - Balancing Affordability With Sustainability

The Waldorf School of San Diego maximizes a diverse student population, maintaining full classrooms throughout all grades without compromising program goals.

Accordingly,

- 4.1 Tuition Assistance cannot exceed a cap imposed over the next year's budget in accordance with the multi-year financial plan, as determined by the Finance Committee.
- 4.2 Tuition Assistance is effectively utilized to (ensure) a diversity of students from varied socio-economic and cultural backgrounds in each classroom.
- 4.3 Information from exit interviews is promptly used to remediate classroom situations impacting retention.

Appendix A - Monitoring Schedule

Appendix A - Monitoring Schedule

	Policy	Method	Responsible Leader	SUGGESTED NEW REPORTING SCHEDULE
1	Treatment of WSSD Families	Internal	LC	Annually June 2019
2	Treatment of WSSD Employees	Internal	LC	Bi-Annual July 2018/January 2019
3	Financial Planning and Budgeting	Internal	Admin	Reduce Freq. make more timely. November 2018 March 2019
4	Financial Conditions and Activities	Internal External	Admin	Reduce Freq. make more timely. November 2018-January 2019 March 2019
5	Emergency L.C. Succession	Internal	PG	No Change - January 2019
6	Asset Protection	Internal	Admin	No Change - March 2019
7	Compensation and Benefits	Internal	Admin	Move forward January 2019
8	Communication and Support	Direct Inspection	LC	Due every meeting
9	Results	Internal	PG	Move to forward July 2018 better timing if actionable
10	Students	Internal	Admin	Move to forward July 2018 better timing if actionable
11	Balancing Affordability with Sustainability	Internal	Admin	Reduce to just once - May 2019

