

**Compass Montessori  
Board of Directors  
Meeting Minutes  
Tuesday, May 23, 2017  
6pm - Golden Campus**



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**6:04 pm: Call to Order**

**1) Consent Agenda Items (5 mins)**

- a) Approve agenda
- b) ED Dashboard
- c) Eileen moved to remove the ED Dashboard from consent agenda. Passed unanimously
- d) Eileen moved to approve consent agenda with the revision. Tiffany seconded. Approved unanimously.

**2) Community Sharing (30 mins)**

- a) *Celebrate Compass* – a time for our community to identify and share positive feedback on our community. Eileen celebrated the continuation. Mike celebrated the community’s commitment and caring.
- b) *President Update regarding Transition Planning* – Mike Ambroziak: Mike and Bill came up with a draft transition plan. Mike handed out the resolution for a transition plan that will be discussed in executive session.

**COMPASS MONTESSORI SCHOOL**

**A Not for Profit Corporation**

**RESOLUTIONS REGARDING EXECUTIVE DIRECTOR TRANSITION**

I, Tiffany Grunert, the duly elected Secretary of Compass Montessori School, Compass Montessori Secondary School, Compass Montessori Building Corporation and Compass Montessori Secondary Building Corporation, all of which are not for profit corporations incorporated in the State of Colorado, whose mailing address is 4441 Salvia Street, Golden, CO 80403 (Collectively, “Compass Montessori”), do hereby certify that the following is a true and complete copy of a resolution passed at a meeting of the Compass Board of Directors, at which a quorum was present, duly called and held on May 23, 2016.

**WHEREAS**, Compass Montessori has recently learned that it’s Executive Director, Bill Kottenstette, will be leaving his position on June 14, 2016;

**WHEREAS**, in light of this absence, Compass Montessori’s Board of Director’s wishes to consider its options regarding governance of the school in a deliberative manner, and to conduct a thorough search for desired candidates that is in sync with the commonly observed hiring practices in Colorado;

**WHEREAS**, this may necessitate operating without an executive director until as late as the Summer of 2018;

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**WHEREAS**, the Compass Board has tremendous faith in its principals, program directors and business manager, and wishes to distribute the executive director responsibilities and authorities among them, and among the Board, on an interim basis;

**NOW, THEREFORE**, in consideration of the foregoing, the Board of Directors unanimously passes the following resolutions:

### Transition Matrix

**RESOLVED**, that the job descriptions in **Exhibit A** (the "**Transition Matrix**") shall enter into effect on the later of Bill Kottenstette's last day of employment with Compass Montessori, or June 3, 2017, it being acknowledged that the general job descriptions are intended to reflect current practice at Compass Montessori, and that the portion of the relevant job description entitled "Executive Functions" are intended to be a delegation of duties previously reserved to the Executive Director.

### Transition Committees

**RESOLVED**, that the executive authority of the Board of Directors shall be placed into various committees of two Board members, as further described in the Transition Matrix ("**Transition Committees**"), who shall be responsible for support and direction of the assigned school leaders, it being acknowledged that the intent of this structure is to allow the principals and program directors to continue their work consistent with prior practice with minimal changes by or intervention from the Board of Directors, while providing a clear governance structure that allows for leadership support, ample communication flow, and for necessary decisions to be promptly resolved.

**RESOLVED**, that any decision within the authority of a Transition Committee shall be made only in writing (e.g., e-mail), and only by a unanimous decision of the relevant committee.

**RESOLVED**, that in the event of any controversy regarding a decision made pursuant to the Transition Matrix by a Transition Committee, the relevant School Leader or Board member may bring the matter before the Board of Directors at the next regular meeting provided that (a) they have raised their concern in writing to, as applicable, to the relevant personnel and all members of the relevant Transition Committee, (b) those individuals have met, in person, for the sole purpose of resolving the controversy, it being acknowledged that all relevant parties are expected to use reasonable efforts to schedule such a meeting within ten (10) days of a request; (c) the meeting failed to resolve the matter to their satisfaction; and (d) the Board President and Vice President have been

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given at least seven (7) days' written notice prior to a regularly scheduled Board meeting to place the matter on the meeting agenda for resolution by the Board.

### Reservations by Full Board

**RESOLVED**, that decisions identified in the Transition Matrix as residing with the Board shall be decided only pursuant to a proper vote called at a regular or special meeting of the Board of Directors, it being expressly decided that, in addition to all authorities previously reserved to the Board by practice or resolution, all hiring, firing and disciplinary decisions ("**HR Decisions**") shall be reserved to the Board but made only after consultation, in person, with the relevant school leader, with the expectation that the Board will seek to generally support the recommendations of the school leaders except where a majority of the Board may otherwise decide.

### Continuation of Existing Governance Practice

**RESOLVED**, that, except as expressly modified as set forth herein, the governance structure of Compass Montessori as reflected in the Articles of Incorporation, the Bylaws, the Staff Handbook, the Parent Handbook and the Board Policy Handbook (collectively, the "**Governing Documents**"), shall continue in full force and effect, and that in the event of any inconsistency between such governing documents and the Transition Matrix, such inconsistency shall be resolved in favor of the Governing Documents.

**IN WITNESS WHEREOF**, I have hereunto set my hand on behalf of Compass Montessori this      day of     , 2017.

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Tiffany Grunert  
Secretary, Compass Montessori

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Mike shared the draft proposal for interim management: the proposal provides instructional leaders a team of two from the board. So not, every issue will go up to the board. The idea is to not make major changes in the school. In many ways things are going better than they have in a long time. Many challenges will be addressed long-term through the strategic plan. The ED structure has worked well and we may choose to continue. However, Mike is proposing to create a governance committee to investigate other options. Those things need to be deliberate and require a lot of input from the committee. This plan address needs until we make that decision.

- c) *Community Comment* – This is an opportunity for our community to express concerns, issues, or ideas. Members of the Compass Community who would like to speak during this time are requested to sign-up on a sheet prior to the start of the meeting. The sign-up sheet will be available 15 minutes prior to the meeting. A 3-4 minute time limit may be imposed depending on the number of speakers and the length of the agenda. Letters provided for reading will be limited to 3-4 minutes, and the full text will be included in the minutes
- AMY STOREY:* Wanted to provide visioning work moving forward. At the last board meeting we discussed that we need to be Montessori first and then the community comes in as educated community. The communications regarding farm school was based on Montessori base, vs. student based. This didn't sit well. There are many here that are here for Montessori but there are others here who are here for the community – an amazing community of involved parents and students. Montessori is a means to an end. At CMEF meeting, shouldn't we be focused on what we want our students to be. Amy asked that we keep that in mind. There are many here for what Montessori creates in our students. Amy looked at our current mission. It is long. What would the mission be if she were tasked. Amy read a suggestion that focuses on the entire experience preparing students for their lives as individuals that are capable and committed to creating positive changes in the world. Mike agreed with the focus and encouraged
- Kymm Garcia:* Next year will be the program director of the Golden Elementary program. Bill has been put in charge of hiring the staff. Kymm asked to be put in charge of hiring to ensure they are right people to get the program in the right direction. Kymm is aware of the struggles and wants to help address them through hiring support. Mike: Can't address it as it isn't on the agenda but hears the concern.
- Bekah Piepergerdes:* Bill shared a brief idea of waiting to hire the best person and perhaps utilizing consultants. Agree with the taking time to think. Wondering about the idea of adding more supports at a lower level to provide support. They will need good support folks. Taking a social permaculture course. The next class is on June 3. It's a good coincidence with the board intensive on the same day. The idea is to take things in nature and seeing how we design organizations and structures based on natural models. EX:

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hierarchies vs. networks. Mike: send an email for timing. Mike: do you have bandwidth to provide support.

### 3) Transition Planning (85 mins)

#### a) Review and discussion of Interim Transition Plan

Rebecca: Suggested siting which sections of the policy manual we would be overriding for the interim.

This was a draft. The board did not see it until yesterday afternoon. Mike, originally we were going to go into executive session first to advance the work before sharing with the community. However, concerns of transparency was brought up. This was not the intention of the board.

Rebecca: 2 main concerns. One is that the incoming leadership. Eileen and Rebecca talked about having new board members in heavy positions (secretary and So principal at WR, VP and Tiffany. For principal at Golden President and VP. Farm School would be President at Tiffany. Two people on each team. Other recommendations business manager would be Rebecca and Mills.

Eileen: Everyone should do two vs. having three on Rebecca's plate. Eileen mentioned keeping teams consistent with schools.

Mike: doesn't think Rebecca is needed in Golden and that her family may have conflicts. Rebecca disagreed that she didn't have conflicts. Mike thought she was a bad choice for Golden due to personal issues.

Rebecca: I don't have kids there. There are no conflicts. Opinions are not the same as a conflict. She says that if Mike thinks she's a bad choice that was OK. However, she did not have a conflict. Rebecca: I recognize there has been tension in my relationship with Seth since the hours discussion.

Cameron: WR is less complex. The VP and Liz managing WR would work with her background in school planning. That would put others at two. Rebecca agreed with Liz's professional qualifications she could function in WR role or business manager role.

Eileen: Currently Jeff meets with Dan and Bill. So we really don't need a treasurer and a business manager role. So if Liz was treasurer she could also serve on Biz Manager role.

Mike: In terms of the treasurer we don't have anyone on board we don't have anyone that has as much knowledge of the budget as Rebecca. We haven't even started next year and we are already over budget. Rebecca: I think Liz may have more qualifications than me for treasurer.

Mike: We need to also here from Cameron Candace and Seth.

Cameron: Question on "reservations by Full Board." Asked for clarification. Staff discipline made sense. However, discipline for students can be difficult and can bog down the board. Mike: what would you recommend? Cameron: Staff discipline should go through the board. First a thought partner and then two day or more suspension. This

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would help ensure that the decision isn't just going through one person. Then is student discipline is more than 2 day suspension could go to the board. Bill: change disciplinary to corrective action.

Cameron: To ensure we make good decisions for discipline, need thought partners.

Mike: Teams would be a resource for principals. We still have VP and President in their roles.

Cameron: I think it's wise for us to say: you have to talk to this person before we move forward.

Mike: If you are seeking counsel from someone with specialized skills, great. But the transition committee should be included so that the transition team leads are educated about the situation. We are also rolling out HR training this summer which will help.

Rebecca: If the board has 3-4 employees we are overseeing, I'd like to see language that the transition committees are not allowed to perform HR issues.

Mike: agreed, HR issues need to come to the full board.

Tiffany: Concerns of consistency.

Mills: Joking, sort of: You need to have a throat to choke. Bill serves as a circuit breaker, when you ratchet everything up to the board

Mike: I totally agree with you, however, if Bill sits between the board and the administration, some piece of that will be delegated to the principals. Now the principals will serve in that role. Ideally not everything will roll up to the board.

Megan: With other unforeseen things that might want to come to the board what comes up is vision. Anything that comes up is that separate campuses need to share the same vision.

Mike: I think that one of the biggest issues we have are separate cultures. We need to hit it head on. I think it's an unhealthy aspect of the community. I'm not sure what the answer is. Bill mediated the issue and helped ease the friction between schools. The fix is not to put a buffer in there. The fix is to have unity and consistent. I'd like to see one school, one campus.

Megan: Vision/culture change has to come from the teachers, not just the leadership. We are one elementary. We are the same page for 99.99% of everything we do. So it may need to be on the teacher's plate for change to move forward.

Bill: How do we keep the cross campus unity? Mandate weekly meetings of principals. The other piece is to bring in HS director and Farm School director to make sure we have accountability without pushing the school into splits.

Tiffany: Should we expand the board?

Mike & Eileen: 7 is ideal.

Bill: A manager that lends money says that he would never lend money to a parent run board. You run the risk of parents having personal investments.

Tiff: fearful that we don't get bogged down in details and prevent the board from serving as a visionary.

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Mike: we run the risk of not moving forward at all. However, you could have a model that looks more like the financial oversight committee where it has one other community person.

Rebecca: I think it complicates things.

Eileen: The logistics of balancing this issue and getting the strategic plan going has been difficult. It's been difficult. Perhaps someone can help set up details related to conducting the strategic plan (facilitators). Those are the sort of things we are supposed to do, but now we have a lot of this.

Rebecca: For the short term, maybe this is something the SAC committee could help out with this? The SAC chair is really good at that.

Rebecca: I do have a structural concern. I am concerned with the Farm School director reporting to board vs. the principal. With the board at the helm, it creates multiple levels of difficulties.

Mike: the approach to this is that there are not changes. The board is not here to change anything us. That should be our starting point.

Rebecca: I get business as usual. But that has been business as usual for such a short time, I have concerns about that structure.

Bill: how do you become one campus and operate the way we do. The easiest way is to have one school. One budget. I don't know if we can legally do it, but there is a state law that we could leverage. This could simplify the work. What I liked about Peak to Peak: they talk about people. The team collective comes to an agreement on people and resources are allocated through one budget. The accountability framework could also be a good tool.

Megan: To have shared professional development would be ideal so we had the same language. Observations of each other's spaces would also be ideal.

Megan: I wrote a letter:

Dear Compass Board of Directors,

The unexpected departure of our Executive Director has stirred up a lot of different emotions amongst the staff at Wheat Ridge. This is my reflection on the overarching themes and impressions that I have received both verbally and in writing from my fellow staff members. Overall, there is a sense of fear and uncertainty. Most of the staff at Wheat Ridge is extremely happy with the current leadership structure and is fearful of what a change could bring.

Some of the overwhelming questions regarding the different options that my colleagues have shared with me are:

- Who will be the bridge between the two campuses without an ED?
- Many fear that Bill's departure will bring a further divide between Wheat Ridge and Golden.
- Some staff doesn't want to return to the old two principal model and repeat past mistakes

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- Most don't want to lose our current principal or our current leadership structure.
  - Some fear that bringing in outside leadership or going back to a two-principal model could lead to someone dictating against currently successful programming.
  - Many are worried that if the position is left vacant for a year the vital and timely decisions necessarily handled by the Executive Director are going to be ineffectively stalled or put off to the detriment of our program.
  - Many are concerned that placing more of Bill's responsibilities onto Cameron will lead to her feeling burnt out.
  - Most staff sense that there is a continued tension between the different leadership models of the two campuses and fear that the lack of a skilled intermediary will see this only worsen.

Overwhelmingly, the impression I get is that there is a fear that this vacancy could bring about unwanted change to a system that has seen Wheat Ridge flourish and most of my colleagues seem extremely hesitant to change the current leadership model.

Overall, my colleagues would like to see an ED who is able to navigate their way through the day to day drama while helping leadership at both campuses to see clearly and work toward the larger Compass vision.

I must also relay that some of the staff remain uncertain that the Executive Director position is essential and think that it might be unnecessary if we have strong leadership at both campuses. This stance seems to be the minority, however, and most seem to agree that having an ED has helped bring about a necessary balance to our two campus program.

The staff at Wheat Ridge understand the gravity of this decision and we are hopeful that the board will approach it with the care and the thoughtful consideration it deserves.

Thank you,

Megan Witucki

Wheat Ridge Staff Representative to the Board

Mike: You can't address all of those fears. They are mutually exclusive. The governance committee can change the interim plan if needed.

Mills: Every 1-24 months I did this in a business once. People see it as an opportunity to change everything you hate. Step away from the panic button is my advice. It will work out. Eileen: the one thing we can say is that we are going to be thoughtful.

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Mike read Cameron's letter:  
Compass Board of Directors,

Thank you for all of your hard work and extra time during this transition planning. I have put a great deal of thought in our next steps and transition planning. I think that having a feeling of rush and urgency has created more worry than the events themselves. After having a little bit more time to reflect and time to meet with both Dan and Seth, I feel confident that following Bill's suggestion to have Seth and I report directly to the board is our best course of action. I have every confidence that I will be able to maintain Bill's essential roles and responsibilities, for the Wheat Ridge Campus, while we take a deeper look at the role of the Executive Director. I think that leaving this position vacant for a time will give us the chance to create a new strategic plan, learn more about the capacities of the building leaders, and look for candidates for this role if we chose to fill it. It also gives us the opportunities to explore the broader administrative structure for both schools and ensure that we have the right people in place for our continued growth. My only immediate ask is that we don't hire a director from the outside, or hire one as an interim until we have more time to get our bearings.

Bill: Questions about discipline: There are resources out there that the school can leverage to provide support to principals. It isn't an interim, but it will help the board with a fresh set of eyes.

Cameron: There are some things that I just want to know what you are asking for from me. While we don't have an ED, I'd like to have it mandated that he run it by me before he does it and so do I so we aren't accidentally digging ourselves into a hole. We should be on the same page.

Mike asked Tiffany to take on making revisions and suggestions to the interim plan. She agreed.

b) Establishment of Governance Committee

Cameron: suggested Governance Model Committee (the GMC)

Eileen: I just don't want people to misunderstand what we are doing. The purpose of the committee is to evaluate the current structure?

Mike: to decide if we are going to stick with the current model or change.

Eileen: Evaluate the current model for effectiveness and determine changes, if any to the model moving forward and therefore make recommendations to the board.

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Eileen: We can't do this without strategic planning.

Cameron: Confused about the agenda for June 3.

Eileen: We will have SWOT's from staff, students, board and admin all done. None of it addressing the governance model. What happens next is really still up in the air.

Cameron: We will know so much more about the governance model in a few weeks. We are all tired now, but as we enter in late June and July a lot more will come up. I don't think we are going to know a whole lot more until then. I won't know for six weeks before I understand what it's like to work without Bill.

Eileen: We'll have to have a business meeting because we didn't do any business tonight.

Mike: Let's start this process on June 3 with a specific portion of the strategic plan focused on the governance model. Will decide from there whether we need to have a committee or not for governance.

Rebecca: If people feel I can't effectively manage for the school I am resigning effective immediately. If I can't fully engage completely then I must resign.

Mike: Please reconsider.

Eileen: I know from personal experiences with the school, it is difficult to not have those emotions impact your decisions. I know what you are saying.

Rebecca: This perceived conflict is prevent.

Tiff: I don't believe you have a conflict of interest. I only recently learned of your concerns and we can discuss the best fit on the transition team. I want you to reconsider because your role here is very important. And your service is certainly in the school's best interest.

Megan: The children would be detrimentally affected if you left the board. To make outstanding and thoughtful decisions is a role that you have filled.

Rebecca: I have heard that I shouldn't be on certain committees and if I can't serve in my full role, I can't be on the committee. It feels unfair that because there were issues with my child that somehow my leadership was effected. Somehow there is a perception that I can't fulfill my leadership abilities for this board.

Tiffany requested a 10 minute break. Mike agreed.

Mike: Reconvened meeting at 8:23 p.m. Pat and Seth joined the meeting at this time. Mike told Pat and Seth what the interim plan was meant to do. To divide up supervision structure.

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Pat didn't have any questions at this time. He was leery of adding more to the plates. Mike: it was discussed.

Mike: we decided not to form a specific governance committee, but to do that work at the strategic planning meeting.

Eileen: I get the feeling at WR that there is a lot of worry with this. What is the feeling at Golden?

Kerri: I think our trip schedule has effected that. There are staggered trips with staff out of town.

Pat: We haven't had that talk for quite a while. We haven't talked about the issue. We need to discuss.

Dear Compass Board of Directors,

I greatly appreciate the work you all have undertaken during this period of transition.

Cameron and I have spoken at length about this issue, are in alignment as to the way forward.

After having time to meet with both Dan and Cameron, I feel confident that following Bill's suggestion to have Dan, Cameron and I report directly to the Board is our best course of action. I do not believe that having Candace report to the Board is in the best interest of the school; I ask that she report to me.

I have every confidence that I will be able to maintain Bill's roles and responsibilities, for the Golden Campus, while we take a deeper look at the role of the Executive Director. I think that leaving this position vacant for a time will give us the chance to create a new strategic plan, learn more about the capacities of the building leaders, and look for candidates for this role if we chose to fill it.

It also gives us the opportunity to explore the broader administrative structure for both campuses, and ensure that we have the right people in place for our continued growth. I, like Cameron, ask that we don't hire a director from the outside, or hire one as an interim until we have more time to get our bearings.

Thank you, again, for your support, diligence, and dedication in service of our school and its incredible community.

Best,

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Seth

**4) Updates and Reports to begin after 9<sup>th</sup> Grade Continuation (30 mins) – All truncated due to end of year activities**

- a) Principal Updates – Key Updates (Optional due to end of year celebrations)
  - i) Cameron Gehlen (Optional): Amy Storey called Michael Hall who did the original building on the campus. Cameron met with them and felt that they would help give it more structure. He is a high-level contactor with an emotional connection to the school. I'm optimistic. Will spend capitol construction funds this year and appropriately. It's an 8-12 week project. Dan and Cameron talked about how to get this done outside of the summer and how to still feed the kids. A September date is being considered. Bill: it's possible we can complete the work without going into reserves or it could take up to \$25,000 in reserves. Original thought was it would take \$50,000 into reserves.
  - ii) Seth Webb (Optional)
- b) ED Update (10 mins) – Key Updates Only
  - Bill: wrapping up staffing at elementary. 3-4 candidates are still being vetted. Will have that wrapped up. Yesterday we had the evaluation from Sabrina Hodges. It went well. She accomplished what she hoped to accomplish and may interview one more parent. Seth: she said that the report would be done by the end of this week.
  - Some students won the stock market game for Colorado.
  - Bill is seeing successful trips. No major issues. Always a sign of relief. Cameron: saw incredible reports from students and teachers. Mike: heard some complaints from the Golden side.
  - Bill: thanks to all that attended town hall.
  - SWOT so far. Small turnout. WR turnout was low may be weather related. We sent follow up communications to provide further feedback.
  - About a week ago, CMEF had a board intensive.
  - DPS imaginarium came. Cameron: It's a program for principals that are innovated, you can selected teachers to attend the program. They do a 3-hour review of environment. Cameron wished she had recorded it. It was a low productive day due to trips, but they still had so many great things to say about the community being positive and supportive. They liked it so much they are talking about our more experienced teachers offering pointers in the classroom.
  - Bill: offered a job to run charters to run

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Had a great visit from new Jeffco superintendent. He had great feedback. This is the type of model we need to double down on!  
Working on balanced budget for next year. It will be tight. Mike: I question that statement. Bill: there is one scenario where we would be in the negative. We have gone through it line item by line item. There is a net benefit of about \$40K at this time.  
Hale damage: not a lot to report on in Golden. At WR they have 8 sky lights that were damaged. Parch roof damaged. Cafegymatorium roof is likely damaged. Working with risk management. Looking between 20-40K worth of damage is possible.

**5) Executive Session – Pursuant to CRS 24-6-402(4)(f)**

Discussion of Personnel Matters related to Transition Planning, job descriptions and shared authorities, with Cameron Gehlen, Candace Cheung and Seth Webb

**6) 8:45 p.m.:** Eileen moved to adjourn and go into executive session pursuant to CRS 24-6-402(4)(f) for discussion of Personnel Matters related to Transition Planning, job descriptions and shared authorities, with Cameron Gehlen, Candace Cheung and Seth Webb. Tiffany seconded. Unanimously approved.

11:35: Jeff moved to reconvene. Eileen seconded. Meeting reconvened.

11:36: Jeff moved to adjourn. Eileen seconded. Passed unanimously.

**7) Adjourn**

**Next meeting:**

**JUNE INTENSIVE - Saturday, June 3, 2017 at the Golden Campus (9am – 4pm)**

**PARKING LOT:**

- (a) Compass Culture (June Intensive)
- (b) Graduation Tracking (Board)
- (a) Parent request for holding spots during sabbatical

*Utilizing authentic Montessori methods, the Compass community aims to nurture the whole child and enrich the lives of each student from Preschool to 12th grade.*

*Compass will provide appropriate challenges and support to enable each student to prepare for the intellectual, spiritual, emotional, social, physical, and societal transitions appropriate to each student's inner vocation. Our goal is to foster competent, responsible, and independent citizens who love learning and respect themselves, other people and their environment. -Compass Mission Statement*