

The logo for Washington International School (WIS) features the letters 'WIS' in a bold, dark blue sans-serif font. A vertical red bar is positioned between the 'I' and the 'S'.

WASHINGTON
INTERNATIONAL
— SCHOOL —

A light blue, stylized world map is visible in the background behind the title text.

WIS GOVERNANCE

July 2023

Our mission is to be an exemplary learning community—enriched by differences, informed through inquiry, global in reach.

OVERVIEW

WIS Governance Design

WIS Board of Trustees

Role

Structure

Composition

WISPA Role

WIS GOVERNANCE DESIGN

In 1966, five visionaries incorporated WIS as a DC not-for-profit corporation. They had closely examined international schools around the world.

Founders provided that WIS has no members (no owners/shareholders).

Founders provided that WIS is “exclusively for charitable and educational purposes.”

Federal and D.C. law require WIS to serve its mission without regard to private interests.

Founders chose a corporate governance model, with a self-perpetuating board.

This model is utilized by most U.S. not-for-profits, most U.S. independent schools, and nearly all of our area peer schools.

WIS GOVERNANCE MODEL

Corporate Model: *“where the board chooses itself and its successors and is focused largely on the strategic future of the school as envisioned by our founders”*

NAIS “fully endorses” the corporate model

Parents’ Cooperative Model: parents are members of the corporation – they own the school

“In NAIS's experience, this model is fatally flawed since it naturally and typically focuses primarily on the short term.”

“We would estimate that 90 percent or more of our schools largely employ the [corporate] model — and when they devolve to the other models, we can predict they'll be calling us for assistance with one meltdown or another involving a crisis in confidence about the head, the board, or both...”

<https://www.nais.org/articles/pages/benchmarks-on-board-structure-and-operations/>

“Parent elected boards of international schools tend to be the most unstable and crisis driven These schools often do not have appointed or self-perpetuating boards. That greater sense of democracy can also represent the seeds of dysfunction when boards believe they represent the current parents or factions of the current parents. . . . Boards are supposed to represent the past, present and future of the School, i.e. its mission and not narrowly the current parent body.”

<http://www.jlittleford.com/board-structures-the-good-the-bad-and-the-downright-ugly/>

WIS BOARD OF TRUSTEES: ROLE

The Board is legally responsible for the long-term success of the School.

Voting trustees owe fiduciary duties to the School, not to any constituency.

A fiduciary has a legal duty to act for the School's interest, subordinating personal interests.

Avoidance of conflicts of interest is critical.

Primary functions:

- Developing and adopting mission, vision, and strategic goals, as well as policies and plans to achieve those
- Hiring, support, and evaluation of the Head
- Financial management
- Ensuring the School has adequate resources
- Leading philanthropic efforts

“Each member of the board of directors, when discharging the duties of a director, shall act:
(1) In good faith; and
(2) In a manner the director reasonably believes to be in the best interests of the nonprofit corporation.”

*Code of the District of Columbia,
Chapter 4 Non Profit
Corporations, Section 29-406.30*

WIS BOARD OF TRUSTEES: ROLE (cont'd)

The Board entrusts operational matters to the Head of School, including:

- faculty & staff hiring, termination, reviews, comp, benefits
- vendor selection
- student admissions and discipline
- space utilization/allocation
- scheduling
- snow days

Except to the extent the Head seeks guidance, Board avoids involvement in operational matters.

Board is not a “court of appeals.”

“The Board sees itself as having only one employee to hire, evaluate, and fire (the head of school), and it scrupulously and thankfully redirects all constituent complaints to the proper authority, the head of school, then supports the head of school in his or her adjudication of any challenges. This ‘above the fray’ approach frees the board to focus on the larger issues of institutional stability and growth and sends a strong signal to the community that the board has confidence in the leadership of the school, never allowing itself to become ‘the court of last resort’ to adjudicate conflict and overrule management decisions, knowing that if it does so, it will ... forever after be relegated to operational oversight rather than vision and strategy and generative thinking, its proper role.”

<https://www.nais.org/articles/pages/governance-models/>

WIS BOARD OF TRUSTEES: STRUCTURE

Structure:

- Up to 21 trustees
- Trustees may serve two consecutive three-year terms, again after a year off
- Initial three-year Chair term, with a renewal term of two additional years
- Head of School and a WISPA president are additional ex officio, non-voting participants

Board typically meets nine times a year.

Much Board work is carried out by its committees and task forces. Each trustee typically assigned to one committee or task force. Committees report to the full Board at each meeting.

Like most independent schools, WIS has the following standing committees (see WIS website for details): Executive, Finance, Facilities and Campus Planning, Advancement, Governance

WIS BOARD OF TRUSTEES: COMPOSITION

WIS Board composition for 2023–2024:

- Majority are parents of current PS, MS and US students, both language programs
- Two alumni
- Five parents of alums
- One external expert
- Head of School, non-voting, ex officio participant
- WISPA Co-President, non-voting, ex officio participant

Benchmarks:

“Composition [of Board]: under 60 percent = current parents [for day schools]. Balance of current parents with non-parents to ensure objectivity and the long view. Alumni, past parents, grandparents, community opinion leaders as non-parent members.”

<https://www.nais.org/articles/pages/benchmarks-on-board-structure-and-operations/>

WIS BOARD OF TRUSTEES: COMPOSITION

Key attributes sought in trustees (see WIS website for details):

- Passion for WIS's mission.
- Understand WIS's challenges, the need to balance tradeoffs, and importance of strategic planning, financial oversight, and philanthropy.
- Embrace role of trustee as steward and strategist, not operator.
- Understand that a trustee owes fiduciary duties to the School and does not represent any constituency.
- Commitment of substantial time and specific dates.
- Potential for taking on a leadership role.
- Commitment to WIS philanthropy.
- Skills that will aid the Board.
- Disclosing conflicts of interest and maintaining confidentiality.

NAIS PRINCIPLES OF GOOD PRACTICE

A trustee actively supports and promotes the school's mission, vision, strategic goals, and policy positions.

A trustee is knowledgeable about the school's mission and goals, including its commitment to equity and justice, and represents them appropriately and accurately within the community.

A trustee stays fully informed about current operations and issues by attending meetings regularly, coming to meetings well prepared, and participating fully in all matters.

The board sets policy and focuses on long-range and strategic issues. An individual trustee does not become involved directly in specific management, personnel, or curricular issues.

The trustee takes care to separate the interests of the school from the specific needs of a particular child or constituency.

A trustee accepts and supports board decisions. Once a decision has been made, the board speaks as one voice.

NAIS PRINCIPLES OF GOOD PRACTICE (cont'd)

A trustee keeps all board deliberations confidential.

A trustee guards against conflict of interest, whether personal or business related.

A trustee has the responsibility to support the school and its head and to demonstrate that support within the community.

Authority is vested in the board as a whole. A trustee who learns of an issue of importance to the school has the obligation to bring it to the head of school, or to the board chair, and must refrain from responding to the situation individually.

A trustee contributes to the development program of the school, including strategic planning for development, financial support, and active involvement in annual and capital giving.

Each trustee, not just the treasurer and finance committee, has fiduciary responsibility to the school for sound financial management.

WISPA'S ROLE

The President of the School's Parent Association ("WISPA") shall not be a voting Trustee, but shall attend meetings of the Board ex officio as a non-voting participant unless the Chair of the Board recuses him or her from participating in all or any portion of a Board meeting. The WISPA President shall serve as a Board participant for so long as that person is the elected President of WISPA. In the event WISPA should have more than one President at a given time, only one of those Presidents will attend meetings of the Board as the WISPA participant. WISPA will inform the Chair at the start of each academic year of the identity of the WISPA President who will serve as its Board participant.

WISPA representative:

- does not serve as a fiduciary to the School
- typically provides a report at each Board meeting
- is encouraged to participate actively at meetings
- is assigned to the Advancement Committee, building on WISPA's critical role in volunteerism and community building