This is the board manual for West Coast Bible College & Seminary for 2019-2021. The policies contained within have been arrived at over years of learning from success and failure. The goal of this manual is to ensure accountability and unified direction for the future.
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WCBCS BOARD MANUAL
UPDATED OCTOBER 8, 2015

1. INTRODUCTION
Welcome to the Board of Directors of West Coast Bible College & Seminary (WCBCS). This Board is a very important aspect of the total educational ministry of WCBCS. WCBCS was founded in 2006 to help “create disciples of Christ without creating disciples of debt.” We want to do our part to fulfill The Great Commission globally. We believe your contribution on the Board of Directors will help to enhance the programs and processes of WCBCS, and we are grateful you are on our team!

As a part of the governing body of WCBCS you will be involved in numerous aspects of this ministry. The Board of Directors corporately has fiduciary responsibility for WCBCS and its ministries. The Board sets and approves policies for WCBCS in its governance function, the Board assists in fundraising to develop sufficient resources for the fulfillment of the mission, and the Board sets and approves the annual budget and the Board chooses and evaluates the President. The Board of Directors will set the tone for what God will do through this ministry in the lives of our students and those who will receive ministries in the future.

In this handbook, you will find the constitution and bylaws that govern the Board of Directors of West Coast Bible College & Seminary. You will also find descriptions of the Board functions, as well as job descriptions of different Board offices and committees. We have also created a written Board member orientation to give each member a better understanding of the overall function of the Board and individual responsibilities. This handbook does not claim to be comprehensive in its presentations, but is broad enough in its scope to allow for future Board development.
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The Board of Directors is a specific community to facilitate the ministry journey of WCBCS through governance, but the spiritual formation of each of the members is also important building block for shaping the Board. As the members become more like Christ, they will provide spiritual direction for the ministry of WCBCS and for the spiritual development of the students. WCBCS has been established to provide a quality, affordable, and practical education by helping our students to develop of biblical worldview in each subject and to teach them how to connect their “learning” to their “living”.

WCBCS desires to mentor a generation to mentor a generation to mentor a generation. We believe God has a very specific ministry purpose for our students, whether vocationally or voluntarily. We are not interested in building an empire, but God’s Kingdom!

2. PURPOSES OF BOARD OF TRUSTEES

In Basic Responsibilities of Corporation, the Board’s role is suggested to:

* Help WCBCS to maintain its mission and purpose
* Prayerfully elect the Chief Executive / President to run the ministry
* Support the Chief Executive / President and assess his or her performance
* Create checks and balances for and oversee effective organizational planning
* Certify WCBCS has adequate resources to accomplish the mission
* Resource management and accountability
* Monitor and strengthen the WCBCS programs and services
* Enhance the organization’s public perception and relationships
* Safeguard legal and ethical integrity and maintain accountability

Recruit and orient new board members and assess board performance
MAJOR DUTIES

Governance: The board as a whole makes decisions and sets policies. Individual board members do not govern; they interact with their fellow members to come to a decision. Governing is only occurring during meetings with proper notice and enough members to constitute a quorum.

Execution: Decisions may require action beyond the meeting. In many cases, that implementation is the responsibility of the president and his or her staff. In some cases, the board may authorize one or more members to implement a decision (e.g. choose a contractor for a planned renovation).

Service: Board members are normally expected to serve beyond attendance at meetings. Many times they assist in an area of their special expertise (e.g. a lawyer may look over contracts; a banker may interview accounting firms). A board member often serves under the supervision of a staff member. These duties are not to be usurped by the administrations or staff. Furthermore, board members are not to usurp the duties of administrators and staff.

MISSION AND VALUES

1) Mission and Mission Strategy

   A. Mission The mission of West Coast Bible College & Seminary is to honor God by educating and ministering to a diverse community of students for the purpose of developing servant-leaders who will radically impact the world where they live with the Gospel of Jesus Christ.

   B. Mission Strategy We accomplish this through biblically based programs and services that have an appreciation of past traditions, but that utilize cutting-edge technology and the latest resources to equip our student for the future.
2) Values

In addition to its Mission Statement, West Coast Bible College & Seminary has a set of core values that drive the work of the ministry. WCBCS exists to provide high-quality ministry training at the lowest cost possible to ensure that finances will not be a hindrance to the global training of leaders and the spread of the gospel of Jesus Christ.

   A. Christ-Centered - Our reason for existence centers around the person of Jesus Christ and therefore all of our programs, professors, and instruction will reflect this core value.

   B. People-Focused - We know that all people matter to Jesus and they matter us, as well. Therefore, we will do everything in our power to ensure that all people are treated equally, fairly, and with respect because they are God’s.

   C. Uncompromisingly Bible-based – We WILL NOT neglect, compromise, nor apologize for teaching the Word of God in every class.

   D. Educationally Relevant - We are committed to using the latest resources and delivery methods for our students to experience a culturally relevant education that will enable them to be effective wherever they live.

   E. Spirit-led – We believe the Holy Spirit leads all believers into fellowship with Jesus Christ and will direct the steps of those whose hearts are set on Him. We are committed to listening to the voice of the Holy Spirit in all facets of the educational process.

   F. Missions-oriented – We are committed to pouring 10% of all finances that come into West Coast Bible College & Seminary back into missions to build churches and to provide practical needs for those in countries outside of the U.S.
G. Theologically sound - We are committed to theologically sound education that is based upon the Word of God. While methods will certainly change throughout the ages, the principles of God’s Word are a firm foundation that must be properly discerned and taught so that our students will have a strong base of learning for life and ministry.

H. Great Commission driven - The entire reason for our existence is the Great Commission; to go into the world and preach the Gospel to everyone. Our ultimate goal is to build the Kingdom of God and not an empire for our selves!

4. DOCTRINAL STATEMENT

The Board of Directors, Administration, and Faculty of the West Coast Bible College & Seminary support the following basic doctrinal statements:

A. THE BIBLE. WCBCS believes the Word of God is 100% Divinely Inspired and holds to the total authority of Scripture for effectively living the Christian life. Furthermore, we believe the Word of God free from error in dealing with any subject matter, including scientific, historical, moral, and theological.

B. THE TRINITY. WCBCS believes in the Triune, Godhead—one eternal, transcendent, omnipotent, personal God existing in three persons: Father, Son, and Holy Spirit. *God the Father, the first person of the Divine Trinity, is infinite Spirit - sovereign, eternal, and unchangeable in all His attributes. He is worthy of honor, adoration, and obedience. *Jesus, The Son, is the Perfect, sinless humanity and the absolute, full deity of the Lord Jesus Christ, indissolubly united in one divine-human person since His unique incarnation by miraculous conception and virgin birth.
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The Holy Spirit is the third person of the Godhead who convicts, regenerates, indwells, seals all believers in Christ, and fills those who yield to Him. The Holy Spirit gives spiritual gifts to all believers; however, the manifestation of any particular gift is not required as evidence of salvation.

C. HISTORICITY. WCBCS believes in the full historicity and accepts the clear explanation of the biblical record of primeval history. This belief includes the literal existence of Adam and Eve as the progenitors of all people, the literal fall of man in sin and resultant divine curse on the creation, the worldwide cataclysmic deluge, and the origin of nations and languages at the tower of Babel.

D. REDEMPTION. WCBCS believes in the substitutionary and redemptive sacrifice of Jesus Christ for the sin of the world, through His literal physical death, burial, and resurrection, followed by His bodily ascension into heaven.

E. SALVATION. WCBCS believes that personal salvation from the eternal penalty of sin is provided solely by the grace of God on the basis of the atoning death and resurrection of Christ. One may only receive Salvation through personal faith in the person and work of Jesus Christ.

F. LAST THINGS. WCBCS believes in the future, personal, bodily return of Jesus Christ to the earth to judge and purge sin, to establish His eternal Kingdom, and to consummate and fulfill His purposes in the works of Creation and redemption with eternal rewards and punishments. (WCBCS believes in the imminent return of our Lord and Savior Jesus Christ, otherwise known as the Rapture of the Church)

G. BIBLICAL CREATION. WCBCS believes the world was created in a literal six days of the Creation week.
H. SATAN. WCBCS believe in the existence of a personal, malicious being called Satan. He acts as the tempter and accuser, for whom the place of eternal punishment was prepared, where all who die outside of Christ shall be confined in conscious torment for eternity.

I. BAPTISM. WCBCS believes in and practices baptism by immersion as an outward expression of the inward decision to place one’s faith in Jesus Christ, as well as taking communion to remember the sacrifice and suffering of Jesus on the cross.

J. PERSONAL DEVOTION. WCBCS believes Christians should develop in their faith and be committed to a life of personal devotion to God. Commitment is expressed through corporate and private worship, participation in small group Bible study, meaningful service in a ministry, giving financially in a God-honoring way and intentionally introducing others to a personal relationship with God.

K. LEADERSHIP. WCBCS believes in divinely called and Scripturally ordained leadership ministry that serves the Church.

5. WCBCS 20/20 AGENDA
The 20/20 Agenda is a plan of WCBCS to:
* See, at least, 5,000 students enrolled in ministry degree programs by 2020.
* Develop student-friendly admissions, academic support, student life, and programs that encourage learning and train people who have given up on education.
* Make our programs accessible to English-speaking users globally, with a goal of translating the programs into Spanish and Portuguese by 2020
* Have every assignment of every program to be offered on a cell phone for those who have no other access to the Internet
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*Transform online communities through Christ-centered education that starts Christ-honoring discussions
*Equipping students in, at least, 50 countries as ministers of the Gospel of Jesus Christ
*Fill the Internet with positive content about Christ Model Christian living in every interaction

6. BYLAWS - ARTICLE 1

1. Name.
The name of this non-profit ministry is WCBCS.

2. Affiliation and Purpose
WCBCS Ministries is directly related to and responsible for West Coast Bible College & Seminary. Additionally, West Coast Bible College & Seminary is a DBA of VLC-Waco as a DBA, and WCBCS Ministries partners with VLC-Waco in educating leaders globally.

3. Tenets of Faith
WCBCS Ministries maintains the following tenets of faith:

The Bible. WCBCS believes the Word of God is 100% Divinely Inspired and holds to the total authority of Scripture for effectively living the Christian life. Furthermore, we believe the Word of God free from error in dealing with any subject matter, including scientific, historical, moral, and theological.

The Trinity. WCBCS believes in the triune, Godhead—one eternal, transcendent, omnipotent, personal God existing in three persons: Father, Son, and Holy Spirit. God the Father, the first person of the Divine Trinity, is infinite Spirit—sovereign, eternal, and unchangeable in all His attributes. He is worthy of honor, adoration, and obedience. Jesus, The Son, is the Perfect, sinless humanity and the absolute, full deity of the Lord Jesus Christ, indissolubly united in one divine-human person since His unique incarnation by miraculous conception and virgin birth.
The Holy Spirit is the third person of the Godhead who convicts, regenerates, indwells, seals all believers in Christ, and fills those who yield to Him. The Holy Spirit gives spiritual gifts to all believers; however, the manifestation of any particular gift is not required as evidence of salvation.

**Historicity.** WCBCS believes in the full historicity and accepts the clear explanation of the biblical record of primeval history. This belief includes the literal existence of Adam and Eve as the progenitors of all people, the literal fall of man in sin and resultant divine curse on the creation, the worldwide cataclysmic deluge, and the origin of nations and languages at the tower of Babel.

**Redemption.** WCBCS believes in the substitutionary and redemptive sacrifice of Jesus Christ for the sin of the world, through His literal physical death, burial, and resurrection, followed by His bodily ascension into heaven.

**Salvation.** WCBCS believes that personal salvation from the eternal penalty of sin is provided solely by the grace of God on the basis of the atoning death and resurrection of Christ. One may only receive Salvation through personal faith in the person and work of Jesus Christ.

**Last Things.** WCBCS believes in the future, personal, bodily return of Jesus Christ to the earth to judge and purge sin, to establish His eternal Kingdom, and to consummate and fulfill His purposes in the works of Creation and redemption with eternal rewards and punishments. (WCBCS believes in the imminent return of our Lord and Savior Jesus Christ, otherwise known as the Rapture of the Church)

**Biblical Creation.** WCBCS believes the world was created in a literal six days of the Creation week.
Satan. WCBCS believe in the existence of a personal, malicious being called Satan. He acts as the tempter and accuser, for whom the place of eternal punishment was prepared, where all who die outside of Christ shall be confined in conscious torment for eternity.

Baptism. WCBCS believes in and practices baptism by immersion as an outward expression of the inward decision to place one’s faith in Jesus Christ, as well as taking communion to remember the sacrifice and suffering of Jesus on the cross.

Personal Devotion. WCBCS believes Christians should develop in their faith and be committed to a life of personal devotion to God. Commitment is expressed through corporate and private worship, participation in small group Bible study, meaningful service in a ministry, giving financially in a God-honoring way and intentionally introducing others to a personal relationship with God.

Leadership. WCBCS believes in divinely called and Scripturally ordained leadership ministry serves the church.

4. Membership

Membership Eligibility. Membership may be granted to persons who exhibit a Christian life of character and commitment to Christ. Membership may be forfeited at any time if one’s character is deemed to bring disrepute on the name of Christ.

Student Auxiliary Membership. All students of West Coast Bible College & Seminary, current and former, possess a non-voting auxiliary membership that allows them to attend the annual meeting and weigh in on discussion, if so desired.
Voting Membership. Voting membership is made up of WCBCS Ministry Directors, WCBCS professors and staff, Master Commission directors, WCBCS graduates that request membership who continue to exhibit Christian character, and current VLC-Waco board members.

5. Annual Meeting
A meeting of the members shall be held annually for the election of directors and the transaction of other business on such date in each year as determined by the Board of Directors.

6. Special Meetings
Special meetings of the members may be called by the Board of Directors, Chairman of the Board or President and shall be called by the Board upon the written request of the members entitled to vote at the meeting requested to be called. Such request shall state the purpose or purposes of the proposed meeting. At such special meetings the only business that may be transacted is that relating to the purpose or purposes set forth in the notice thereof.

7. Place of Meetings
Meetings of the members shall be held at such place at VLC-Waco, 7459 S IH, Waco, TX 76706 as fixed by the Board of Directors. Teleconferencing or Skype options may also be available in the event a member is unable to attend in person.

8. Notice of Meetings
Notice of each meeting of the members shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called before the proposed meeting. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.
A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than sixty days before the date of the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his address as it appears on the record of the members, or, if he shall have filed with the Secretary of WCBCS Ministries a written request that notices to him or her be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to notice under this Section 4.

9. Waiver of Notice

Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.
10. Inspectors of Election
The Board of Directors, in advance of any members' meeting, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a members' meeting may, and on the request of any member entitled to vote thereat shall, appoint two inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment in advance of the meeting by the Board or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of such inspector at such meeting with strict impartiality and according to the best of his ability.

The inspectors shall determine the number of votes outstanding, the votes represented at the meeting, the existence of a quorum, and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote at the meeting, count and tabulate all votes, ballots or consents, determine the result thereof, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting, or of any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated and of any vote certified by them.
11. List of Members at Meetings
A list of the members as of the record date, certified by the Secretary or any Assistant Secretary or by a transfer agent, shall be produced at any meeting of the members upon the request thereat or prior thereto of any member. If the right to vote at any meeting is challenged, the inspectors of election, or the person presiding thereat, shall require such list of the members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

12. Qualification of Voters
Unless otherwise provided in the Certificate of Incorporation, every member of record shall be entitled at every meeting of the members to one vote per name on the record of the members. No member shall sell his vote, or issue a proxy to vote, to any person for any sum of money or anything of value except as permitted by law.

13. Quorum of Members
A quorum of voting members must be no less than 20% of those listed on the current voting membership roster. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members. The members who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

14. Proxies
Every member entitled to vote at a meeting of the members, or to express consent or dissent without a meeting, may authorize another person or persons to act for him by proxy.
Every proxy must be signed by the member or its attorney. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy, unless before the authority is exercised written notice of an adjudication of such incompetence or of such death is received by the Secretary or any Assistant Secretary.

15. Vote or Consent of Members
Directors, except as otherwise required by law, shall be elected by a plurality of the votes cast at a meeting of members entitled to vote in the election. Whenever any corporate action, other than the election of directors, is to be taken by vote of the members, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of members entitled to vote thereon. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the members entitled to vote thereon. Written consent thus given by the members entitled to vote shall have the same effect as a unanimous vote of members.

16. Fixing The Record Date
For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of
members. Such date shall not be less than ten nor more than sixty days before the date of such meeting, nor more than sixty days prior to any other action. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

ARTICLE II - BOARD OF DIRECTORS

1. Power of Board and Qualification of Directors
The business of WCBCS Ministries shall be managed by the Board of Directors. Each director shall be at least eighteen years of age.

2. Number of Directors
The number of directors constituting the entire Board of Directors shall be the number, not less than one nor more than ten, fixed from time to time by a majority of the total number of directors which WCBCS Ministries would have, prior to any increase or decrease, if there were no vacancies, provided, however, that no decrease shall shorten the term of an incumbent director.

3. Election and Term of Directors
At each annual meeting of members, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified or until their death, resignation or removal in the manner hereinafter provided.
4. Quorum of Directors and Action by the Board
A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

5. Meetings of the Board
An annual meeting of the Board of Directors shall be held in each year directly after the annual meeting of members. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the principal office of WCBCS Ministries. Any one or more members of the Board of Directors may participate in meetings by means of a teleconferencing or similar communications equipment.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail not later than noon, on the third day prior to the meeting or by email, written message or orally not later than noon.
on the day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by email at the time of sending with a read-receipt confirmation; or by messenger at the time of delivery. Notices by mail, email or messenger shall be sent to each director at the address designated by him for that purpose, or, if none has been so designated, at his last known residence or business address. Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to any director. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given, in the manner described above, to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

6. Resignations
Any director of WCBCS Ministries may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the WCBCS Ministries. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

7. Removal of Directors
Any one or more of the directors may be removed for cause by action of the Board of Directors. Any or all of the directors may be removed with or without cause by vote of the members.
8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by members may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by members shall be filled by the member. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

9. Executive and Other Committees of Directors

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other committees each consisting of three or more directors and each of which, to the extent provided in the resolution, shall have all the authority of the Board, except that no such committee shall have authority as to the following matters: (a) the submission to members of any action that needs members' approval; (b) the filling of vacancies in the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of the bylaws, or the adoption of new bylaws; (e) the amendment or repeal of any resolution of the Board which, by its term, shall not be so amendable or repealable; or (f) the removal or indemnification of directors. The Board of Directors may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Unless a greater proportion is required by the resolution designating a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members present at a meeting at the time of such vote, if a quorum is then present.
shall be the act of such committee. Each such committee shall serve at the pleasure of the Board of Directors.

10. **Compensation of Directors**
The Board of Directors will serve on a completely voluntary basis and no financial or any other type of benefit shall be offered in lieu of specific services in service of the board.

11. **Interest of Directors in a Transaction**
Unless shown to be unfair and unreasonable as to WCBCS Ministries, no contract or other transaction between WCBCS Ministries and one or more of its directors, or between WCBCS Ministries and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable, irrespective of whether such interested director or directors are present at a meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction and irrespective of whether his or their votes are counted for such purpose. In the absence of fraud any such contract and transaction conclusively may be authorized or approved as fair and reasonable by: (a) the Board of Directors or a duly empowered committee thereof, by a vote sufficient for such purpose without counting the vote or votes of such interested director or directors (although such interested director or directors may be counted in determining the presence of a quorum at the meeting which authorizes such contract or transaction), if the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, as the case may be; or (b) the members entitled to vote for the election of directors, if such common directorship, officership or financial interest is disclosed or known to such members. Notwithstanding the foregoing, no loan, except advances in connection with indemnification, shall be made by WCBCS Ministries
to any director unless it is authorized by two directors, other than the director receiving the
loan, or unless the director who would be the borrower is the sole member of WCBCS
Ministries.

ARTICLE III - OFFICERS

1. Election of Officers
The Board of Directors, as soon as may be practicable after the annual election of directors,
shall elect a President, a Vice President, a Secretary, and a Treasurer, and from time to time
may elect or appoint such other officers as it may determine. Any two or more offices may be
held by the same person. The Board of Directors may also elect one or more Vice Presidents,
Assistant Secretaries and Assistant Treasurers at their discretion.

2. Other Officers
The Board of Directors may appoint such other officers and agents as it shall deem necessary
who shall hold their offices for such terms and shall exercise such powers and perform such
duties as shall be determined from time to time by the Board.

3. Compensation
The salaries of all officers and agents of WCBCS Ministries shall be fixed by the Board of
Directors.

4. Term of Office and Removal
Each officer shall hold office for the term for which he is elected or appointed, and until his
successor has been elected or appointed and qualified. Unless otherwise provided in the
resolution of the Board of Directors electing or appointing an officer, his term of office shall
extend to and expire at the meeting of the Board following the next annual meeting of.
members. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

5. President
The President shall be the chief executive officer of WCBCS Ministries, shall have general and active management of the business of WCBCS Ministries and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also preside at all meetings of the members and the Board of Directors. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of WCBCS Ministries, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of WCBCS Ministries. However, the President MAY NOT enter into outside contracts affecting the sovereignty of the organization without prior written board consent and approval. The President shall also serve as an authorized financial agent to conduct the daily business of the ministry, giving a monthly report to the Treasurer, or as requested by The Board of Directors.

6. Vice Presidents
The Vice Presidents, in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall prescribe.

7. Secretary and Assistant Secretaries
The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all the proceedings of the meetings of WCBCS Ministries and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the
standing committees when required. The Secretary shall give or cause to be given, notice of all
meetings of the members and special meetings of the Board of Directors, and shall perform
such other duties as may be prescribed by the Board of Directors or President, under whose
supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of
WCBCS Ministries and the Secretary, or an Assistant Secretary, shall have authority to affix the
same to any instrument requiring it and when so affixed, it may be attested by the Secretary's
signature or by the signature of such Assistant Secretary. The Board of Directors may give
general authority to any other officer to affix the seal of WCBCS Ministries and to attest the
affixing by his signature. The Assistant Secretary, or if there be more than one, the Assistant
Secretaries in the order designated by the Board of Directors, or in the absence of such
designation then in the order of their election, in the absence of the Secretary or in the event of
the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of
the Secretary and shall perform such other duties and have such other powers as the Board of
Directors may from time to time prescribe.

8. Treasurer and Assistant Treasurers
The Treasurer shall have oversight of the corporate funds and securities; shall oversee accurate
accounts of receipts and disbursements in books belonging to WCBCS Ministries; and shall
oversee the depositing of all monies and other valuable effects in the name and to the credit of
WCBCS Ministries in such depositories as may be designated by the Board of Directors. The
Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper
vouchers for such disbursements, and shall render to the President and the Board of Directors,
at its regular meetings, or when the Board of Directors so requires, an account of all his
transactions as Treasurer and of the financial condition of WCBCS Ministries. If required by the
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Board of Directors, the Treasurer shall give WCBCS Ministries a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to WCBCS Ministries, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to WCBCS Ministries. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer or in the event of the Treasurer’s inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

9. Books and Records
The Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the members, Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses. WCBCS Ministries shall also keep in its online files, a record containing the names and addresses of all members, and the dates when they respectively became the owners of record thereof. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of WCBCS Ministries shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of WCBCS Ministries except as conferred by statute or as so authorized by the Board.
10. Checks, Notes, etc.
All checks and drafts on, and withdrawals from WCBCS Ministries' accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by WCBCS Ministries, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

11. Property
All property shall be listed in the name of WCBCS Ministries and may not be purchased, leased or sold without the convening of a board meeting wherein the board gives written permission to execute such a transaction. In the event of dissolution of the corporation, the assets of the corporation will be distributed to various non-profit corporations at the discretion of the board, following a board vote.

ARTICLE IV - OTHER MATTERS
1. Corporate Seal
The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

2. Fiscal Year
The fiscal year of WCBCS Ministries shall be the twelve months ending December 31st, or such other period as may be fixed by the Board of Directors.

3. Amendments
Bylaws of WCBCS Ministries may be adopted, amended or repealed by vote of the members
entitled to vote in the election of any directors. Bylaws may also be adopted, amended or repealed by the Board of Directors, but any bylaws adopted by the Board may be amended or repealed by the members entitled to vote thereon as herein above provided. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of members for the election of directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

GOVERNANCE PROCESS

1) GOVERNING STYLE

The board should approach its assignment with a style that emphasizes godly vision rather than an internal preoccupation with administration and details. The Board of Directors is asked to see the “Big Picture” and to help WCBCS improve every phase of ministry. With our vision, mission, goals, and statement of faith the board should concentrate on providing the strategic leadership and developing financial resources/programs needed to make WCBCS a success. In this spirit, the board will: 1. Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, respect of clarified roles, speaking with one voice and self-policing of any tendency to stray from governance adopted in Board policies. 2. Be accountable to the general public for competent, Christ-like and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment. 3. Monitor and regularly discuss the Board’s own process and performance. Ensure the continuity of its governance capability by retraining and redevelopment. The Board, not the staff, will be responsible for Board performance.
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2) BOARD JOB DESCRIPTION
The job of the Board is to lead the organization toward the desired performance and assure that it occurs. The Board's specific contributions are unique to its Directorship role and necessary for proper governance and management. These include:

A. Setting Written Policies: The Board will keep current in this policy manual all policies to guide the Board and President in leadership of WCBCS. The Board will seek to establish policy at the broadest levels, and will address.

B. Objectives and Mission: Organizational products, impacts, benefits, and outcomes.

C. Governance Process: Specification of how the Board conceives carries out and monitors its own task.

D. Board-President Relationship: How power and authority is delegated and its proper use monitored.

E. Executive Parameters/Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which lies the acceptable arena of executive activity and decisions.

3) BOARD MEMBER ROLE
The Board encourages open debate and dialog during the meetings with the expectation of discovering Godly wisdom in all decisions. Outside the meetings, the Board speaks only through the Chairman with one voice. Individual Board members should share with either the Chairman or the President significant issues raised by interested parties outside of the meetings. Issues of concern are encouraged to be brought to the Board through the Chairman, through the members, or through the President. The leadership of WCBCS will not be
responsive to anonymous communications because it is an unbiblical process for resolving conflict or sharing criticism.

**Shared Commitments of Board Members:** As the leaders of West Coast Bible College & Seminary, the Directors are personally committed to: a) Maintaining a personal relationship with Christ Jesus, and to WCBCS's statement of faith. b) Advocating Christ-centered higher education that develops a biblical worldview. c) Governing at the policy level by encouraging, protecting, defending, and strengthening the mission and activities of the University. d) Using their regional, national, or global sphere of influence to leverage partnerships and friendships for WCBCS. e) Making attendance at the bi-annual Board meetings a high priority in their calendar. f) Advocating for the whole of WCBCS rather than only a special interest area of personal concern, and speaking with one voice as a Board of Directors. g) Supporting WCBCS as a donor, prayer partner, and volunteer. h) Staying informed about WCBCS and being aware of higher education issues and trends.

**Board Member Annual Commitment to the Statement of Faith:** To continue in service as a Director, each Board member will annually commit his or her personal belief in WCBCS's statement of faith.

**Board Members' Code of Conduct:** The Board expects of itself and its members ethical and businesslike conduct. Board members must represent un-conflicted loyalty to the interests of the entire organization, superseding any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. Board members will make no judgments of
the President or staff performance except as the performance of the President is assessed against explicit Board policies and agreed-upon performance objectives through the annual evaluation process or during other Board-called evaluations of the President. Board members will have no authority to act for WCBCS outside of the Board meeting. Board members are strongly encouraged not to explore specific issues of concern with individual faculty, staff or students, but to refer their concern to the Board as a whole, or to the President. Outside of Board meetings, the Board will speak through the Chairman or member designated by the Chairman to represent the Board.

4) CONFLICT OF INTEREST & UNDUE INFLUENCE
Board members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information. It is recognized that actual or potential conflicts of interest may arise because of the multiple interests and activities of the Directors and committee members. However, Directors have a responsibility to discharge their duties in good faith, with a high degree of diligence, care and skill, for the sole benefit of WCBCS. Any Director having an actual or potential conflict of interest that might affect or appear to affect his or her position or action in any matter coming before the Board or any committee of the Board shall disclose the conflict, shall not vote or use his or her personal influence to affect the voting on such matter, and such member should not be counted in determining the quorum of a meeting at which action on such matter is to be taken. The minutes of the meeting shall reflect the individual's abstention from voting.
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This policy is not intended to prohibit Directors and committee members from furnishing services or goods or otherwise entering into business relationships with WCBCS. However, such an arrangement or contract must be pursuant to an arm's length agreement for fair and reasonable consideration, with the exception that WCBCS may receive donated or discounted goods and services. The Policy on Conflict of Interest is adopted for the guidance of the Directors and committee members and is to be enforced solely by the Board of Directors. The Board will assure that it remains free from undue influence from any political entity or other external body. As a non-denominational Christian College & Seminary, the Board is responsive to, but is not unduly influenced by any denomination, church, or other religious entity.

A. Conflict of Interest Policy
The purpose of this conflict of interest policy is to protect this corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definition (a) Interested Person. Any Director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section
53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement, (ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

B. Conflict of Interest Avoidance Policies

1) Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for Addressing the Conflict of Interest
An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the
vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4) Violations of the Conflicts of Interest Policy
If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member’s response and after making a further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
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5) STANDING COMMITTEE PRINCIPLES
Committees may be used to help make the Board more effective and efficient. They shall minimally interfere with the wholeness of the Board's job and seek never to interfere with delegation from Board to President. Board committees may not speak or act for the Board except when formally given such authority. Unless otherwise directed by the Board, committees are not established with the intention that they will exercise authority over staff in keeping with the Board's broad focus. Board committees will normally not have direct dealings with current staff operations. Because the President works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action. These policy guidelines apply to committees appointed by the Board to help the Board do its work. They do not apply to committees or task forces established by the President.

A. Executive Committee
This committee arranges for the execution of orders and Resolutions not otherwise specifically provided for by the Board of Directors. Between meetings of the Board, and, in accordance with the general policy of the Board, it will have the care and direction of matters pertaining to the welfare of WCBCS, and especially will discharge such duties as the Board may assign to it from time to time. The members of this committee will include five Board officers, including the Chairman, Secretary, Treasurer, and Vice President.

B. Finance / Audit Committee
This committee reviews financial and campus operational issues of WCBCS. The committee will recommend policy to the Board regarding financial operation, human resources, and technological operations. The Committee will hire an independent auditor to conduct an annual audit of WCBCS finances. This committee will serve as the audit committee of the Board. This committee also recommends to the Board policy regarding fund raising.
admissions, and church and constituency relations. It will recommend to the Board any new major fund raising initiatives.

C. Academic Affairs Committee
This committee evaluates the system of instruction, educational effectiveness, management, and all other matters pertaining to the educational objectives of WCBCS and makes policy recommendations to the board. It will be actively involved in the tenure evaluation of individual faculty members—receiving the President’s tenure nominations and taking to the board recommended tenure action.

D. Student Affairs Committee
This committee evaluates the system of student, student life ministry, management, and all other matters pertaining to the educational objectives of WCBCS and makes policy recommendations to the board. The committee will recommend to the board policy regarding Christian service and student honor. It will be actively involved in the student evaluation of individual spiritual formation—receiving the President’s nominations and taking to the board recommended student life in the online campus.

E. Governance Committee
This committee provides continuous oversight of the bylaws, develops a roster of potential board members based on the board profile, nominates new Directors, orients and trains board members, evaluates the governance process and the contributions of individual Directors, and otherwise helps the board improve in governance. The Vice Chairman of the Board of Directors will chair and select this committee of two to four additional members plus the President.
6) ADVISORY GROUPS

The Board authorizes the following advisory groups as the school grows and is deemed as being necessary:

A. Board of Advisors

This Board consists of up to 30 members who serve as advisors to and advocates for West Coast Bible College & Seminary. Members serve for three-year terms, and members may be reelected for unlimited additional terms. Members are expected to: (1) stay current on University issues, (2) respond by telephone or electronically to requests for advice on specific issues, (3) periodically meet with the President or his or her representatives, individually or in small groups, to offer counsel on WCBCS, (4) advance WCBCS through their network of influence, and (5) financially support WCBCS.

B. Board of Reference

Members of the Board of Reference are appointed by the President. Members serve for an unlimited period of time. Members of the Board must have an international, national, or regional constituency of their own, and each member represents all three priorities of WCBCS: a) commitment to academic excellence; b) evangelical Christian focus in his/her personal work and life; c) possessing a desire to include the broad mix of God's people. Members (1) allow WCBCS to list the membership of the WCBCS Board of Reference in publications; (2) consider WCBCS in their priorities for speaking engagements; (3) occasionally include their writings in WCBCS publications.
7. BOARD - PRESIDENT /STAFF

1) DELEGATION TO THE PRESIDENT

While the Board's job is generally confined to establishing the broadest policies, implementation and subsidiary policy development is delegated to the President.

   A. All Board authority delegated to staff is delegated through the President, so that all authority and accountability of staff—as far as the Board is concerned—is considered to be the authority and accountability of the President.

   B. Board policies direct the President to achieve certain results; Executive Parameters/Limitations policies constrain the President to act within acceptable boundaries of prudence and ethics. Beyond the written Board policies and executive means, the President is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consonant with a reasonable interpretation of the Board's policies.

   C. The Board is responsible to assure presidential performance against the Board's written priorities and within Executive Parameters.

   D. The Board may change its policies during any meeting, thereby shifting the boundary between Board and the presidential domains. Consequently, the Board may change the latitude of choice given to the President, but so long as any particular delegation is in place, the Board and its members will respect and support the President's choices. This policy does not prevent the Board from obtaining information in the delegated areas. Changes to the policy manual are to be implemented immediately after being positively voted by the Directors.
2) PRESIDENT'S JOB DESCRIPTION
As the Board's single official link to the operating organization, the President's performance will be considered to be synonymous with organizational performance as a whole. Consequently, the President's job contributions can be stated as performance in two areas: (1) organizational accomplishment of the provisions of written Board policies, and (2) organizational operations within the boundaries of prudence and ethics established in Board policies on Executive Parameters/Limitations.

The President's Job description is as follow:

1. Serve as primary staff for the Board of Directors
   A. Coordinate with West Coast Bible College & Seminary Chair meeting and retreat agendas, as requested by The Board.
   B. Attend all regular and special meetings of the West Coast Bible College & Seminary Board of Directors.
   C. Support all Board of Director Committees.
   D. Keep Board of Directors informed by timely reports deemed necessary by the Executive Director, required by the Board, required by the by-laws, and/or required by law.
   E. Identify and research issues for the Board of Directors.
   F. Plan and execute the operations of West Coast Bible College & Seminary in accordance with the by-laws and policies of the Board.
   G. Develop and present to the Executive Committee a strategy for accomplishing the objectives of the Board of Directors.
2. Serve as primary contact for Information and Communications
   A. Public Relations
   B. Serve as community liaison
   C. First point of contact or spokesperson as appropriate
   D. Information repository
   E. Maintain a personal understanding of local, state and federal laws and regulations as they apply to the mission and operations of the organization.

3. Serve as principal fund raiser
   A. Research grant opportunities; pursue grants as directed by the Board of Directors.
   B. Develop corporate partners for current projects.
   C. Develop fund raising vehicles for the organization.
   D. Membership development.

4. Manage Office Staff
   A. Supervisor of office staff (including conducting staff evaluations).
   B. Develop office staff position descriptions and make hiring and termination decisions in collaboration with the Board of Directors.
   C. Recruit and screen candidates for office staff positions.
   D. Back up other staff as necessary.
   E. Finance and budget oversight.

5. Other Duties as Assigned
The Executive Director shall report to and be supervised directly by the West Coast Bible College & Seminary Chair. The Executive Director shall supervise the office staff and any other employees. The Executive Director shall be subject to performance reviews conducted by the Personnel Committee of the Board of Directors at six month intervals.
Compensation of the Executive Director shall be that recommended by the Executive Committee and approved by the Board of Directors.

**PROFICIENCIES:**
1. Skill in examining and re-engineering operations and procedures, formulating policy, and developing and implementing new strategies and procedures.
2. Ability to lead WCBCS within the framework of its resources and demonstrated ability to handle administrative duties and dealing with people.
3. Ability to plan, organize, implement, evaluate, and modify financial programs, informational support systems, and processes.
4. Ability to foster a cooperative work environment.
5. Employee development and performance management skills.
6. Strong interpersonal skills and the ability to work effectively with a wide range of constituencies.
7. Ability to communicate clearly both orally and in writing.
8. Effective management skills, leadership skills, analytical skills, organizational skills, and math and budgeting skills.
9. Complete agreement with the mission of WCBCS and its philosophy of education.
10. Complete agreement with the mission of WCBCS's Statement of Faith.
11. Complete agreement with WCBCS's standards of conduct for faculty and staff.

**EDUCATIONAL REQUIREMENTS:**
An earned doctorate degree appropriate for the role of University President.

**REQUIRED EXPERIENCE:**
Minimum 10 years of experience in an executive position in an institution of higher education or in a church setting.
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3) MONITORING PRESIDENTIAL PERFORMANCE
Monitoring executive performance is synonymous with monitoring organizational performance against written Board policies and on Executive Parameters/Limitations. Any evaluation of presidential performance, formal or informal, should be derived from these monitoring data. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of 1% Board time so that meetings can be used to consider the future rather than to review the past.

4) BIENNIAL PERFORMANCE REVIEW OF THE PRESIDENT
In addition to ongoing monitoring, the Board of Directors will provide a specific opportunity for the President to present a self-evaluation and for board members to organize their evaluation of the President's performance and have it presented in a face-to-face debriefing with the President. The process for this evaluation shall include the following: The President will submit a draft of his or her priorities for the coming year. During an "evaluation conversation" the priorities will be refined to meet the satisfaction of both the President and the Committee (the Chairman will form an ad hoc committee from among the board for this purpose). The following year's priorities will be used as the primary standard by which the President's performance is measured, along with the defined responsibilities of the President included in WCBCS bylaws. The committee may elect to have an "evaluation conversation" with the President or decide to meet together without the President. In addition, the committee may choose to talk informally or formally with other WCBCS employees, students, constituents, and/or resource persons, and may at times use other mechanisms to gather information which will give them a full picture of the President's work and leadership of WCBCS. The committee will prepare a written evaluation of the president's performance
and the full heard will approve and enter the evaluation into the minutes of the fall meeting. With appropriate consultation, the chair of the board will set the President's compensation to be approved by the board for the coming year.

5) COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the President may not permit the Board to be uninformed about matters essential to carrying out its policy duties. Accordingly, he or she may not:

A. Let the Board be unaware of relevant trends, anticipated adverse media coverage, material external and internal changes, and particularly changes in the assumptions upon which any Board policy has previously been established.

B. Fail to submit the required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.

C. Fail to marshal as many staff and external points of view, issues and options as needed for fully informed Board choices.

D. Present information in unnecessarily complex or lengthy form

E. Fail to provide a mechanism for official Board, officer or committee communications.

F. Fail to deal with the Board as a whole except (1) for fulfilling reasonable individual requests for information or (2) for responding to officers or committees duly charged by the Board.

G. Fail to report actual or anticipated noncompliance with any policy of the Board. The President shall not cause or allow any practice, activity, decision or organizational circumstance which is either imprudent or in violation of commonly accepted business and professional ethics.
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8. STRATEGIC PLANNING
The major components of the planning model are described below. By focusing on these core areas, it is believed that WCBCS will be able to implement changes and improvements effectively.

A) THE UNIVERSITY MISSION STATEMENTS AND 20/20 AGENDA
The University revisits its mission statement every three years, with the last revisions being in 2009. The Mission statement remains a guiding force for all University activities, decisions and operations. It shall remain of critical importance in any planning process. The 20/20 Agenda is an overarching summary of WCBCS's priorities for the near future.

B) THE BOARD POLICY MANUAL
The Board Policy Manual is the device and document that directs all Board action on behalf of WCBCS. Reviewed at every Board meeting, the policy manual sets forth the broad parameters under which WCBCS administration can work and clearly delineates the administrative functions of the WCBCS staff. Key staff personnel will serve on the Administrative Council under the direct supervision of the President. The manual provides for a "policy centered" Board that is able to document its policies in a single, concise form and easily refer to them and revise them when necessary. The Board Policy Manual works in conjunction with the minutes of the Board to provide for an institutional memory that is accurate and adequate.

C) FOCUSED UNIT AUDITS
To ensure continued improvement and enhancements to all functional areas of WCBCS -- including academic divisions -- each unit will be qualitatively assessed on a five-year rotation. Each area will begin with a self-assessment directed by a Focused Audit Template that will direct each unit to evaluate a variety of operational areas.
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<td>Marketing &amp; Recruitment</td>
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<td>Online &amp; Regional Location</td>
<td>Admission Director</td>
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D) ANNUAL QUALITY ENHANCEMENT AGENDAS
This brief report will note the two or three most important areas of improvement the unit will be addressing during the next twelve to eighteen months. One way of looking at these is to ask the question, "In addition to my regular objectives, what are the most pressing needs I plan to address in the next twelve to eighteen months?" By answering this question, reflecting upon assessment data including the current compliance document, and outlining actions planned to address the issues raised, each unit will develop a road map of planned improvements toward which to direct energy and resources are the most pressing needs I plan to address in the next twelve to eighteen months?"

E) UNITS' OPPORTUNITY REPORTS
The Opportunity Reports will work in conjunction with the Quality Enhancement Agendas to document opportunities and challenges that may have arisen during the previous planning cycle. Quality Enhancement Agendas will address planned events, while Opportunity Reports will discuss new opportunities. These are often issues that arise quickly and must be addressed forcefully. Thus, while planned improvements on a Quality Enhancement Agenda may address a unit's growth and enhancement, if a new opportunity presents a new or more effective way of addressing a unit's function, the unit may make a positive report on its Opportunity Report. While many opportunities are wholly positive, others may well fall into the category of threat or challenge. Notations of such a nature will nevertheless be useful to the Administrative Council in future planning sessions.
F) THE RESOLUTION TEAM ACTIVITIES AND REPORTS
Resolution Teams are short-action teams established when an issue arises that crosses the areas of administrative responsibility of the deans or other senior executives. When such an issue is recognized, the President appoints appropriate personnel to a Resolution Team and charges that team with the expeditious resolution to the problem. The appointed Team meets and develops various solutions which honor WCBCS's vision and mission, adhere to recognized good management practices and meets the administrative needs of the areas affected. When such a resolution is developed, it is presented to the Executive Council as a whole before implementation. Many Universities have found this approach to be an efficient way of addressing areas of concern rapidly and with appropriate input from a variety of administrative units.

G) ANNUAL PERFORMANCE REVIEWS
To ensure that the maintenance objectives of each unit's everyday operations are being met, Annual Performance Reviews of each full-time and part-time salaried staff member will be conducted. Unit operations and efficiency, customer service, quality and mission focus will be addressed for each such staff member. The unit's annual Quality Enhancement agenda and opportunity reports will also be reviewed at this time. Among the items comprising faculty evaluations are course evaluations and other mechanisms fully described in the Faculty Handbook.

H) BUDGETING PROCESS AND EVALUATION
The budget cycle will continue on its regular schedule, as described in this handbook, with budget elements linked to Annual Quality Enhancement Agendas and Opportunity Reports as well as the one-year plan in the Planning Document.
WCBCS BOARD MANUAL

UPDATED OCTOBER 8, 2015

1) QUALITY ASSURANCE SURVEYS
An important component of the planning process of WCBCS is the gathering of timely and meaningful data to support decision-making across all operational units. To this end, a pervasive system of surveys will be instituted. Survey questions are developed and survey distribution channels are constructed to ensure a broad response from all elements of the campus and especially, the student body. Survey questions are devised with input from unit heads, with special attention given to the areas undergoing Focused Unit Reviews.

9. FINANCES

1) FINANCIAL PLANNING
Budgeting any fiscal period shall not deviate materially from the Board's priorities, shall not risk fiscal jeopardy, or fail to show a generally acceptable level of foresight. Accordingly, the President must:

A. Develop a budget that assures accurate projections of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trains, and disclosure of planning assumptions. The fiscal-year budget shall be approved by the Board during the spring meeting, and updated based on fall enrollment and tuition during the fall meeting.

B. Develop plans so that the projected expenses will be less than the projected income in any fiscal year.

C. Not materially deviate from Board-stated priorities in its allocation among competing budgetary needs.
2) FINANCIAL CONDITION
With respect to the actual ongoing condition of WCBCS's financial health, the President may not cause or allow the development of fiscal jeopardy or loss of allocation integrity. Accordingly, the President will properly manage the financial issues of WCBCS, with Board approval required only for any of the following:

A. Making any contracts or legal matters involving funds, stocks, goods or real estate greater than $10,000.00 requires the signature of the President and the Chairman of the Board.

B. Purchases in excess of $1,000.00 that have not been previously approved in the budget must be approved by the Executive Committee.

C. Borrowing money.

D. Investing the endowment funds as instructed by the Board.

E. Failing to meet the covenant demands included in bond or loan agreements.

3) ASSET PROTECTION
The President may not allow assets to be unprotected, inadequately maintained nor unnecessarily risked. The President must:

A. Ensure against theft and casualty losses and against liability losses to Board members, staff or the organization itself beyond the minimally acceptable prudent level.

B. Never unnecessarily expose the organization, its Board or staff to claims of liability.

C. Never receive, process or disburse funds under controls insufficient to meet the Board-appointed auditor's standards.

D. Invest or hold operating capital in secure instruments, including insured checking accounts and bonds of at least AA rating, or in interest-bearing accounts except where necessary to facilitate ease in operational transactions.
E. Gain Board approval to purchase, encumber or dispose of real property.

F. Assure systems are in place that requires students to fulfill in a timely manner their financial obligations to WCBCS.

4) COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President may not cause or allow jeopardy to fiscal integrity or public image. Accordingly, he or she may not change the President’s own compensation and benefits, promise or imply permanent or guaranteed employment, nor establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.

A. Salary increases will normally be awarded beginning on January 1, rather than with the start of the academic year.

B. The Board authorized policy offering tuition remission to employees will be implemented by the human resources division.

C. The goal is that faculty salaries be increased or limited for the WCBCS salaries by academic rank to maintain at or about the 5% percentile among similar schools of the accredited adjusted for local cost of living.

5) ADDITIONAL FINANCIAL POLICIES

Employees who are ministers of their denomination, and are eligible for a portion of their compensation being designated as a housing allowance, shall be allowed this housing designation in their compensation. The Chair of the Board will set each individual housing allowance with the approval of the Board.
10. ADMINISTRATION
Differences between Governance and Administration Administrators should not usurp governance duties, nor should board members usurp administrative duties. The board sets a policy and the administration implements that policy. Reports from the administration show how a policy is being carried out. The administrators are not to revise or ignore that policy. The board is not to interfere with daily operations.

1) PRESIDENTIAL ROLES AND AUTHORITY
   Delegation to the President. While the board’s job is generally confined to establishing the broadest policies, implementation and subsidiary policy development is delegated to the President. All board authority delegated to staff is delegated through the President, so that all authority and accountability of staff -- as far as the board is concerned -- is considered to be the authority and accountability of the President. Board policies direct the President to achieve certain results; the President Parameters/Limitations policies constrain the President to act within acceptable boundaries of prudence and ethics. Beyond the written board policies and executive means, the President is authorized to establish all further policies, make all decisions, take all actions and develop all activities as long as they are consonant with any reasonable interpretation of the board’s policies.

2) RELATING TO THE ADMINISTRATION
   Board members must not become distracted from their work by becoming involved in the daily operations of the school. The board’s specific contributions are unique to its directorship role and necessary for proper governance and management. The President and his or her team are responsible to carry out the policies. The board will ensure the accomplishment of policy
by annually reviewing the President based upon mutually agreed to (and written) expectations. The board will not supervise other administrators or staff. The board will encourage and nurture the President and his or her staff through good policies, fair compensation, and appropriate involvement. Board members are strongly encouraged not to explore specific issues of concern with individual faculty, staff or students, but to refer their concern to the board as a whole, or to the president. Individual board members will have no authority to act for the University outside of the board meeting.

3) FACULTY ROLE IN SHARED GOVERNANCE
The faculty may share specific delegated authority in matters of curriculum and degree requirements, under the ultimate accountability of the President to the board.

11. INVESTMENT POLICY

1) The Board of Directors will maintain responsibility for all investment matters of the corporation. It may form a Finance Committee consisting of three or more members of the board who will be duly nominated and elected to such positions.
2) The board shall nominate and elect committee members that have significant knowledge and experience with regard to investing. The Finance Committee may propose and/or maintain policies and procedures that the full board will periodically review and revise including investment policies for the corporation. Such policies and procedures must protect the interests of the corporation in the fulfillment of its mission and goals. These policies and procedures are also to be in accord with biblical principles.
3) Daily supervision of transactional and administrative paperwork pertaining to investments may be delegated either to a business manager or to the Finance Committee.
4) Investment policies shall be conservative, prioritizing safekeeping of principal. Aggressive growth funds that present higher risk shall be avoided. Normal growth funds may be suitable, in some cases, and any funds designed for growth shall be well diversified.

5) Our policies for ethical implications of investments are as follows: Companies whose primary products are pornography, alcoholic, tobacco or gambling are not to be used in the portfolio.

6) Our policies for careful safeguarding of funds are as follows: An independent, third party will hold endowed assets of financial instruments and submit monthly statements of accounts.

7) As a measure to prevent mistakes, fraud, embezzlement and conflicts of interest, a regular audit will be conducted at the discretion of the board. Since the corporation’s independent auditor will not review all financial transactions, the board will conduct a review of major expenses.

12. BOARD DEVELOPMENT

1) PROCEDURE AND AGENDA FOR BOARD ORIENTATION

The new member is not permitted to vote in board meetings until orientation is completed. The first step is for the Personnel Committee to give the current copy of this manual to the new member. Once the new member has completed the reading of the Board Handbook, he or she is to inform the chairman of the board. The chairman will then discuss the five-year vision and highlights of the five-year plan. The chairman will also give the new member a copy of the five-year plan. The next step is for the President to discuss the current state of the school. This will include highlights from the last annual institutional research report. The President will also give the new member a copy of the institutional research report. At this point, the new
member is qualified to vote. A board member should intentionally get to know the schools:
* Administrators
* Mission, Goals, and Objectives
* History
* Programs
* Resources
* Programs for Developing Funds

2) ONGOING DEVELOPMENT
For a segment of the board meeting, the board may bring in an outside evaluator to monitor the meeting and help suggest better functioning. To become effective, a board must be involved in equipping its members. Individual members are equally responsible to utilize opportunities to equip themselves. Alumni are an important source of institutional information and history, as well as donations. Therefore, it is not uncommon for the President of the alumni association to be either a non-voting or voting member of the board. In our school, regular input or reports from and to the alumni association shall be important for mutual understanding.
WCBCS BOARD MANUAL

UPDATED OCTOBER 8, 2015

BOARD MEMBER SELF-EVALUATION
This evaluation should be done by board members biennially. This evaluation will be used for the betterment of the presidential administration and communication purposes only. Please mark an "X" in the appropriate box of each question. 5 is the highest and 1 is lowest.

<table>
<thead>
<tr>
<th>No</th>
<th>Question</th>
<th>1</th>
<th>2</th>
<th>3</th>
<th>4</th>
<th>5</th>
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<tbody>
<tr>
<td>1</td>
<td>Understand and delivers a vision for WCBCS effectively.</td>
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<td>2</td>
<td>Communicates with other members in a timely and responsive manner.</td>
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<td>3</td>
<td>Attends and participates all board meetings sincerely.</td>
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<td>4</td>
<td>Attends and participates all committee meetings sincerely.</td>
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<td>5</td>
<td>Actively supports the chairman and the president’s vision and plans.</td>
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<td>6</td>
<td>Actively involved with fundraising activities.</td>
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<td>7</td>
<td>Practices leadership that instills enthusiasm and increases morale.</td>
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<td>8</td>
<td>Represents WCBCS well to the community beyond the campus.</td>
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<td>9</td>
<td>Executive annual plans of the board sincerely and cooperatively.</td>
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<td>10</td>
<td>Does not exceed his authority nor ask the board to make decisions that he should make on my own.</td>
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<td>11</td>
<td>Overall, I perform my role in excellent manner.</td>
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Extra Comments: ..........................................................................................................................
# WCBCS BOARD MANUAL

**UPDATED OCTOBER 8, 2015**

## PRESIDENT EVALUATION

This evaluation should be done by board members biennially. This evaluation will be used for the betterment of the presidential administration and communication purposes only. Please mark an "X" in the appropriate box of each question. 5 is the highest and 1 is lowest.

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<tbody>
<tr>
<td>1</td>
<td>Communicates a vision for WCBCS effectively.</td>
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<td>2</td>
<td>Communicates with members in responsive manner.</td>
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<td>3</td>
<td>Effectively appoints and manages the administrative cabinet.</td>
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<td>4</td>
<td>Is taking the right action to manage enrollments.</td>
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<td>5</td>
<td>Actively promotes scholarly development and excellence.</td>
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<td>6</td>
<td>Is an effective fundraiser.</td>
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<td>7</td>
<td>Practices leadership that Instills enthusiasm and increases morale.</td>
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<td>8</td>
<td>Represents WCBCS well to the community beyond the campus.</td>
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<td>9</td>
<td>Executive school’s annual plans sincerely.</td>
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<td>10</td>
<td>Does not exceed his authority nor ask the board to make decisions that he should make on his own.</td>
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<tr>
<td>11</td>
<td>Overall, the president performs his role in excellent manner.</td>
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Extra Comments:  

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