

# Policy Manual Board of Trustees

*Academia Cotopaxi*

**(WORKING DOCUMENT)**

Governance Policy Manual  
Board of Trustees  
Academia Cotopaxi

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## 1. Jurisdiction

This Governance Policy Manual provides the regulations for the functioning of the Board of Trustees of Academia Cotopaxi including all of its affiliated learning centers. In addition, it defines the position of the Head of School as the Board of Trustees' sole employee.

It is in full compliance with, and is superseded by the governing By-laws of the *Asociación Cultural Academia Cotopaxi* (from this point forward referred to as the Association) the: *ESTATUTO CODIFICADO DE LA ASOCIACIÓN CULTURAL ACADEMIA COTOPAXI*. (From this point on this document will be referred to as the By-Laws.)

## 2. Institutional Statements

The following Mission, Vision and Value statements describe the organization's reason for existence, long term objectives and underlying values. These principle must permeate throughout the school, its ventures and the entire community, including the Board of Trustees. In addition, the Board of Trustees will supervise that the current service offerings are in conformity with the Value Proposition Statement below.

### 2.1. Mission Statement

We are an English language-based international learning community that values diversity, embraces a culture of collaboration, innovation and excellence, and inspires empathetic and ethical student leaders.

### 2.2. Vision Statements

Brief statement summarizing tangible objectives to be accomplished by the end of the strategic planning process. These may be revisited yearly by the Board and the Head of School to ensure fine tuning if needed.

### 2.3. Value Statements

#### Personal

- Intrinsic motivation drives lifelong learning.
- Creativity is an integral part of excellence.
- Challenging yourself and adapting to change is necessary for personal growth.
- Fulfillment is realized by cultivating balance.

#### Community

- Integrity and commitment build trust.
- All people have intrinsic value and potential.

#### Global

- We are responsible for being informed global citizens who understand and affect positive change.

### 2.4. Strategic Objectives

#### School Culture

- Embody our school values within a professional culture that is inclusive, respectful, and responsive to all.

#### Faculty and Staff

- Recruit, develop and retain the highest quality of faculty and staff who contribute to a continuous learning and professional environment that drives excellence. (NOTE: This Strategic Objective will be re-written to include attention to recruitment and retention of students.)

#### Teaching and Learning

- Utilize innovative practices to personalize learning, ensuring that all students achieve excellence and take ownership for their learning.

#### Technology

- Continuously integrate cutting edge technology to purposefully extend learning and sustain innovative practice while instilling its responsible use in our community.

#### Organizational Development

- Ensure that our policies, procedures, and communication support our mission within a culture of professionalism, accountability, and transparency.

## **2.5. Value Proposition Statement**

# **3. On the Board of Trustees**

## **3.1. Purpose**

The Cultural Association Academia Cotopaxi, representing the body of past, present and future constituents entrusts the Board to ensure the adherence to and continuity of the Mission of Academia Cotopaxi.

## **3.2. Responsibilities**

1. To abide by the governing by-laws and in accordance with them:
  - a. Interpret the by-laws of the association for purposes of policy development;
  - b. Comply with decisions taken at general assemblies of members, when such decisions are taken in compliance with the limitations on authority defined in the by-laws;
  - c. Present an annual report on the performance of the association to the general assembly of members
2. To fulfill the fiduciary duty towards the ownership of Academia Cotopaxi, ensuring the financial health and regulatory good standing of the school.
3. To define, and oversee the strategic development of the school. This will be accomplished in the following way.
  - a. The Board of Trustees will periodically enter a full and broadly collaborative strategic planning exercise; where the Mission, and Value Statements are reviewed, and the Vision Statement and Value Proposition Statements are redefined.
  - b. The Board of Trustees will complete a yearly planning exercise at the end of the school year (the beginning of the new Board cycle). It must include a comprehensive review of the school's standing, and the previous Board's performance. As a result of this planning exercise the Board must define a

set of a maximum four strategic goals to be worked on during the following year.

4. prepare the School for its long term future through generative discussions
5. hire, support, and supervise the Head of School as its sole employee and executive.
  - a. Should the Head of School become permanently incapacitated, the Board will appoint an Interim Head of School and begin a search for a his or her replacement.
6. protect the continuity, quality and responsibility of the Board by nurturing relationships with valuable individuals of the community;
7. monitor the performance of the school utilizing methods including, but not limited to: reports, surveys, focus groups, internal or external audits, and inspections.
  - a. the scope of all internal or external surveys, focus groups, internal or external audits, inspections must be defined and approved by the Board.
  - b. any surveys or assessments, internal or external, must be designed and selected for at least three years in order to keep valuable benchmarks and data.
  - c. changes to any of the methods must be reported to and approved by the Board.

### **3.3. Members**

The Board of Trustees embodies the school's Value Statements, and abides by the Code of Conduct.

#### **3.3.1. Composition**

The Board of Trustees is composed of nine Board Members in accordance to the By-Laws: Parent, Associate, Faculty and an appointed representative of the Ambassador of the United States of America in Ecuador. With the exception of the representative of the Ambassador of the United States, all members are elected from the members of the Association.

1. All candidates must be eligible members of the Association as defined in By-Laws Articles VII through X and XX, have a working knowledge of English, and be able to complete the designated term of office as defined in By-Laws Article XXIV.
2. There are three three-year term and one two-year term positions available to Parent Members.
3. There are two two-year term positions available to Associate Members; in the absence of Associate Member Candidates these positions will be available to Parent Members
4. There are two Professional Staff Member positions. Each Professional Staff Member is elected for a one-year term but must be willing and available to serve for at least two years.

#### **3.3.2. Expectations**

All Board members will:

1. be active members within the Academia Cotopaxi community,

2. contribute with professional or personal experience that may be relevant and enriching for the functioning of the Board
3. exhibit competencies such as, but not limited to:<sup>1</sup>

<ul style="list-style-type: none"> <li>● Accountability</li> <li>● Achievement Orientation</li> <li>● Change Leadership</li> <li>● Collaboration</li> <li>● Information Seeking</li> </ul>	<ul style="list-style-type: none"> <li>● Innovative Thinking</li> <li>● Complexity Management</li> <li>● Organizational Awareness</li> <li>● Professionalism</li> <li>● Strategic Orientation</li> </ul>	<ul style="list-style-type: none"> <li>● Community Orientation</li> <li>● Relationship Building</li> <li>● Talent Development</li> <li>● Team Leadership</li> </ul>
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4. have the availability of time for regular and extraordinary meetings of the Board and its committees
5. actively participate in school life, through involvement and/or support of various Academia Cotopaxi community activities
6. preferably have been or will be a part of the community for at least two or three years
7. contribute with the perspectives of one or several stakeholder group(s), but not represent any faction and/or specific agenda
8. actively encourage the participation of the entire community in school life and,
9. nurture relationships with exceptional individuals that embody the previous qualities and may support in various ways including their participation as future Board Members

### 3.3.3. Code of Conduct

To safeguard the well-being of the organization and maintaining a high-performing Board of Trustees, elected Board Members must:

1. read, accept and sign the Board Code of Conduct ([Annex 7.1](#)) every year prior to the first regular meeting of the newly appointed Board.
2. strictly abide by its terms. In case there is a breach of the Code of Conduct the Board of Trustees will discuss the matter during the next regular meeting. If the matter requires urgent attention, the Board will convene an extraordinary meeting to discuss the matter and the actions to be taken.

### 3.3.4. Community involvement

The members of the Board are:

1. required to attend the High School Graduation, the Jura de la Bandera and the International Festival as official representatives of Academia Cotopaxi highlighting the importance of these events.
2. strongly encouraged to support Academia Cotopaxi during athletic competitions, performing arts presentations and/or any public community activities.

### 3.3.5. Financial Considerations for Parent Members

All Board members are expected to meet all of their personal financial obligations to the school.

<sup>1</sup> Competency-Based Governance: A Foundation for Board and Organizational Effectiveness, 2009

1. The parent/guardian of the student is deemed to be responsible for all financial obligations, regardless of whether an employer or other agent pays fees for them or not.
2. Board members who are over thirty (30) days in arrears on tuition and/or fee payments shall be suspended from meeting attendance and shall have no vote on issues until the financial obligation is cleared. Absences shall be considered as missed meetings under section (a), above.
3. Board members who are over ninety (90) days in arrears shall be asked to resign from the Board.
4. Should a member refuse to resign when requested, or should a member violate item (1), above, more than once in his/her elected or appointed term, the Board shall formally remove the member from the Board.

### **3.3.6. Board Member Vacancies**

Given the conflicting interpretation of Estatuto Articles 23 and 24, and in light of legal counsel, the Board has exercised its authority to interpret the Estatuto, as granted in Article 28, item w, and issues the policy in items below:

1. In the case that, for any reason, there is a vacancy on the Board of Trustees, the Board will name a replacement within thirty days of the position becoming vacant to serve until the next regular General Assembly. At that time, a replacement shall be elected to fulfil the time remaining in the original term.
2. In a given school year, the Board may appoint no more than two members to fill vacant position terms until the next general assembly.

## **3.4. Officers**

The Board of Trustees is composed of five officers in accordance to the By-laws the: President, Vice-president, Treasurer and Secretary. Their election is the first item on the agenda of the first regular meeting of the new Board cycle. Each of them have a specific role and set of functions they must perform.

### **3.4.1. President**

1. To be considered for President, a member should have served on the Board for at least one year before being considered for the role, ideally as Vice-President of the Board.
2. The President's roles are to:
  - A. Be the official and primary representative of the Board of Trustees towards the Assembly and the stakeholders of Academia Cotopaxi, as well as with outside parties and during official events. The President may delegate this authority but remains accountable for its use.
  - B. Give support for the Head of School as a sounding board and advisor, as well as delivering the Head of School's yearly evaluation along with the Vice-president.
  - C. Organize and preside over the Board of Trustees' meetings. For this he or she must facilitate board discussions and decisions, maintaining order, objectivity and diligence
  - D. Supervise the fluid and effective functioning of the committees
3. The President's is responsible for:
  - A. Drafting, in collaboration with the Vice-president and Head of School, the agenda for all of the Board Meetings

- B. Serving as Chair during board meetings, ensuring all members are heard, discussions are maintained on topic and that the agenda is completed.
- C. Following up on committees periodically to oversee their correct functioning, progress towards their defined goals and adhering to the relevant policies and procedures.
- D. Meeting with the Head of School and Vice-president periodically, no less than once a month, to review regular operations offering support as needed.

#### **3.4.2. Vice-president**

1. To be considered for Vice-President, a member would ideally have served for one year on the board before being elected to that office.
2. The Vice-president's roles are to:
  - A. Fill the President's roles and functions in case of her or his absence, or by delegation.
  - B. Give support for the Head of School as a sounding board and advisor, as well as delivering the Head of School's
3. The vice-president's is responsible for:
  - A. Meeting with the Head of School and President periodically, no less than once a month, to review regular operations and offer support as needed.

#### **3.4.3. Treasurer**

1. To be considered for Treasurer and Chairman of the Finance Committee, the Board should maintain a strong preference for individuals who have served for at least one year on the Finance Committee, but prior Board membership should not be considered a critical expectation
2. The Treasurer's roles are to:
  - A. Serve as the liaison between the Board and the Finance Committee financial soundness of the school and its budget ensuring that the Board receives reliable information to assess the financial soundness of the organization.
  - B. Support the Head of School on financial matters
3. The Treasurer is responsible for:
  - A. Chairing the Finance Committee
  - B. Organizing and presenting financial information that will help the Board fulfill its fiduciary responsibility and planning.

#### **3.4.4. Secretary**

1. The Secretary's roles is to:
  - A. Draft, record, edit and submit Board meeting minutes to be approved by the Board
2. The Secretary is responsible for::
  - A. Recording the minutes to corroborate the motions and votes during official Board Meetings, as well as certifying with the President their authenticity.

### **3.5. Association Assembly Meeting:**

Assembly meetings will be called and run in accordance to the By-Laws. In addition, the Board President and Head of School will present a Year End Reports.

#### **3.5.1. President Report**

1. Institutional Policy Compliance
2. Financial
3. Policy Compliance
4. Board Evaluation

#### **3.5.2. Head of School Report**

1. Institutional Results Report
  - A. Strategic Plan Progress Report
  - B. Educational Results Report
  - C. Organizational Results Report
  - D. End of Year Summary

### **3.6. Board Meetings**

The Board of Trustees will meet in Regular and Extraordinary meetings as well as the yearly Association Assembly Meeting. These meetings will occur throughout the Governance cycle which begins in June and ends in May of the following year. In addition, the Board of Trustees will have two yearly retreats.

#### **3.6.1. General Guidelines**

1. Quorum will be met with a simple majority of members present. If quorum is not met at the scheduled time of the meeting the board will wait fifteen minutes, if after such time there are still not enough Board Members, the meeting will be postponed no later than fifteen days after the original date.
2. If a date is changed, the new date shall be considered the regular meeting date only when notice is given at least eight (8) days prior to the new date, per Ecuadorian law.
3. Voting must adhere to the following regulations:
  - A. New Board members (elected or appointed) shall not be eligible to vote on issues before the Board until they have completed the New Board Member Orientation
  - B. Members must be physically present during voting in order to cast their vote. No vote may be cast by proxy.
  - C. The chair of the meeting must verify that everyone has clearly expressed their vote.
  - D. Abstentions shall be voiced, justified, and noted in the minutes whenever used.
  - E. Motions pass by a simple majority
  - F. Minutes will only reflect passed motions without specifying who placed or seconded the motion.
4. All meetings will be conducted in English
5. Unless specified as confidential meetings or meetings of the Executive Committee, minutes shall be available to members of the Association

6. The Board may permit orderly participation by non-Board members. Such participation shall be limited to those who request to address the Board through the Head of School and/or Board President at least 24 hours prior to the distribution of the information packet for the meeting and is subject to the approval of the Board President. The President is charged with assuring that all such participation/attendance be done in a civil/respectful manner and that, failing to meet that criterion, the President is specifically empowered to end the participation of the individual or group involved.
7. The Board will hold no meetings in the absence of the Head of School, unless it is to review his/her performance and contract.

### **3.6.2. Regular Meetings**

1. In accordance to the by-laws the Board will:
  - A. Convene for at least nine meetings;
  - B. Conduct meetings closed to non-Board members (Article 26 of by-laws)
2. They will be separated into four categories: New Board Installment, Fiduciary, Strategic and End of Year Meetings.
  - A. New Board Installment meetings occur in June. In this meeting the following topics will be viewed:
    - i. Election of Officers
    - ii. Review of End of the Year Report including the Board Evaluation
    - iii. Discussion and definition of Board and Head of School Goals, as well as a list of possible Generative Discussion subjects.
    - iv. Creation of a list of community members with potential to serve on Board committees. This would allow the Board to be actively involved with and get to know people who demonstrate their commitment to the School and their interest in Board matters. Therefore, they should meet the relevant criteria of [Policy 3.2.2](#)
    - v. Designate Standing Committee Chairs, participating Board Members and where appropriate, non-Board members from the list on item (iv) to be invited to join.
  - B. Fiduciary Meetings will occur in October, January, April and contain the following in-depth reports by the Head of School, the Finance Committee and any additional reports required by the Board at least a month in advance. January meetings should also include any Auditor's Reports.
    - i. Head of School Progress Report will include but is not limited to:
      1. Admissions status
      2. Educational indicators
      3. Head of School Goal progress
    - ii. Finance Committee Report will include but is not limited to:
      1. Financial Statements
      2. Investment Report
      3. Indicators

#### 4. Projections

- C. Generative Meetings will occur in September, November, December, March. These meetings will purely focus on promoting strategic thought by the Board and continually looking towards future of Academia Cotopaxi in all its facets. After prioritizing and scheduling the subjects considered at the New Board Installment meeting, the Board will discuss each subject at length. These meetings may require preparation, presentations and/or additional research to explore the topics. As a result the Board will set the guidelines for Academia Cotopaxi's development and initiate any actions necessary for such end.
  - D. End of Year Meetings occur in May. During this meeting the Board will discuss any items that require additional information from the April Supervisory Meeting and receive the final reports from any other committee. After which the Trustees Committee will draft a summary presentation for Board archives.
- 3. Regular meetings will be chaired by the President or Vice-president. The facilitation of Generative Discussions may be delegated to any other Board Members or external facilitators if required.
  - 4. The agenda will contain the at least following items:
    - A. Date and time of the Board Meeting
    - B. If required, a list of non-Board Member guests
    - C. The following reports will be included in the agenda as defined by the President, previously required by the Board or by policy:
      - i. Attendance (mandatory)
      - ii. Community (upon formal request)
      - iii. Head of School's Update (mandatory)
      - iv. Committee
      - v. Discussion items as defined by the President or previously requested by the Board.
      - vi. Meeting and Board Policy Compliance Evaluation
      - vii. Minute Approval
  - 5. Board members are expected to attend all meetings. A Board member who misses three (3) consecutive regular meetings during his/her elected term, or who misses five (5) regular meetings in any twelve (12) month period, will be automatically removed from the Board. Board members will be informed, in writing, of their attendance record as a part of the monthly Board agenda.

#### **3.6.3. Extraordinary Meetings**

- 1. The President may call such meetings as he/she deems needed, or as requested by at least two (2) Board members. In such cases, Board members shall be advised of the meeting in writing and the agenda limited to the specifically proposed topic(s), unless a majority of the quorum present agrees to extend the agenda to other topics.

#### **3.6.4. Retreats**

1. There will be two Board Retreats, one in the Fall and the other in the Spring to further the Board Members knowledge of Education and/or Governance, and to discuss any other items previously agreed upon by the Board.
2. The school must set apart a Budget Item for these retreats. This budget may be used for:
  - A. hiring of a consultant, presenter or facilitator,
  - B. materials for Member preparation,
  - C. relevant assessments or studies,
  - D. meals and refreshments during the retreat,
  - E. an external venue in the Quito area.

This budget must be accompanied by a report justifying the expenses and any possible extraordinary expenses outside of the allotted budget. This report must be made easily available for any interested party.

#### **3.6.5. Minutes**

The Secretary of the Board must record minutes for all regular and extraordinary meetings. In her or his absence the President of the Board will appoint an Ad-Hoc Secretary from any of the other Members of the Board.

The minutes will include only the following:

1. Agenda items covered and, if any, items postponed.
2. Subject of extraordinary and relevant items discussed outside of the original agenda.
3. Approved motions
  - A. Accepting or rejecting reports
  - B. Requesting actions to Committees or the Head of School
  - C. Accepting or rejecting the minutes
4. Signature of the Secretary and President certifying the authenticity of the minutes and their approval by the Board.

### **3.7. Board Training**

The Board of Trustees must not only rely on its Board Member's skills and qualifications. As a whole, they must come to possess working knowledge on an array of areas which will enhance their ability to define a long term vision, and lead the efforts towards it with strategic insights, decisions and supervision.

#### **3.7.1. Subjects**

The Board will seek to receive training in, but not limited to, the following subjects:

1. Education
  - A. Trends
  - B. Methods
2. Governance
3. Educational Institution/Non for Profit Finance
4. Educational Institution Development

### 3.7.2. Methods

1. Conferences and/or seminars
2. In-house training procured by internal or external trainers/facilitators
3. Self-education

### 3.7.3. Budget

1. The yearly budget will contain a specific line item directed towards Board Training.
2. Every year, the Board will review this item specifically and determine the amount and the allocation of such funds for the following year.
3. Funds may be derived from the assigned budget or from external sources such as grants or donations.
4. Any amount not utilized in that year, upto \$X.00, will be accumulated for the following year's training. Any funds remaining will be reinvested on SOMETHING. In the case of grants or donations, any funds not used will be subject to the terms of such mechanisms.

## 3.8. Committees

The Board of Trustees will make use of committees to accomplish its work and support the institution where required. There are four standing committees, as defined in Article 37 of the By-Laws, two standing committees, defined by the present manual, and two *on-demand* committees, respectively: Executive, Finance, Trustees (*Elecciones y Nominaciones*), Elections (*Electoral*), Head of School Support, Policy, Head of School Search and Strategic Planning.

### 3.8.1. General Guidelines

1. Common Obligations
  - A. All committees must have a specific charge. Standing committees will have Charges defining their predefined obligations.
  - B. The Board must create Ad-Hoc Committees based on a specific, time bound charge.
  - C. In addition, each Standing Committee will have between one and three specific objectives aimed at the improvement in the functioning of the committee itself or the Board as a whole in its area of specialization. Ad-Hoc Committees, in turn, be assigned or develop specific and tangible objectives to present to the Board.
  - D. Ex-Officio Members
    - i. The President shall serve as an ex-officio member on all Committees, but shall attend meetings at his/her discretion.
    - ii. The Director shall serve as an ex-officio member of all Board committees, with the exception of any committee formed to discuss/make recommendations on his/her employment or employment terms.
  - E. Non-Board Members

Where appropriate, the Board is encouraged and will include members from outside the Board of Trustees to promote community involvement. To fill these positions, it is encouraged the Board consider the following guidelines:

- i. The Board will select non-Board members from the list gathered in the New Board Installment meeting. Preferably, two names will be selected per available position in case the first choice is not able to be part of the committee.
  - ii. If necessary, Board Members may submit new names, but candidates must comply with the criteria used during the New Board Installment meeting.
  - iii. Upon Board approval, the respective Committee chair will contact the candidates to inquire about their interest and availability.
  - iv. Once the candidate has accepted the position, he or she must read, accept and sign a Non-Board Committee Member Code of Conduct ([Annex 7.2](#))
- F. Parent Members
- i. All parent committee members must adhere to [Policy 3.2.5](#) regarding financial obligations.
- G. Member participation will be requested for one year terms, unless the specific committee is charged with activities to be completed in a shorter period of time. In the case of a Committee member not completing the year, the Committee, through its Chair, may recommend replacements to the Board for its consideration. The vacant position(s) must be filled prior to the next committee meeting.
- H. Committees will follow the respective procedures found in the Board of Trustees Procedure Manual for requesting and/or calling for meetings.
- I. Quorum for all Board committees will be a simple majority of the members of the committee.
- J. All committees will keep minutes of their meetings. At a minimum, these minutes will state:
- i. Date and time of the meeting
  - ii. A list of the participants invited and those in attendance
  - iii. A brief agenda, the items discussed,
  - iv. The length of the meeting,
  - v. Any tasks/preparation for the next meeting,
  - vi. Tentative items for next agenda and,
  - vii. Date the next meeting will take place.
- K. Upon the Board's explicit request or self-imposed guidelines, each committee will submit reports to the Board summarizing advancements in their charge and objectives, and/or submitting to the Board any questions or decisions it must make for the completion of the committees work.
- L. At the end of the Governance cycle, all on-going committees must present a report stating their progress regarding the progress and/or completion of their charge and/or objectives as well as an End of the Year Committee Self-evaluation. This evaluation will assess compliance of all relevant policies as well as the functioning of the committee and its members.

2. Limitations
  - A. Within committees, as in all other cases, no Board Member may order the Head of School, or other member to take any action without the express consent of the Board of Trustees indicated through an approved motion in an Regular or Extraordinary meeting.
  - B. No committee may order any member of the community, including employees of Academia Cotopaxi to take any action. Any request to do so must be presented to the Head of School with the express consent of the Board of Trustees indicated through an approved motion in an Regular or Extraordinary meeting
  - C. No information may be requested directly by a committee from either faculty, staff or other community members. The request must be approved by the committee and directed through the Head of School. Such information must be considered reasonable by the Head of School. If it is not, the Committee Chair will follow the appropriate procedure from the Board of Trustee's Procedure Manual on requesting additional information with Board approval.

### **3.8.2. Standing Committees**

1. Executive
  - A. The charge of the committee is to:
    - i. discuss any relevant items where Professional Members may have conflicts of interest pertaining, but not limited to, legal or disciplinary actions, individual personnel matters, contract or other negotiations, and highly sensitive items brought to it by the Head of School.
    - ii. hear any complaints against the Head of School that have run their normal course or are outside of the administrative realm, and have been elevated to the Board level.
    - iii. gather and discuss feedback for the Head of School's evaluation.
    - iv. discuss and define the terms of the Head of School's contract, including salary and benefits package during hiring and contract renewal negotiations. The committee may have direct access to the Business Manager, through the Board President, for information related to the costs of the Head of School's contract when that contract is being negotiated. The President will inform the Head of School that such information is being requested.
    - v. discuss any matter brought to it by anyone of its members in accordance to the relevant procedure in the Board of Trustees Procedure Manual
    - vi. keep minutes as with other committees, but, these will be deemed confidential and shall be maintained separately from the regular meeting minutes.
  - B. Composition
    - i. Parent and Associate members

- ii. Head of School (except when discussing matters within charge (iv), or where there may be conflict of interest
  - iii. Any individual specifically invited to attend by the Committee and/or Head of School.
- 2. Finance
  - A. The charge of the committee is to:
    - i. supervise good financial standing, review the consistency in management practices according to Board Policy regarding financial planning, budget, finance, activities and the protection of assets, and alerting the Board in case there are any irregularities
    - ii. support in the making of the yearly budget prepared by the Head of School and Finance Manager and offering its opinion on it to the Board as a whole.
    - iii. support the Head of School in financial decisions and financial management of the School that do not require Board approval.
    - iv. generate accurate and meaningful executive reports for Board consumption
  - B. Composition
    - i. Treasurer (must be present in all meetings)
    - ii. Head of School (must be present in all meetings)
    - iii. Additional Board Member
    - iv. Two non-Board members (preferably with a relevant professional background)
- 3. Trustees
  - A. The charge of the committee is to:
    - i. actively investigate and review community and assembly members that may be interested in serving on the Board and who will contribute to it in an important and constructive way.
    - ii. ensure that there is at least one candidate for any vacancy on the Board for elections.
    - iii. inform the community of upcoming Board Member vacancies, and nomination process within an established timeline and manner as stated in the Board of Trustee's Procedure Manual.
  - B. Composition
    - i. Board President
    - ii. Additional Board Member
- 4. Elections
  - A. The charge of the committee is to:
    - i. serve as executors of the elections procedure detailed in the Board of Trustee's Procedure Manual
    - ii. oversee and vouch for the transparency of the elections process maintaining strict confidentiality according to procedure.
  - B. Composition

- i. Three members in good standing of the Association appointed by the President in accordance with the by-laws and the relevant procedure on the Board of Trustee's Procedure Manual.
- 5. Head of School Support
  - A. The charge of the committee is to:
    - i. discuss, at least once a month, any pressing or important matters the Head of School may require support on, and/or any specific issues the President wishes to follow up on, on behalf of the Board.
    - ii. conduct the Head of School's Yearly Performance evaluation as described in [Policy X.X](#)
    - iii. Neither the President, nor the Vice-President may give directions or act as the Head of School's supervisors.
    - iv. If either the President, or Vice-President determine there are items which require Board attention, they will notify the Head of School and present the necessary information to the Board through the most appropriate method possible.
  - B. Composition
    - i. President
    - ii. Vice-president
    - iii. Head of School
- 6. Policy
  - A. The charge of the committee is to:
    - i. assess policy compliance through the methods described in Policy 3.1.2.i according to the Evaluation Calendar in the Procedure Manual.
    - ii. define the methods to be used to assess policy compliance for the relevant policies according to the Evaluation Calendar in the Procedure Manual for the following year
    - iii. review the entire Governance Policy and Procedures Manual in a three year period according to a self-imposed, Board approved timeline,
    - iv. make recommendations to the Board on possible changes or improvements.
    - v. make changes and revisions to the manuals during the review cycle upon Board's request or with the Board's approval as a result of submitted recommendations
    - vi. review and compile the Board peer and self-evaluations, and the committee self-evaluations
    - vii. organize relevant board training for retreats and Generative Meetings
  - B. Composition
    - i. Board member (Chair)
    - ii. Two additional Board members (at least one Professional Member)
- 7. Strategic Planning
  - A. The charge of the committee is to:

- i. organize, budget, and execute a five year Strategic Planning Process every five years (2019, 2024, 2029, so on and so forth). The process must accomplish the following:
      - 1. Review the Mission and Value Statements
      - 2. Validate the actuality of the Value Proposition Statement
      - 3. Review the fruition of the Vision and completion of the Strategic Objectives
      - 4. Define the new Strategic Objectives
      - 5. The execution of the Strategic Plan
    - ii. ensure the transparency of the process by involving the entire Academia Cotopaxi community throughout the different stages of planning.
  - B. Composition
    - i. President
    - ii. Board member
    - iii. Head of School
    - iv. Community member
- 8. Head of School Search
  - A. The charge of the committee is to:
    - i. follow the Board Procedure Manual regarding Head of School selection.
  - B. Composition
    - i. President
    - ii. Two Board members
    - iii. Community members
- 9. Scholarship and Financial Aid Committee

### 3.8.3. Ad-Hoc

- 1. Criteria
  - A. Ad-Hoc committees will be created for a specific purpose by the Board of Trustees. These committees must not interfere with the administrative autonomy of the Head of School, but rather clearly contributes with [Policy 3.1](#) on the purpose of the Board
  - B. Ad-hoc committees must conform with the [Policy 3.5.1](#) on committee General Guidelines
- 2. Charge
  - A. The Board must be very specific in charging a new Ad-Hoc Committee defining the following:
    - i. its purpose,
    - ii. a set of objectives,
    - iii. a schedule of update reports
    - iv. defining what members must serve on it,
    - v. appointing a Board Member to chair and be responsible for its performance.
  - B. An Ad-Hoc committee must have a time limit to complete its charge and it may not last more than two years. If it is required longer, the Board must decide on whether it is to become a

Standing Committee, its charge must be redefined for completion after an additional year, or to be eliminated.

**Accountability Criteria:**

The Board of Trustees is accountable for ensuring that:

1. there are policies in place to assure its continuity, and its effective and efficient functioning,
2. it is fully complying with said policies and if not, justifying why it does not,
3. it is accomplishing its yearly goals and supporting the Head of School

The Board of Trustees will demonstrate compliance of policies in [Section 3 On the Board of Trustees](#) within the Policy Compliance Report during the Year End Report to the Association. The data used will be gathered through a combination of Board Member self and peer evaluations, Committee self and Board evaluations, and periodic external audits. Each of these evaluations are described in the Board of Trustees Procedure Manual under section 4. Policy Monitoring and Evaluations.

## 4. Institutional Policies

Institutional Policies are jointly defined by the Board of Trustees and the Head of School as a result of the Strategic Planning Process, where the entire community is invited to participate. They will reflect the Educational, Organizational and Cultural Philosophies of the School and define the parameters within which the Head of School must operate.

### 4.1. Educational

#### 4.1.1. Program

1. Principles
  - A. English language
    - i. Main language of program
    - ii. As a Second Language
  - B. International
    - i. Curriculum
    - ii. Culture
  - C. Highschool Diplomas
  - D. College Preparation
2. Curriculum
  - A. Academic
    - i. Standards
    - ii. Monitoring
  - B. Character
3. Extra-curricular activities
  - A. Arts
  - B. Sports
  - C. Service

#### 4.1.2. Faculty

1. Standards
2. Monitoring

#### 4.1.3. Technology

1. Standards
2. Monitoring

### 4.2. Organizational

#### 4.2.1. Regulatory Compliance

1. Academia Cotopaxi will comply with all legal entities to which it is bound to by national and local law.
2. Policy Compliance

A report indicating compliance with the following regulatory entities and any observations:

  - A. Ministry of Education (Ministerio de Educación)
  - B. Ministry of Labor (Ministerio de Relaciones Laborales)

- C. Internal Revenue Service (Servicio de Rentas Internas)
- D. Quito Municipality (Municipio del Distrito Metropolitano)
- E. Any additional institutions that may require compliance.

#### **4.2.2. Accreditation**

1. Academia Cotopaxi will maintain accreditation with any of the major international organizations. Any change onto a different or additional organization must be approved careful consideration of the possible benefits or drawbacks of such decision.
2. Policy Compliance  
A report on the status of accreditation and the results of any assessments and/or reports issued by the accrediting body.

#### **4.2.3. Admissions and Financial Aid**

1. Required Policies  
The administration will adhere to and include policies in the Administrative Policy and Procedure Manual regarding the following items:
  - A. A clear fair, unbiased criteria and procedure for student admissions. It must be published and available for parents of potential students.
  - B. A clear fair, unbiased criteria and procedure for the endowment of financial aid and merit-based scholarships. It must be published and available for parents of potential students.
  - C. A maximum of X% of the entire student body may be children with disabilities
  - D. No single nationality (children with double nationality excluded from this tally) should make up more than 50% of the school's population.
2. Monitoring
  - A. A report on the following metrics:
    - i. Five year historic comparative chart of enrollment by division
    - ii. Five year historic comparative chart of exits by division and reason
    - iii. Statistics of enrolled student nationalities
    - iv. Three year enrollment projections based on trends and market research
 Any changes to the policies related to those above by the Administration must be informed to the Board.
3. Policy Compliance
  - A. Every 5 years the Board will review the presence of policies in the Administrative Policy and Procedure Manuals pertaining the Required Policies section above
  - B. Every year, as a part of the evaluation process, the Board will review Administrative Policy Compliance of at least two of these policies completing the evaluation of all policies in a three year cycle.

#### **4.2.4. Student and Parent Policies**

1. Required student policies

The administration will publish and communicate a Student Policy and Procedure Manual describing student rights and responsibilities. The manual must include policies regarding the following items:

- A. Definitions and consequences for the following misconduct, as well as the procedures to report them.
  - i. Cheating
  - ii. Plagiarism
  - iii. Bullying (in all its forms)
  - iv. Illegal substances and alcohol
  - v. Sexual Harassment and abuse
- B. A procedure for reporting grievances through the respective management chains up to the Head of School. After which refer to Procedure X.X for presenting grievances to the Board.

2. Required parent policies

The administration will publish and communicate a Parent Policy and Procedure Manual describing parent rights and responsibilities. The manual MUST include policies regarding the following items:

- A. Description of what can be expected by parents in terms of, but not limited to:
  - i. Curriculum
  - ii. Assessment
  - iii. Disciplinary actions
  - iv. Educational outcomes and results
- B. Definitions and consequences for the following misconduct involving students, faculty and staff , as well as the procedures to report them.
  - i. Physical and verbal abuse
  - ii. Illegal substances and alcohol
  - iii. Sexual Harassment and abuse
- C. A procedure for reporting grievances through the respective management chains up to the Head of School. After which refer to Procedure X.X for presenting grievances to the Board.

Any changes to the policies related to those above by the Administration must be informed to the Board.

3. Customer satisfaction will be measured yearly through a Customer Satisfaction Survey either purchased externally or designed internally. Either surveys must be defined together with and approved by the Board.

#### **4.2.5. Talent Management**

1. Required policies

The administration will adhere to, include and communicate policies in the Personnel Policy and Procedure Manual regarding the following items:

- A. Compensation
  - i. A salary scale for all positions available at Academia Cotopaxi. This scale will be regularly reviewed and compared to local averages and best-practices by the Head of School.
  - ii. Scale must be competitive and reasonable within the geographic or professional market for the skills employed.

- iii. Compensation obligations must be set within revenues can be safely projected, in all events subject to losses in revenue.
  - 1. Teacher's contracts must meet Ecuadorian law.
  - 2. International contract teachers may only negotiate two (2) year term contracts.
  - 3. International contract administrators may only negotiate three (3) years.
- iv. The Director may not establish or change pension benefits so as to cause inequitable situations, including those that:
  - 1. Violate applicable Ecuadorian law.
  - 2. Incur unfunded liabilities.
  - 3. Provide less than a basic level of benefits to all full-time employees, although differential benefits to encourage longevity or to address the difference between local and international hiring markets are not prohibited.
  - 4. Allow any employee to lose benefits already accrued from any foregoing plan.
  - 5. Treat the Director differently from other key employees.
- B. A description and procedure for hiring local and foreign faculty and staff seeking to ensure the best quality of professionals to be hired and non-discrimination.
- C. A description of professional development opportunities and procedures allowing for the development of all employees if they wish to take advantage of such.
- D. A description of career tracks in the organization and appropriate procedures for professional advancement.
- E. A clear and fair evaluation process for all faculty, staff and other employees of Academia Cotopaxi.
- F. A procedure for reporting grievances through the respective management chains up to the Head of School. After which refer to Procedure X.X for presenting grievances to the Board.
- G. Definitions and consequences for the following misconduct with students, parents, faculty and staff, as well as the procedure to report them.
  - i. Physical and verbal abuse
  - ii. Illegal substances & alcohol
  - iii. Sexual Harassment & abuse

Any changes to the policies related to those above by the Administration must be informed to the Board.

- 2. Employee satisfaction will measured yearly through a Climate Survey either purchased externally or designed internally. Either surveys must be defined together with and approved by the Board.

#### **4.2.6. Administration**

- 1. Required administrative policies
 

The administration will adhere to and include policies in the Administrative Policy and Procedure Manual regarding the following items:

  - A. Asset Protection

- i. Maintaining appropriate inventory systems, reconciling inventories annually
  - ii. The school must have insurance against theft and casualty losses of at least 80 percent of replacement value and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations.
  - iii. Description of improper wear and tear of plant and equipment and/or insufficient maintenance
  - iv. Purchases must:
    - 1. be made with prudent protection against conflict of interest
    - 2. be subjected to a comparative analysis of price and quality when the values is over \$10,000 (ten thousand dollars) prior to acquisition.
  - v. Protection of the School's technology assets including, but not limited to, virus and pirating protections, violation of copyright, especially in reference to computer software, video media, internal data, school copyrighted material and other applicable areas
- B. Privacy and Intellectual Property**
- i. Definition of confidential information pertaining Academia Cotopaxi and a Confidentiality agreement for all personnel.
  - ii. Information requested from parents, students, faculty, or staff must be adequately protected and elicited only with the proper justification and notification.
  - iii. Protection of intellectual property, information, and files including, but not limited to, software, internal data, and school copyrighted material, from loss or significant damage
- C. Infrastructure**
- i. Proper maintenance and upkeep of all infrastructure and grounds belonging to Academia Cotopaxi
  - ii. Standards of cleanliness, safety and security in accordance to industry and common best practices.

#### **4.2.7. Finance**

##### **1. Conditions and Limitations**

The school must take into consideration the following conditions and limitations when dealing with financial matters in order to ensure sound financial standing and planning of the institution.

##### **A. The school will work with a comprehensive budget. It must:**

- i. be approved before the end of March by the Board,
- ii. be accompanied with a detailed report indicating the assumptions with which the budget is made. This report must also be approved by the Board and includes, but is not limited to, the following items:
  - 1. Relevant economic outlook
  - 2. Projection of revenues and expenses
  - 3. Defined capital and operational items
  - 4. Cash flow

- iii. take into account:
    - 1. operational and capital needs,
    - 2. strategic needs of the organization,
    - 3. needs for a capital reserve,
    - 4. need for financial aid and merit-based scholarships
    - 5. Board ordinary expenses and training
  - iv. meet legal commitments to retirement and severance,
  - v. NOT allow for the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period
  - vi. NOT reduce the current assets at any time to less than twice current liabilities or allows cash reserves to drop below a safety reserve of less than three (3) months operating expenses at any time, whichever is more.
- B. Financial Activities
- i. School fees and charges or changes to the approved total income or expense budgets must have Board approval
  - ii. Expenditures may not exceed those budgeted for that fiscal year, unless there is explicit Board permission. Such exceptions must:
    - 1. be accompanied by a note in the yearly finance report to the General Assembly justifying the expense and how it was accomplished
    - 2. not indebt the organization in an amount greater that can be repaid by certain, otherwise unencumbered revenues within sixty days
  - iii. Long-term reserves may not be used
  - iv. All payroll and debts must be settled in a timely matter as established contractually and according to best-practices
  - v. The Board must be advised within 30 days of any tax payments or other government ordered payments or filings that are overdue or inaccurately filed
  - vi. Single unbudgeted purchases or financial commitments of greater than \$1,500 (one thousand five hundred dollars) must be approved by the Board
  - vii. Purchases or sale of assests over \$10,000 (ten thousand dollars) that are not itemized in the budget must be approved by the Board.
  - viii. Board approval is required in order to acquire, encumber, or dispose of real property.
  - ix. Payments must have at least two authorized signatures.
    - 1. Check signing authority is vested in the Head of School, the Business Manager of the School, and in the four Board Officers.
    - 2. Payments of US\$10,000 or more shall require one of the signatures to be from a Board member.
  - x. Receivables must be pursued after a reasonable grace period. The Board must be informed of all receivables that are more than 90 days past due no later than its next regular meetings.
  - xi. Operating Capital must be invested or held in or through insecure organizations or instruments, including uninsured checking

accounts and bonds of less than AA rating as assigned by an international or domestic agency approved by the Finance Committee, that rating and agency to be reviewed quarterly by the Finance Committee along with the administration's regular investment reports, or in non-interest-bearing accounts except when necessary to facilitate ease in operational transactions.

- xii. The reception, processing and disbursing of funds must be controlled, meeting the board-appointed auditor's standards.
2. Monitoring and Reporting
    - A. Financial Statements (Income, Balance, Cash Flows)
    - B. Financial Planning

#### **4.2.8. Risk Management**

Academia Cotopaxi will continuously monitor, assess and take the necessary measures to minimize its exposure to risks.

1. Required Policies

The administration will adhere to and include policies in the Administrative Policy and Procedure Manual regarding the following items:

- A. Ensuring that Academia Cotopaxi and its profit centers fully comply with international and local Anti-laundering standards and regulations.

2. Auditing

The monitoring and assessment of possible risks and liabilities will be accomplished through periodical internal and/or external audits. In the event there are actions to be followed they will be addressed at either the administrative and Board level, as necessary. Audits must comply with the following policies.

- A. They will be conducted in the following areas, periodically according to the Procedure Manual Policy X.X.X
  - i. Financial
  - ii. Legal
  - iii. Regulatory compliance
  - iv. Technology
  - v. Hygiene/Sanitation
  - vi. Risk management
  - vii. Policy Compliance
- B. Audits, be they internal or external, will be conducted within specific scope determined and approved by the Board. The deliverables will include a report and presentation for the Board.
- C. Auditors will be selected by the Board, though it can delegate this responsibility to a specific committee through a specific charge and guidelines.

3. Insurance coverage

Academia Cotopaxi will maintain insurance coverage for students, faculty, staff, property according to best practices and auditor recommendations.

#### **4.2.9. Fundraising**

##### **1. Purposes**

The purpose of the funds will be used on properly justified projects which will enhance and/or support learning within Academia Cotopaxi's learning community. These may include, but are not limited to:

- A. Professional development of faculty and/or staff through conferences, workshops, learning material, and other methods approved by the Head of School.
- B. Infrastructure design and development
- C. Technology development and acquisition
- D. Inclusivity related projects
- E. Financial aid and merit based scholarships.
- F. Board training and development.
- G. Social responsibility and shared value initiatives implemented by Academia Cotopaxi or its learning community.

##### **2. Fund requirements and management**

The Board of Trustees, Head of School, faculty, staff and students may seek for funding from grants and/or donations if the following requirements are met:

- A. The funds must come from traceable sources which comply with international and local Anti-Laundering standards and regulations.
- B. All grant funds must be used in a prudent, lawful and ethical manner and are subject to internal and/or external audit, and Board inspection.
- C. All grants, with the exception of those related to faculty and staff professional development, must be approved by the Board.
- D. The Board must be made aware of any funds acquired through grants and donations with a briefing of the person and or institution making the donation (with the exception of donors who request to be kept anonymous), and the purpose and recipient of the funds.
- E. Grants may be requested by individuals and/or groups with the sufficient qualifications to implement the project for which it was awarded.

#### **4.2.10. Profit Centers**

Academia Cotopaxi will make use of Profit Centers offering products and/or services locally, nationally or internationally focusing on education and learning. Such centers will be under direct supervision of the Head of School but under the Board of Trustees strategic and financial oversight.

- 1. Profit centers must not become a legal and/or financial liability for the school and may be subject to internal and/or external audits.
- 2. All profit acquired through these centers after expenses must be used as investments for the improvement in the quality of the education offered and/or social responsibility initiatives.
- 3. New profit centers must be presented with formal business plans for Board approval
- 4. Financial statement summaries and performance reports must be presented to and approved by the Board yearly.

5. All centers must have a return on investment (ROI) of at least x%
6. Each profit center must undergo a strategic planning process every five years with the participation of at least two Board members.

#### **4.2.11. Shared Value and Social Responsibility**

Academia Cotopaxi will actively participate in shared value and social responsibility endeavors to positively impact the local, national and international community in the area of education and learning. To this end it may:

1. develop, and implement programs for the advancement of education locally, nationally or internationally.
2. incorporate service not only in its curriculum but also involve the entire Academia Cotopaxi community in yearly, or more frequent, initiatives. These may be in designed to help in issues including poverty, disabilities and the environment.
3. offer merit based scholarships to students who would not otherwise be able to afford regular tuition but are outstanding in academics, athletics and/or the arts.

#### **Accountability Criteria:**

The Board of Trustees is accountable for ensuring that:

4. the educational program is well defined and consistent with the Mission,
5. there are learning standards ensuring there is learning at all levels of education
6. there is data, quantitative and qualitative, to analyze performance, recognize areas for improvement and benchmarking.
7. there are policies in place and they are being adhered to at an administrative level to minimize risk and optimize organizational functioning.

It will demonstrate compliance of policies in [Section 3 Institutional Policies](#) within the Policy Compliance Report during the Year End Report to the Association. The data used will be gathered through a combination of Head of School reports, committee reports surveys, and/or periodic internal and external audits. Each of these evaluations are described in the Board of Trustees Procedure Manual under section 4. Policy Monitoring and Evaluations.. In addition, the Board delegates reporting of Institutional Results to the Association to the Head of School. The report will be previously approved by the Board.

## 5. Head of School Policies

### 5.1. Profile

The Board will seek to recruit, hire and retain high level professionals as the Head of School. In order to ensure continuity and the quality of education he or she will have the following profile. If the Board would select a candidate with qualifications others to those presented here, it will submit a report to the Association explaining the reasons for such choice.

#### 5.1.1. Competencies

The Head of School will demonstrate and continue to develop the following competencies:<sup>2</sup>

<b>Building effective teams</b>	<b>Decision quality and problem solving</b>	<b>Developing others</b>
<b>Directing others</b>	<b>Drive for results</b>	<b>Integrity and trust</b>
<b>Managerial courage</b>	<b>Managing and measuring work</b>	<b>Managing vision and purpose</b>
<b>Motivating others</b>	<b>Negotiating</b>	<b>Organizational agility</b>
	<b>Strategic agility and innovation management</b>	

#### 5.1.2. Background

The Head of School will demonstrate the following experience or its equivalent:

1. Masters Degree in Education
2. X years of Experience in senior administrative or educational management
3. At least 5 letters of recommendation and/or verified references

## 5.2. Labor Policy

### 5.2.1. Hiring

1. Hiring of the Head of School will follow Procedure X.X.X of the Procedure Manual
2. Contract terms will preferably allow for three to four year terms to allow for continuity and stability.

### 5.2.2. Renegotiation & Termination

1. Contract renegotiation and termination are bound to the terms of the original contract.

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<sup>2</sup>[Microsoft - Education - Success Profile: Regional superintendent](#)

2. Renewal terms will preferably allow for two to four year terms to allow for continuity and stability.
3. The Head of School will advise the Board Executive Committee as to her or his long term intentions prior to contract renewal, or as soon as she or he recognizes the wish to depart; in order to prompt the preparation of a succession plan if necessary.

### **5.3. Code of Ethics and Conduct**

To safeguard the well-being of the organization and maintaining a high-performing Head of School, he or she must:

1. read, accept and sign the Head of School Code of Ethics and Conduct ([Annex 7.3](#)) every year prior to the first regular meeting of the newly appointed Board.
2. strictly abide by its terms. In case there is a breach of the Code of Ethics and Conduct the Board of Trustees will discuss the matter during the next regular meeting. If the matter requires urgent attention, the Board will convene an extraordinary meeting to discuss the matter and the actions to be taken.

### **5.4. Roles and Responsibilities**

The Head of School is the sole employee of the Board of Trustees and as such acquires the following role and responsibilities for which he or she is hired.

#### **5.4.1. Roles**

The Head of School must take on the following roles:

1. To manage and lead Academia Cotopaxi fulfilling all the responsibilities mentioned in Policy 5.4.2
2. To maintain the Board informed on all relevant matter including, but not limited to:
  - A. relevant trends and/or issues impacting the school and education industry
  - B. media coverage, in particular if it is anticipated to be adverse coverage
  - C. changes in the assumptions upon which any board policy has been previously established including government regulations
  - D. Status of, and important changes to curricular programs
  - E. Status of, and important changes to the management of profit centers and any other major institutional programs
3. To support the Board in its responsibilities by:
  - A. presenting all the information required by policy and formally requested by the Board through motions or specific charges minuted during board meetings,
  - B. presenting directly or through staff and faculty members, students, other Academia Cotopaxi community members or others, information that may be useful to the Board in serving its responsibility
  - C. advising the Board when he or she believes it is not complying with its responsibilities and/or policies, especially if this becomes detrimental to the relationship between the two

- D. responding to the Board's decisions and/or instructions in a timely and effective manner. Decisions and/or instructions of individual board members, officers or committees are not binding on the Director unless the Board explicitly, and in writing, approves the exercise of such authority according to Procedure X.X.X

#### **5.4.2. Responsibilities**

The Head of School is ultimately responsible for:

1. the day to day operations of Academia Cotopaxi and any other official Academia Cotopaxi endeavors, including but not limited to, its profit centers,
2. the implementation of the School's strategic plan according to its approved objectives and timelines,
3. ensuring the compliance of all Institutional policies,
4. providing the required information for the efficient and reliable monitoring of Institutional Policy compliance, and the performance metrics, applicable reports and data therein described, for the Board to review and consider,
5. accomplishing his or her specific goals defined at the New Board Installment Meeting,
6. preparing an adequate long term succession plan with at least a two year lead to ensure continuity and a smooth transition between Heads of School. In order to respond appropriately in the event for the sudden or foreseen loss of the Head of School, he or she must do the following:
  - A. have at least two other executives familiar with board and Director issues and processes.
  - B. appoint an **Acting Head of School** from among those executives familiar with board and Director issues and processes when he/she is absent from school temporarily,
  - C. to appoint an Emergency Head of School for a period over 60 days, should it be necessary. Such appointment requires the approval of the Board prior to the handing off of responsibilities.
7. continuing his or her professional development in a way that is beneficial to both the organization and his or herself.

#### **5.5. Evaluation Methods and Rubrics**

The Head of School will be evaluated on her or his growth in the competency profile and the fulfillment of the roles and responsibilities of the position. Complementary methods of evaluation will be used in order to have a full picture of the Head of School's performance ensuring objectivity and transparency in the process.

The evaluation and feedback session will be delivered by the Head of School Support committee in adherence to the Board of Trustees Procedure Manual. The process will include but not be limited to the following information and criteria:

##### **5.5.1. Competencies and Roles**

The evaluation on the Head of School's development in the required competencies and the fulfillment of his or her roles will be evaluated by 360<sup>0</sup> Evaluation. This evaluation will be designed with, and approved by the Board of Trustees or purchased from a Board approved supplier.

### **5.5.2. Responsibilities**

1. Day to day operations
  - A. Director's report
  - B. End of Year report
2. Strategic Objectives
  - A. Progress reports
  - B. End of the Year report
3. Institutional Policies
  - A. These policies will be evaluated through the following reports and methods described in [Policy 4 Institutional Policies](#) according to the Board of Trustees Procedure Manual section X.X and as defined by the Board through the policy committee:
    - i. End of Year Results report
    - ii. Policy compliance report
    - iii. Organizational Surveys
4. Head of School Goals
  - A. Progress reports
  - B. End of Year Report
5. Professional development
  - A. End of Year Report

## **6. Conflict Resolution**

## 7. Annex

- 7.1 Board Code of Conduct
- 7.2 Non-Board Committee Member Code of Conduct
- 7.3 Head of School Code of Conduct

## 7.1. Board Code of Conduct

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

1. Members must represent un-conflicted loyalty to the interests of the Academia Cotopaxi school community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
  - a. No employee of the school, nor the spouse of an employee of the school, shall be eligible to become a parent or associate member of the Board.
  - b. While individual members may feel a loyalty to a given constituency within the community, and should voice those during discussions, each board action and decision must be taken with the long-term best interests of the community as a whole, and not any particular constituency within the community.
  - c. Once decisions are taken by the Board, individual members will actively support those decisions with such groups and/or constituencies.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. 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.
  - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest that member shall absent him- or herself without comment from not only the vote but also from the deliberation by absenting him- or herself from the meeting room until the discussion is completed and the decision is taken. The meeting minutes will also note when the member was out of the room for the discussion and vote.
  - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
  - d. Members will disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict, at the first meeting of the year and at any time thereafter such involvement may exist.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - a. Members' interaction with the Head of School or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - b. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Members will give no consequence or voice to individual judgments of Head of School or staff performance.

4. Members will communicate expressions of public reaction to Board policies and school programs to the Head of School and, generally through the Board President, to other members.
5. Members will respect the confidentiality appropriate to issues of a sensitive nature. Generally issues of a sensitive nature include, but are not limited to personnel, finance and student discipline.
6. Members will use email and social networks judiciously and appropriately.
  - a. E-mail
    - i. E-mail may be used to discuss Board administrative items (i.e. scheduling, attendance issues, request to amend the agenda.) Discussions and/or decisions may not occur through e-mail unless it is not possible to postpone them to the next regular meeting or convene an extraordinary meeting with a time sensitive matter.
    - ii. In accordance to the confidentiality of Board matters, each member is fully responsible for maintaining information contained in e-mails guarded. Special attention should be placed in verifying the recipient list, thus ensuring only Members will receive replies.
    - iii. When faculty, staff, parent, or other community members are involved in e-mail communications with the Board either as a whole or within Committees, they too are bound to such confidentiality unless otherwise explicitly stated.
    - iv. Members are prohibited to distribute copyrighted materials, sending of “gossip”, innuendo or chain emails that may become a liability to Academia Cotopaxi.
  - b. Social Networks<sup>3</sup>
    - i. Create or transmit material that might be defamatory or incur liability for the company.
    - ii. Post message, status updates or links to material or content that is inappropriate.
      1. Inappropriate content includes: pornography, racial or religious slurs, gender-specific comments, information encouraging criminal skills or terrorism, or materials relating to cults, gambling and illegal drugs.
      2. This definition of inappropriate content or material also covers any text, images or other media that could reasonably offend someone on the basis of race, age, sex, religious or political beliefs, national origin, disability, sexual orientation, or any other characteristic protected by law.
    - iii. Use social media for any illegal or criminal activities.
    - iv. Send offensive or harassing material to others via social media.
    - v. Broadcast unsolicited views on social, political, religious or other non-business related matters.
    - vi. Send or post messages or material that could damage Academia Cotopaxi’s image or reputation.
    - vii. Interact with Academia Cotopaxi’s competitors in any ways which could be interpreted as being offensive, disrespectful or rude. (Communication with direct competitors should be kept to a minimum.)
    - viii. Discuss peers, employees, competitors, customers or suppliers without their approval.

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<sup>3</sup> Edited from: Sample social media policy template, [The IT Donut](#)

- ix. Post, upload, forward or link to spam, junk email or chain emails and messages.
- 7. Members will respect basic ethical considerations in all communications, be they written, verbal, or non-verbal.
- 8. The failure to comply with this Code of Conduct by any of the Members must be reviewed and dealt by the Board of Trustees at the regular meeting following any specific incident or before such time if so required.
- 9. Members shall sign a statement of understanding and agreement with this Code of Conduct as a condition of their membership on the Board.

## 7.2. Committee Community Member Code of Conduct

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

Accordingly,

1. Members must represent un-conflicted loyalty to the interests of the Academia Cotopaxi school community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
  - a. While individual members may feel a loyalty to a given constituency within the community, and should voice those during discussions, each board action and decision must be taken with the long-term best interests of the community as a whole, and not any particular constituency within the community.
  - b. Once decisions are taken by the Board, individual members will actively support those decisions with such groups and/or constituencies.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any committee member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - b. Committee members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
  - c. Members will disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict, at the first meeting of the year and at any time thereafter such involvement may exist.
3. Committee members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - a. Members' interaction with the Head of School or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - b. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Members will give no consequence or voice to individual judgments of Head of School or staff performance.
4. Members will respect the confidentiality appropriate to issues of a sensitive nature. Generally issues of a sensitive nature include, but are not limited to personnel, finance and student discipline.
5. Members will use email and social networks judiciously and appropriately.
  - a. E-mail
    - i. E-mail may be used to discuss committee administrative items (i.e. scheduling, attendance issues, request to amend the agenda.) Discussions and/or decisions

- may not occur through e-mail unless it is not possible to postpone them to the next committee meeting.
- ii. In accordance to the confidentiality of Board matters, each member is fully responsible for maintaining information contained in e-mails guarded. Special attention should be placed in verifying the recipient list, thus ensuring only Members will receive replies.
  - iii. When faculty, staff, parent, or other community members are involved in e-mail communications with the Board either as a whole or within Committees, they too are bound to such confidentiality unless otherwise explicitly stated.
  - iv. Members are prohibited to distribute copyrighted materials, sending of "gossip", innuendo or chain emails that may become a liability to Academia Cotopaxi.
6. Members will respect basic ethical considerations in all communications, be they written, verbal, or non-verbal.
  7. The failure to comply with this Code of Conduct by any of the Members must be reviewed and dealt by the Board of Trustees at the regular meeting following any specific incident or before such time if so required.
  8. Members shall sign a statement of understanding and agreement with this Code of Conduct as a condition of their membership on the Board.

### 7.3. Head of School Code of Ethics and Conduct

## 8. Glossary

**Fiduciary duty:** A legal requirement of loyalty and care that applies to any person or organization that has a fiduciary relationship with another person or organization. A fiduciary is a person, committee, or organization that has agreed to accept legal ownership or control and management of an asset or group of assets belonging to someone else. (Source: [Inc.com](http://Inc.com))

**Shared value:** The concept of shared value can be defined as policies and operating practices that enhance the competitiveness of a company while simultaneously advancing the economic and social conditions in the communities in which it operates. Shared value creation focuses on identifying and expanding the connections between societal and economic progress.

### **Board Member Competencies:**

#### **Head of School Competencies:**

**Building effective teams:** Builds cohesive teams of people within the organization; shares wins and success such that each team member feels valuable and appreciated; guides teams to establish and achieve goals.

**Decision quality and problem solving:** Uses analysis, wisdom, experience, and logical methods to make good decisions and solve difficult problems with effective solutions; appropriately incorporates multiple inputs to establish shared ownership and effective action.

**Developing others:** Is a people builder; provides challenging and stretching tasks and assignments; constructs compelling development plans and executes them; pushes direct reports to accept developmental moves.

**Directing others:** Establishes clear directions; sets stretching goals and assigns responsibilities that bring out the best work from people; establishes a good work plan and distributes the workload appropriately.

**Drive for results:** Pursues everything with energy, drive, and a need to finish; does not give up before finishing, even in the face of resistance or setbacks; steadfastly pushes self and others for results.

**Integrity and trust:** Is widely trusted; is seen as a direct, truthful individual; presents truthful information in an appropriate and helpful manner; keeps confidences; admits mistakes; doesn't misrepresent himself or herself for personal gain.

**Managerial courage:** Tactfully dispenses direct and actionable feedback; is open and direct with others without being intimidating; deals head-on with people problems and prickly situations.

**Managing and measuring work:** Clearly assigns responsibility for tasks and decisions; sets clear objectives and measures; monitors process, progress, and results; designs feedback loops into work.

**Managing vision and purpose:** Communicates a compelling and inspired vision or sense of core purpose; makes the vision sharable by everyone; can inspire and motivate entire units or organizations.

**Motivating others:** Creates a climate in which people want to do their best; can assess each person's strengths and use them to get the best out of him or her; promotes confidence and optimistic attitudes; is someone people like working for and with.

**Negotiating:** Can negotiate skillfully in difficult situations; can settle differences with minimum noise; can win concessions without damaging relationships; thoughtfully fashions creative solutions that satisfy all parties.

**Organizational agility:** Knowledgeable about how organizations work; gets things done both through formal and informal channels; effectively maneuvers through complex political situations.

**Strategic agility and innovation management:** Anticipates future consequences and trends accurately; brings creative ideas to market; recognizes strategic opportunities for change; creates competitive and breakthrough strategies.

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