WestEd

GOVERNANCE POLICIES

Adopted by
WestEd Board of Directors
June 15, 2001

Amended
September 19, 2003

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1.0 NAME, ADDRESS FOR SERVICE OF PROCESS, AND LEGAL STATUS

WestEd

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(Addresses of other offices are available upon request.)

WestEd was established by a Joint Powers Agreement signed on December 1, 1995. This Agreement is the charter that authorizes WestEd to function pursuant to the provisions of Title 1, Division 7, Chapter 5, and Article 1 of the California Government Code. It provides for the joint exercise of powers by the Far West Laboratory for Educational Research and Development and Southwest Regional Laboratory for Educational Research and Development.

Far West Laboratory for Educational Research and Development (FWL) is a Joint Powers Agency established by:

The Board of Regents of the University of California,
The California State Board of Education,
The Board of Trustees of the California State University,
The Board of Education of the San Francisco Unified School District,
The Board of Regents of the University and Community College System of Nevada,
The Nevada State Board of Education,
The Board of Trustees of the University of Utah,
The Utah State Board of Education, and
The Arizona State Board of Education.

Southwest Regional Laboratory for Educational Research and Development (SWRL) is a Joint Powers Agency established by:

The Board of Regents of the University of Arizona,
The Arizona State Board of Education,
The Board of Regents of the University of California,
The Board of Trustees of the California State University,
The Board of Regents of the University and Community College System of Nevada, and
The Nevada State Board of Education.

Both FWL and SWRL continue to exist, and nothing in the WestEd Governance Policies is intended to void or abrogate the authority vested in FWL or SWRL by the individual Joint Powers Agreements authorizing their establishment and continued function. The minutes of each WestEd Board meeting will show that it was also a meeting of the FWL and SWRL Boards

of Directors, and that actions of the WestEd Board of Directors were also adopted by the FWL and SWRL Boards.

All provisions of the WestEd Governance Policies apply also to FWL and SWRL. Therefore, these Governance Policies replace the *FWL Governance Manual* adopted in 1993, and the *SWRL Laboratory Policies and Procedures Manual* adopted in 1994.

2.0 MISSION

WestEd, a research, development, and service agency, works with education and other communities to promote excellence, achieve equity, and improve learning for children, youth, and adults.

3.0 GOVERNANCE

Under the authority granted by the WestEd, FWL, and SWRL Joint Powers Agreements, the WestEd Board of Directors has broad powers to adopt governance policies and procedures consistent with applicable provisions of the California Government Code, Sections 6508 and 6509.

3.1 Composition of the WestEd Board of Directors

Article 3 of the WestEd Joint Powers Agreement specifies that WestEd shall be under the control of a Board of Directors. This Board will consist of the designated Board members of FWL and SWRL, plus such additional members as may be appointed by the Board.

The Board positions authorized in the FWL Joint Powers Agreement are:

> Two directors representing the University of California, appointed by the Board of Regents of the University of California;
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> Two directors selected from private universities or colleges located in Arizona, California, Nevada, or Utah, appointed by the Board of the Agency;
>
> Two directors representing the California State University, appointed by the Board of Trustees of the California State University;
>
> One director selected from private schools of Arizona, California, Nevada, or Utah of lower than collegiate grade, appointed by the Board of the Agency;
>
> One director representing the California State Department of Education, appointed by the California State Board of Education;

Two directors representing the county offices of education in California, appointed by the California State Board of Education;

Two directors representing the public school districts of California, appointed by the California State Board of Education;

Two directors representing the University of Nevada, appointed by the Board of Regents of the University and Community College System of Nevada;

Two directors representing the Nevada Department of Education, appointed by the Nevada State Board of Education;

One director representing the Utah State Office of Education, appointed by the Utah State Board of Education;

One director representing the Utah public school districts, appointed by the Utah State Board of Education;

One director representing the University of Utah, appointed by the Board of Trustees of the University of Utah;

One director representing public universities of higher learning in the State of Utah, other than the University of Utah, appointed by the Board of Trustees of the University of Utah;

One director representing the San Francisco Unified School District, appointed by the Board of Education of the San Francisco Unified School District;

One director who is the Arizona State Superintendent of Public Instruction;

One director who is a lay member of the Arizona State Board of Education, who shall represent the citizens of Arizona, appointed by the Arizona State Board of Education;

One director who is an Arizona local school administrator, who shall represent local school district educators of Arizona, appointed by the Arizona State Board of Education;

One director who is a local school district board member, who shall represent local school district constituents of Arizona, appointed by the Arizona State Board of Education;

Three additional directors appointed by the Board of the Agency; and

The FWL Executive Director, ex officio.

The Board positions authorized in the SWRL Joint Powers Agreement are:

One director representing the Arizona State University appointed by the Board of Regents of the Universities of Arizona, acting for and in behalf of Arizona State University;

One director representing the University of California Southern California campuses, appointed by the Board of Regents of the University of California;

One director representing the University of Nevada, appointed by the Board of Regents of the University and Community College System of Nevada;

Two directors representing private universities and colleges of Southern California, appointed by the Board of the Agency;

One director representing the California State University institutions located in Southern California, appointed by the Board of Trustees of The California State University;

One director representing the Office of the Arizona State Superintendent of Public Instruction, appointed by the Arizona State Board of Education;

One director representing the Nevada State Department of Education, appointed by the Nevada State Board of Education;

One director representing Arizona school districts, appointed by the Arizona State Board of Education;

One director representing the county school districts of the State of Nevada, appointed by the Nevada State Board of Education;

One director representing private research organizations of Southern California, appointed by the Board of the Agency;

Three directors who shall represent such interests as the Board of Directors may determine, appointed by the Board of the Agency; and

The SWRL Executive Director, ex-officio.

As authorized in the WestEd Joint Powers Agreement, the WestEd Board has appointed the following additional directors:

One director who is the California Superintendent of Public Instruction;

Two directors who are public participants selected from outside the field of professional education;

One director who is a practicing public school teacher; and

Up to four non-voting Board Members Emeriti, each appointed to one three-year term. No provision is made for successive terms.

3.2 Board Members Terms of Service

All Board membership categories of representation are for three-year terms commencing on June 1 and expiring three years later on May 31. Approximately one-third of the terms will expire each year.

3.3 General Requirements for Board Membership

All members of the Board of Directors will be expected to have an understanding of the importance of a system of education that enables children and youth to become responsible participants in a democratic society. Members of the Board of Directors will be expected to be knowledgeable about the mission of WestEd. They must be able to contribute to the task of providing strategic leadership for WestEd as an institution. Directors will demonstrate personal integrity, wisdom, independence, and relevant business or professional knowledge and have a record of personal accomplishments with excellent organizations.

3.4 Selection of Board Members (Amended June 21, 2002)

Annually, the Signatory Agencies responsible for FWL and SWRL Joint Powers Agreement appointments shall be informed of anticipated term expirations, and requested to name the person who will serve during the following three-year term. In filling those positions where the Board of Directors is the appointing agency, the Board will use the following guidelines:

The Board will take steps to increase the diversity of expertise and experiences on the Board;

The Board will make deliberate and concerted efforts to increase diversity of racial and ethnic representation on the Board, reflecting more closely the demographic make-up of the region;

The Board will evaluate the effectiveness of the size of the Board on a regular basis.

The Board will seek to ensure that terms of office for joint appointments to the FWL and SWRL Boards end in the same year; and

The Board will insure adequate state and regional representation.

4.0 OFFICERS OF THE BOARD

The Officers of the WestEd Board of Directors will be the Board Chair, the Immediate Past Board Chair, and the Board Chair-Elect. Any voting member of the Board of Directors, whether appointed by the Board or by a Signatory to the FWL or SWRL Joint Powers Agreements, will be eligible to serve as an Officer of the Board.

4.1 Board Chair

The Chair of the WestEd Board will assume office and will preside at the June Board meeting. Under normal conditions, the Chair will be that Director who served during the immediate prior year as WestEd Board Chair-Elect.

4.2 Board Chair-Elect

The Board Chair-Elect will assume office at the June Board meeting, one year prior to assuming the office of Board Chair. In the absence of the Board Chair or the inability of the Board Chair to act, the Board Chair-Elect will have the authority to perform all the duties of the Board Chair.

4.3 Immediate Past Board Chair

The Immediate Past Board Chair will assume office at the June Board meeting, immediately following the year of service as the Board Chair. The Immediate Past Board Chair will have all the duties of the Board Chair in the absence or inability of both the Board Chair and the Board Chair-Elect to act.

4.4 Nomination and Election of Officers

Annually, the Board will elect one of its members to be the Board Chair-Elect during the following year beginning when, under normal conditions, the current Board Chair-Elect will become the Board Chair, and the current Board Chair will become the Immediate Past Board Chair.

5.0 BOARD MEETINGS

5.1 Regular Meetings

Annually, the Board will adopt a Resolution that will establish the date and location of regular meetings to be scheduled quarterly during the following calendar year, and a calendar of dates for regular quarterly meetings during the following two years.

Notification of each meeting and copies of the proposed agenda will be provided to the Directors in compliance with Section 11125 of the California Bagley-Keene Open Meeting Act at least ten (10) days in advance of the date(s) of the meeting. The agenda will also be posted on the official WestEd bulletin boards at all WestEd locations, and on the WestEd Internet site. The posted

agenda will state that the agenda has been made available on the WestEd Internet Site, and it will include its Internet address. No item may be added to the posted agenda, unless an emergency situation exists within the definitions described in Sections 11125.3 and 11125.5 of the California Bagley-Keene Open Meeting Act.

5.2 Special Meetings

Special meetings of the Board and its committees may be called by the Board Chair, or upon written request of a majority of the Directors. All agenda and notification requirements specified for Regular Meetings also apply to Special Meetings, unless the purpose of the meeting would impose a substantial hardship or where immediate action is required to protect public interest. Any exception to the normal notification requirements must be within the limitations specified in Section 11125.4 of the California Bagley-Keene Open Meeting Act.

5.3 Emergency Meetings

To qualify for an emergency meeting without complying with the 10-day notification requirement, the circumstances must be as specified in Section 11125.5 of the California Bagley-Keene Open Meeting Act. Emergency meetings will be open to the public except for those portions of the meeting specifically called as a closed session as provided for in Section 11126 in the Act.

6.0 BOARD COMMITTEES

6.1 Committee of Officers

The Committee of Officers of the Board is comprised of the Board Chair, the Board Chair-Elect, and the Immediate Past Board Chair. The Committee will have responsibility for the annual work performance evaluation of the Chief Executive Officer. All meetings of the Committee of Officers will be conducted in compliance with provisions of the California Bagley-Keene Open Meeting Act.

6.2 Executive Committee

The Executive Committee will consist of the Board Chair, the Board Chair-Elect, the Immediate Past Board Chair, and the Chairs of each of the Standing Committees. The Chair(s) of Ad Hoc Committees may serve on the Executive Committee at the discretion of the Chair of the Board. The Board Chair will serve as Chair of the Executive Committee. The Executive Committee will have the full authority of the Board between regular meetings of the Board, except for the authority to fill Board vacancies or to amend Board-adopted policies.

Regular meetings of the Executive Committee will be held quarterly in conjunction with the regular meetings of the full Board, or as posted on the calendar and announced by the Chair of the Board. Special meetings of the Executive Committee may be convened by the Board Chair, the Chief Executive Officer or upon request by any member of the Committee. Meetings may be

in person, videoconference, or by telephone conference call. A majority of the members of the Executive Committee will constitute a quorum for the transaction of business; an affirmative vote of a majority of the voting members at any meeting of the Committee will be necessary to approve any action.

All deliberations and meetings of the Executive Committee will be in compliance with provisions of the California Bagley-Keene Open Meeting Act.

6.3 Standing Committees

The Board will have four Standing Committees: External Relations, Human Resources and Institutional Development, Management, and Program. Standing Committees may be constituted or disbanded by the Board at any regular meeting by a majority vote of a quorum of the Board. When a new Standing Committee is formed, its functions and duties will be recorded in the minutes of that Board meeting and will subsequently be included in an amendment to the WestEd Governance Policies by Board Resolution. Standing Committees will be comprised of five or more members appointed annually by the Board Chair. The Board Chair will also designate the Chairs of each Standing Committee and may designate Vice Chairs. Any Director may participate in any meeting of a Standing Committee. All deliberations and meetings of the Standing Committees will be in compliance with provisions of the California Bagley-Keene Open Meeting Act.

> *External Relations Committee*—The External Relations Committee is responsible for monitoring and making recommendations to the Board about WestEd relationships with its various constituencies. It develops criteria and nominates candidates to fill vacancies in the Board-appointed positions authorized in the WestEd, FWL, and SWRL Joint Powers Agreements, and it may recommend criteria for Signatory appointment vacancies that may be communicated to the Signatory Agencies. The Committee is responsible for an annual review of the composition of the Board, and for making recommendations about how the Board's composition might be improved. It recommends criteria for the selection of candidates for the position of Board Chair-Elect; it reviews all nominations for the position and submits its recommendations to the Board. It monitors WestEd's outreach efforts, including development and dissemination of WestEd products. It is responsible for annually recommending the dates and locations of Board meetings for the upcoming calendar year, and for projecting meeting dates for the following two years.
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> *Human Resources and Institutional Development Committee*—The Human Resources and Institutional Development Committee is responsible for reviewing quarterly reports about staff diversity. It is responsible for making recommendations to the Board that will enable WestEd to recruit and retain the highly qualified staff that it needs to carry out its mission. It reviews management reports about resource development activities. The Committee is also responsible for the review and analysis of the Board Governance Policies, and for making recommendations to the Board for improvement.

Commitment to a Drug-Free Work Place: WestEd will be committed to providing its employees a drug-free work place, pursuant to the provisions of the Drug-Free Work Place Act of 1988 and the California Drug-Free Work Place Act of 1990.

Commitment to a Safe Work Place: It will be the policy of WestEd that every employee will be entitled to a safe and healthful place in which to work, pursuant to the provisions of the California Occupational Safety Act. To this end, a good faith effort will be made in the interest of accident prevention, fire protection, and health preservation.

The Chief Executive Officer has the overall responsibility and authority to approve all personnel actions and will be accountable to the Board for the quality and effectiveness of performance in the management of WestEd's human resources. Reports and documentation of action taken in furtherance of this policy will be provided to the Human Resources and Institutional Development Committee and the Board to confirm compliance.

9.3 Program Review and Oversight

The Board delegates to the Chief Executive Officer the authority to approve and manage all WestEd program activities. The Chief Executive Officer is accountable to the Board for the effectiveness of program leadership, management, and performance of the WestEd programs.

The Chief Executive Officer is responsible for providing the Program Committee as well as the full Board with accurate and timely information about program issues and outcomes.

The Chief Executive Officer is responsible for ensuring that all program activities are in full compliance with applicable laws, government regulations, contractual requirements, and program policies adopted by the Board.

9.4 Fiscal Management and Controls

WestEd will pursue a vigorous course of action to ensure that all aspects of its administrative and financial management activities will be conducted in a manner that assures strict compliance with applicable federal and state laws and regulations, as well as with the Joint Powers Agreement. The security of WestEd's financial records will be protected by state-of the-art electronic back-up systems. Additionally, financial management practices will assure the security of all monies held in trust for WestEd employees.

The Chief Executive Officer has the overall responsibility and authority to approve all administrative and financial management decisions and actions. Reports and documentation will be provided in a timely manner to the Management Committee and the full Board. WestEd's fiscal year will commence on December 1 of each calendar year, and end on November 30 of the following calendar year.

At its regular meeting prior to the beginning of each fiscal year, the Board will adopt a budget for WestEd's next fiscal year operations, covering all planned activities, expenditures, and

potential funding sources. If deemed necessary by the Chief Executive Officer, subsequent revisions of the annual budget will be submitted to the Board for approval.

At each of its regular meetings during the fiscal year, the Board will review and approve the WestEd Financial Statements, and the WestEd Investment Management report. The Board will also review the WestEd Indirect Budget/Expenditures Report as well as reports on property management.

9.5 Investments

WestEd investment activities must meet the requirements of California Government Code, Section 53601. In addition, WestEd investment decisions will be consistent with the following:

> Safety: Investments may be made in U.S. Treasury obligations, investment-grade corporate obligations, and/or prime quality, highest ranking market instruments. Additionally, common trust funds or mutual funds comprised of the above, whose investment objectives and management policies follow WestEd's investment policy with regard to credit and quality, will be eligible.
>
> Liquidity: Instruments will be selected to anticipate cash needs, and sweep vehicles also may be utilized as a secondary source of liquidity to supplement regular cash management and bank account balances.
>
> Yield: The investment portfolio, after satisfying the above criteria of safety and liquidity, should be managed to produce the maximum return available. As a 115(a)(1)-designated organization, tax issues are not a limiting factor.
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> Minority- and Women-Owned Concerns: WestEd's investment decisions will seek to provide preference to minority- and women-owned concerns if the anticipated investment performance will be comparable to other opportunities available in the marketplace.

9.6 Audits

Annually, the Board will review the report submitted by the firm of certified public accountants that performed the External Audit of WestEd's financial practices. Also annually, the Board will select or re-affirm a prior selection of a firm of certified public accountants to perform the External Audit during the following year.

10.0 AMENDMENTS TO GOVERNANCE POLICIES (Amended March 28, 2003)

Procedure for amending WestEd's Governance Policies:

> The intent to amend the Governance Policies may be introduced by any Standing Committee or by the Executive Committee of the Board.

At the subsequent Board meeting, the committee that originates the intent to amend will develop an information item for all standing committees. The item shall include: reasons for the proposed amendment, the section(s) of the Governance Policies affected by the amendment, and proposed replacement language. All standing committees will review the proposal and report to the full Board any and all issues or refinements of the proposed amendment(s). The Human Resources and Institutional Development Committee will be the designated committee to receive feedback from all standing committees.

For the Board meeting that follows, the Human Resources and Institutional Development Committee will develop a final recommendation in Resolution form and move for its review and adoption by the full Board. A new or revised policy will be adopted upon the affirmative vote of a majority of the Board.