

**ACADEMIA COTOPAXI**

**BOARD OF TRUSTEES**

**BOARD POLICY MANUAL**  
**May 2014**

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.1 GLOBAL GOVERNANCE COMMITMENT**

The purpose of the board, on behalf of the members of the Cultural Association Academia Cotopaxi, is to see to it that Cultural Association Academia Cotopaxi (1) achieves appropriate results for appropriate persons at an appropriate cost and (2) avoids unacceptable actions and situations.

In accordance with the by-laws, the board shall:

1. Interpret the by-laws of the association for purposes of policy development;
2. 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;
3. Present an annual report on the performance of the association to the general assembly of members

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.2 GOVERNING STYLE**

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) pro-activity rather than reactivity. Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will not allow any officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
  - a. Board members assume their seats on the Board at the first regular meeting after the election, and must be physically present at meetings in order to cast a vote: no vote may be cast by proxy.
  - b. Silence in voting shall signify concurrence and a "yes" vote.
  - c. Abstentions shall be voiced, justified, and noted in the minutes whenever used.
  - d. Board members will present a unified front in support of all decisions taken, even when taken on a split vote. As such, minutes will reflect only the approval or rejection of any motion, and not the vote tally.
2. The board will elect its officers at its first meeting following the elections, normally the orientation retreat. In electing its officers, the Board will consider the following guidelines, not intended as requirements, but more to help the Board recognize and focus on the needs of the organization and the Board as the election of officers is held.
  - a. 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.
  - b. To be considered for Vice-President, a member would ideally have served for one year on the board before being elected to that office. The Vice-President of the Board will be expected to attend the weekly meetings of the President and the Director as further orientation to how the role of President works.
  - c. 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.
  - d. There are no recommendations for background for the office of Secretary.
3. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.
4. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability.

Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.

- a. The Board will meet at least nine (9) times during the year, generally at one month intervals. All meetings will be closed to non-Board members as required under Article 26 of the Estatuto, and will be conducted in English
  - i. 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.
  - ii. Unless specified as confidential meetings or meetings of the Executive Committee, all meetings shall be considered "regular", and minutes shall be available to members of the Association.
  - iii. 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 Director 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 will limit participation to the first fifteen (15) minutes of the designated meeting, and each participant, up to a meeting maximum of five participants, will be limited to five (5) minutes. The President will further take the length of the regular meeting agenda into account in approving speakers and may limit participation to less than five when the agenda is, in the President's opinion, already extensive. The President may grant exceptions to the timing rule if so granted before the meeting begins.  
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.
  - iv. Meeting Agendas are prepared by the Director in consultation with the Board President, who will assure that agenda discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Director.
  - v. SEE GOVERNANCE PROCESS: COMMITTEE PRINCIPLES FOR EXECUTIVE COMMITTEE MEETINGS
- b. The Board will hold no meetings in the absence of the Director of the School, unless it is to review his/her performance and contract.
- c. The Board will keep minutes of all meetings, specifying at least the date and time of the meeting, individuals present at the meeting, who made and/or seconded motions, whether the motion was approved or rejected by the Board without noting the vote tally on the motion, and the use/justification of any vote abstentions.
- d. 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. A "regular meeting" is one which is scheduled to meet the requirements for monthly meetings. 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. Board members will be informed, in writing, of their attendance record as a part of the monthly Board agenda.
  - i. 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 ii and iii below.

- ii. 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.
  - iii. In a given school year, the Board may appoint no more than two members to fill vacant position terms until the next general assembly.
  - e. Board members are expected to carefully review meeting information distributed in advance and to be well-prepared to discuss topics on the agenda.
  - f. All Board members are expected to participate in planned annual orientation retreats, one of which shall normally be scheduled following the May Board elections and before the first regular Board meeting for the conduct of Board business.
    - i. The Board President and Vice-President, in conjunction with the Director, shall conduct the orientation. This role, however, may be delegated to a hired consultant.
    - ii. The May orientation shall consist of at least a review of:
      - 1. Policy Governance philosophy and practice, including review of Board Policies in place;
      - 2. Specific review, and signing, of the Code of Conduct;
      - 3. School mission, means statements, vision, and the status of strategic goals and objectives.
    - iii. Other retreats will be scheduled by the President and will focus on relevant matters before the Board and/or the development of Board expertise.
    - iv. New Board members (elected or appointed) shall not be eligible to vote on issues before the Board until they have completed the orientation items in (ii), above.
  - g. All Board members are expected to meet all of their personal financial obligations to the school.
    - i. 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.
    - ii. 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.
    - iii. Board members who are over ninety (90) days in arrears shall be asked to resign from the Board.
    - iv. Should a member refuse to resign when requested, or should a member violate item (i), above, more than once in his/her elected or appointed term, the Board shall formally remove the member from the Board.
5. The board will monitor and discuss the Board’s performance at each meeting. Self-monitoring will include:
- a. review of how each meeting itself was conducted, including both leadership and member behaviors.
  - b. comparison of board activity and discipline to policies in the Governance Process and Board-Director Linkage categories, following the adopted schedule. (The Month Monitored/Discussed number corresponds to the first eight meeting required by the By-Laws)

Policy	Month Monitored/Discussed
1.1 Global Governance Commitment	1
1.2 Governing Style	

1.3 Board Responsibilities	2
1.4 Agenda Planning	
1.5 President's Role	3
1.6 Board Members' Code of Conduct	
1.7 Board Committee Principles	4
1.8 Cost of Governance	5
2.1 Global Board-Director of the School Linkage	
2.2 Unity of Control	6
2.3 Accountability of the Director	
2.4 Delegation to the Director of the School	7
2.5 Monitoring Director Performance	8
4.0 – 4.4 Ends	
Final Summary Evaluation	

Each May, the Board will compile the results of the monthly evaluations for discussion, following which the Board will develop a final evaluation statement of its work for use the following year.

Amended: October 2011, December 2010, May 2010, September 2009, December 2008  
September 2006, May 2014

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.3 BOARD RESPONSIBILITIES**

The job of the board is to represent the Cultural Association Academia Cotopaxi in determining and demanding appropriate organizational performance.

Accordingly,

1. The board will define and establish the link between the organization and the ownership, to include clear statements of mission, means and vision for the organization.
2. The board will define and establish written governing policies that, at the broadest levels, address each category of organizational decision.
  - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.
  - d. Board-Director Linkage: How power is delegated and its proper use monitored; the Director role, authority, and accountability.
  - e. In establishing each policy or revision, the Board will specify the effective date of the change. If not specified, the change will be assumed to become effective immediately following the final action taken by the Board on that policy.
3. The board will contract, support and nurture a qualified administrator as Director of the School.
  - a. Should it become necessary for the Director to appoint an Emergency Director for a period over 60 days, the Board will require that the appointment be approved before the emergency director takes authority.
  - b. Should the Director become permanently incapacitated, the Board will appoint an Interim Director and begin a search for a new Director.
4. The board will produce assurance of Director performance against policies in 2a and 2b and annual organizational goals.
5. The board will produce assurance of Board performance against policies in 2c and 2d and annual board goals.

Amended: March 2011

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.4 AGENDA PLANNING**

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly,

1. The cycle will conclude each year on the last day of MAY so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
  - a. Consultations with selected groups in the community or other methods of gaining community input will be determined and arranged in the first quarter, to be held during the balance of the year.
  - b. Governance education and education related to Ends determination and progress toward attainment (for example, presentations by futurists, demographers, advocacy groups, and staff) will be arranged in the first quarter, to be held during the balance of the year.
  - c. Policy reviews will be included in each month's agenda, to encompass at least one review of every policy related to Governance Process and to Board-Director of the School Linkage over the course of the annual cycle.
  - d. Ends Policies will be reviewed each year as part of the annual cycle.
  - e. Policy reviews of Executive Limitations will be included in each agenda with the Director's monitoring reports on those particular policies.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. Director of the School monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
5. Director remuneration will be decided in March, prior to final approval of the budget, after a review of monitoring reports received in the last year.
6. Monthly Agenda: Policy requirements for preparation of monthly agenda and background information packets exist to facilitate member preparation and forethought prior to meetings. Items added to the agenda for discussion without pre-preparation should generally be avoided unless the item is so timely that it must be dealt with at that time. With this in mind,
  - a. The board President, in conjunction with the Director, will develop the board's monthly agendas from the adopted annual agenda.
  - b. Board members may submit additional items for the agenda, along with appropriate documentation, to either the President or the Director up to ten (10) calendar days before the scheduled meeting.
  - c. The Director will distribute the agenda and supporting materials to the board at least four (4) calendar days before the scheduled meeting.
  - d. Should an item develop between the time the package is distributed and the meeting, a member(s) may note the item at the start of the scheduled meeting.
    - i. Items that represent emergencies or are unavoidably timely may, at the discretion of the President, be added to the meeting agenda.

- ii. Barring that context, items raised after the distribution of the agenda/information packets will be added to the following meeting's agenda and, at the discretion of the President, either the administration or a board sub-committee will be charged with providing background information for inclusion into the monthly packet.

Amended: October 2005, September 2006, December 2008

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.5 PRESIDENT'S ROLE**

The President assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly,

1. The job result of the President is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Director.
  - b. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
  
2. The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Director Linkage, except where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The President is empowered to chair board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
  - b. The President has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Director of the School.
  - c. The President may represent the board to outside parties in announcing board-stated positions and in stating President decisions and interpretations within the area delegated to her or him.
  - d. The President may delegate this authority but remains accountable for its use.

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.6 BOARD MEMBERS' 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 Director 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 Director or staff performance.
4. Members will communicate expressions of public reaction to Board policies and school programs to the Director of the 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 judiciously and appropriately. Emails should be short, informational items.
  - a. Members will verify the Reply List when sending emails. This is especially sensitive when using the “Reply All” option. Emails to the Board, and among the Board, should generally not include the addresses of non-Board member school staff and assistants. If staff and assistants are included in emails for informational purposes, it would be appropriate to eliminate them in replies.
  - b. The “Reply all” response should be used sparingly. Generally, if there is a need for more than two replies on a subject, a meeting should be called to address the need for more detailed discussion and use of email on the topic should cease.
  - c. Members will refrain from responding immediately to emails that upset them, taking one day’s time to rethink, proof-read, revise and send their response.
7. Members will respect basic ethical considerations in all communications, be they written, verbal, or non-verbal. For example, when using email, distribution of copyrighted materials, sending of “gossip”, innuendo or chain emails would be prohibited under these ethical considerations.
8. Members shall sign a statement of understanding and agreement with this Code of Conduct as a condition of their membership on the Board.

Amended: September 2006, January 2009, January 2010, December 2010

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.7 BOARD COMMITTEE PRINCIPLES**

Board committees, when used, will be appointed by the President with the concurrence of the full Board and assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Director.

Accordingly,

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have dealings with current staff operations.
2. The Board will actively seek out community participation on its Committees, recognizing that such participation by parents and non-parents may also serve as leadership experience opportunities for those who may have the potential to make a future contribution as members of the Board of Trustees.
3. The primary criteria used to recruit committee members should include the strategic expertise, resources and perspectives that will allow the Committee to be effective. In doing so, the Board will actively seek diversity not only of nationality, gender and the like, but also diversity of opinion and viewpoint in potential committee members.
4. Recognizing the long-standing partnership between the school and the U.S. Embassy, the President will approach the Management Counselor for suggestions for participation on the Board's eligible standing committees (Finance, Policy, Elections) each year.
5. Quorum for all Board committees will be a simple majority of the members of the committee. All Board committees will keep and approve minutes of all meetings, specifying at least the date and time of the meeting, individuals present at the meeting confirming quorum, decisions taken by the Committee without noting the vote tally on the motion, and the use/justification of any vote abstentions. Minutes will be maintained in a central administrative file and available for Board review should the Board so require.
6. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Director.
7. Board committees cannot exercise authority over staff. Because the Director works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
8. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.
9. Reports of Board Committees to the Board will be presented by the Committee Chair or, in his/her absence, by another member designated by the Committee Chair. Such delegation is normally to be made to another member of the Board serving on the Committee.

10. Ad-hoc committees will be used sparingly, with specified, written statement of charge, to include, but not be limited to the following:

- a. The specific task to be accomplished
- b. The expiration date of the committee
- c. Who will serve on the committee and how they will be appointed
- d. Periodic progress report dates
- e. The date the final report is to be delivered to the Board for discussion

11. Ex-Oficio Members

- a. The President shall serve as an ex-officio member on all Committees, but shall attend meetings at his/her discretion.
- b. 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.

12. The Board will have three (3) Standing Committees, as defined in Article 27 of the By-Laws.

- a. The Executive Committee is made up of the elected members of the Board, excluding the Professional Staff members, and is chaired by the President. The Executive Committee is empowered to act on behalf of the Board between regularly scheduled meetings, with such decisions being recorded in both their minutes and as information in the minutes of the next regular board meeting.
  - i. The Executive Committee will deal with decisions pertaining, but not limited to, legal or disciplinary actions, individual personnel matters, contract or other negotiations, and grievance hearings.
  - ii. Attendance at Executive Committee meetings is limited to elected members of the Board, excluding the Professional Staff members, and individuals specifically invited to attend by the Committee and/or Director of the School.
  - iii. The Executive Committee will not meet without the Director of the School present, except when his/her contract or performance are being discussed.
  - iv. Minutes of the Executive Committee are confidential and shall be maintained separately from the regular meeting minutes.
- b. The Finance Committee is appointed by the Board President with the concurrence of the full Board.
  - i. As required by the By-laws, the Committee is chaired by the Treasurer and is made up of at least one other member of the Board and two additional members who are not members of the Board.
  - ii. Potential members may be suggested to the full Board by the Treasurer and the other Board member appointed to serve on the Committee.
  - iii. Members will be appointed to one-year terms and will be required to sign the Code of Conduct as a condition of service on the Committee.
  - iv. 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.
  - v. The Finance Committee provides oversight to the fiscal areas noted in Executive Limitations policies, advises the Director on the budget development process, and develops recommendations related to fiscal matters for Board consideration. The Board empowers the Finance Committee as a body to request such information of the Academic Director as is reasonable to fulfill its charge.

- c. The Elections Committee is made up of at least three members in good standing of the Association appointed by the President and is empowered to run elections for the Association in accordance with Board-approved election procedures, as attached to this policy. Members of the Board, candidates for Board membership, or their spouses will not be eligible for appointment to the Elections Committee. The Director will serve as a non-voting *ex-officio* member of the Elections Committee and be able to participate in all discussions related to its charge.
    - i. The Director will plan and hold a formal training session covering all aspects of the Board Election Procedures, to include the members of the Elections Committee and the secretary. This training will be completed at least one week prior to the start of the absentee balloting period.
    - ii. Members will be required to sign the Code of Conduct as a condition of service on the Committee.
13. In addition to those required by the By-Laws, the Board establishes two further Standing Committees.
- a. The POLICY COMMITTEE will be comprised of two sitting Board members and one member who is not a current member of the Board and is not a member of the school staff.
    - i. The Committee will be specifically responsible for policy review and editing whenever specific policies are referred to it by the Board. While the Committee may ask the Board to consider if there is a need for revision to a given policy, it may not initiate such revision without specific charge from the Board.
    - ii. The Committee will look to alignment between policy and the By-Laws, making recommendations for changes when conflicts exist.
    - iii. The Committee may also review and make recommendations for changes in the By-Laws for Board consideration when charged to do so by the Board.
  - b. The COMMITTEE ON TRUSTEES will be comprised of a minimum of two, but preferably three sitting Parent or Associate members of the Board. No-one who is not a Parent or Associate member of the Board may serve on this Committee. The Committee will work in three areas:
    - i. BOARD MEMBERSHIP, dealing with the recruitment, selection and nomination of future members of the Board of Trustees.
      - 1. Recruitment
        - a. A notice will be published in the School's newsletter each October, November, January and March asking members of the Community interested in serving on the Board to let members of the Board and/or the Director of their interest. Board members and the Director are to notify the Chair of the Nominating Committee of this expression of interest.
        - b. Each member of the Board, and the Director, will be responsible for submitting at least one name for a potential PARENT and/or ASSOCIATE candidate to the President of the Nominating Committee each December, to include a brief note on the potential candidate's strengths and what he/she would bring to the Board and School. Teacher representatives are expected to submit names for potential PROFESSIONAL STAFF candidates, as well.
        - c. Criteria used to recruit new Trustees should include the strategic expertise, resources and perspectives that will enable the Board to be effective. The Committee needs to be sure that the qualifications and qualities of candidates would further the

work of the Board, the strategic plan and the school's mission and vision.

- d. The Committee Chair will compile and maintain this list, but no potential candidate will be contacted without the prior consent of the Board, and no name may be kept on the list for more than three (3) years.

## 2. Nomination

- a. Each January, the Committee will review the list of candidates in relation to the needs of the Board/School and make suggestions to the Board in closed session for specific Parent and Associate Member Candidates. The Committee is expected to seek diversity not only nationality, gender, and the like, but also diversity of opinion and viewpoint as well as prior experience in Academia Cotopaxi's governance structure in potential candidates.
  - i. 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.
  - ii. The Committee will request that the Director confirm each candidate's status as a "member in good standing of the Association." The Chair of the Committee will immediately notify Candidates who do not meet this criterion that they are ineligible. The potential candidates may bring outstanding membership fees up to date, and resubmit their applications, observing the stated deadline for submission of applications-
  - iii. In order to avoid any real or perceived conflict of interest, the following individuals will not be eligible as candidates:
    1. Contracted employees of the school, other than as professional staff members of the Board, and their spouses.
    2. Persons with direct fee-based contractual relations with the school, or their spouses, unless the relationship has been established in accordance with the Board's Code of Conduct (Policy 1.6.2a).
    3. Family members whose candidacy may result in both (e.g. spouses, brother/sister, step-siblings) being on the Board at the same time.
  - iv. The Committee will inform the Board in writing of any candidate who they feel should be declared ineligible for any reason other than failure to meet membership fee obligations. The Board will then meet to discuss the candidate's eligibility or ineligibility and make the final decision on eligibility. The Committee chair will inform the candidate of the final eligibility status.
  - v. Should the Committee not be considering Associate Members as candidates, parents who are unable to commit to three-year terms because of their employment contracts should be considered to fill those particular seats, which have two-year terms.

- vi. The Estatuto provides that Professional Staff members will fill two Board positions. The Professional Staff of the school will present candidates for each of these positions. Neither Professional Staff members nor their spouses are eligible for election as Parent or Associate Board members, even though they may have children attending the school. Teachers approached or voicing interest will be informed of the expectation that they are both able and willing to run for two consecutive terms to help assure continuity on the Board as a requirement to be recommended as candidates to the Association by the Committee on Trustees. Professional staff will also be informed that a recommendation from the Committee is not a requirement for running for a seat on the Board of Trustees.
  - vii. The Committee will provide prospective candidates with a nomination form in both English and Spanish. Prospective candidates will be required to complete their applications in both English and Spanish at least four weeks before the General Assembly meeting at which elections will be held. Failure to submit the application materials will render the prospective candidate ineligible to be placed on the ballot. Time frames other than those specified in this policy may only be considered in the event of extra-ordinary elections.
- b. The President and Director will hold pre-nomination workshops in March and in April, to include an explanation of the nomination and elections process defined in this policy, as well as an overview of the responsibilities of members of the Board of Trustees. A formal presentation to the professional staff will be made as a part of this orientation process. That presentation will be made in either February or March. In the event of a special election, the President and Director will fix the date or dates for such presentations.
  - c. Should desired candidates not attend the March session, a member of the Committee designated by the Chair will make an informal contact to see if there is interest/willingness and suggest they attend the pre-nomination orientation.
  - d. The Committee will present a recommended slate of all qualified/eligible candidates who have shown interest to the Board at the April meeting. The Board will make the final determination of the eligible candidates to appear on the ballot, informing those who are considered ineligible of the reason for their ineligibility. Those declared ineligible will, however, be able to resubmit their applications for future elections should they rectify the eligibility issues. Those candidates deemed eligible will not need the recommendation of the Board in order to appear on the ballot.
  - e. The Board President will appoint the elections committee at the April meeting.

- f. The elections committee chair will work with the Director to assure that all requirements of the elections process are completed, including biographies and distribution as well as the actual logistics for the May Assembly.
3. Elections
- a. Elections will be held per the elections process at the May General Assembly.
  - b. The Board Orientation retreat will be held the weekend immediately following the elections.
- ii. LEADERSHIP SUCCESSION, dealing with making recommendations to the Board to assure that there is a reasonable pool of candidates to head committees or serve as officers, and that such candidates receive special training and assignments to develop them for future positions.
  - iii. GOVERNANCE TRAINING, dealing with the development of Board expertise in governing and with broader engagement of the Board in Community activities. The Committee will work to help the Board develop a clear understanding of the governance approach adopted by the Board and, in collaboration with the Policy Committee, of the Board Policy Manual to help guide discussion and Board self-discipline.
    - a. Develop and implement Board Candidate training
    - b. Develop and implement the orientation for new Trustees.
    - c. Identify topics for Board development for Board approval and, on approval, design and implement meeting presentations and/or Board retreats to meet those needs.
    - d. Facilitate the Board's self-evaluation of its performance
14. All Committee members are expected to meet all of their personal financial obligations to the school.
- a. Committee 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.
  - b. Committee members who are over ninety (90) days in arrears shall be asked to resign from the Committee.
  - c. Should a member refuse to resign when requested, or should a member violate item (i), above, more than once in his/her elected or appointed term, the Board shall formally remove the member from the Committee..
15. This policy applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Director.

Amended: September 2005, December 2006, March 2006, January 2006, March 2007, October, 2008, March 2008, January 2008, January 2010, December 2010, May 2011, October 2011, May 2014

## 1.7-i Board Elections Procedures

The following guidelines will be implemented for the elections for the Board of Directors:

- I. Presentation of Candidates and Campaigning:
  - A. Candidates will be required to present a statement of what they believe they will contribute to the Board and the governance of the School as a part of the Biographical Information Form.
  - B. Candidates will be given an opportunity to present their position at the General Assembly Meeting prior to elections, to include a Q&A session.
  - C. Formal or informal campaigning by candidates will be prohibited outside of the forum provided at the General Assembly Meeting.
  
- II. A letter to all members of the Association will be distributed at least ten calendar days prior to the General Assembly to include the names of candidates for the election, the biographical data provided by the candidates on the nomination forms, and a brief explanation of voting procedures and dates. Extraordinary circumstances may make it necessary to utilize timeframes other than those specified in this policy. Changes in those time frames, however, will require the authorization of the President of the Board, who will notify the full Board and the community of the reasons for the changes authorized.
  
- III. Procedures for Elections:
  - A. An official, up-dated school voting register with the names of all Association members in good standing will be prepared by the office of the Director, and given to the Election Committee Chair prior to the beginning of the absentee voting period. The name of any member who is not in good standing at the time the register is prepared, will be considered ineligible to vote.
  
  - B. The ballots, as well as envelopes for absentee voting, will be prepared for the election by the office of the school Director. Ballots will be turned over to the Election Committee Chair prior to the beginning of the absentee voting period, and the Chair will sign a ballot control sheet indicating the number of ballots and envelopes received. Committee members will sign on and off to indicate the ballot numbers distributed during each voting period.
  
  - C. Ballot boxes will each be secured by two locks. The election Committee Chair will retain the keys to one lock on each ballot box; the Director will retain the keys to the other lock on each box.
  
  - D. Each member of the Association (see definition in section III) will be entitled to one vote. In two-parent families, each parent or guardian (up to two per family) will be entitled to one vote, and no member may cast a vote on behalf of any other member.
  
  - E. All voting will be by secret ballot, cast at the General Assembly or by Absentee Ballot only. Votes may not be cast after the conclusion of the voting period included on the Agenda at the General Assembly.
  
  - F. Members of the Association who will be unable to vote during the scheduled voting period may do so by availing themselves of the Board-approved absentee voting procedure.
    1. Absentee voting will run for three days and be handled by the secretary of the Director.

2. The Elections Committee will provide the office of the Director with a quantity of numbered ballots and special envelopes bearing the school seal and other distinctive markings, and the official school voting register. The Director, or his/her designee, will conduct the election and will sign the ballot control sheet for the ballots and envelopes received at this time.
3. The Secretary will maintain the log members sign, assuring that the date and time the vote is cast are noted in the record.
4. Absentee voting will be available from 7:45 a.m. to 4:00 p.m. the three school days before the General Assembly at which the elections will be held. The day of the General Assembly will be counted as one of the three days.
5. During the designated hours for absentee voting, the ballot boxes will be held by the office of the Director and voting will be conducted by a person agreed upon by the Director and the Elections Committee. The ballot boxes will be secured in the Director's private office at all times other than during the hours assigned for absentee voting.
6. A member of the Association who wishes to vote during the absentee voting period will request a ballot and envelope from the designated individual in the office of the Director. After the member's name and identification have been checked against the official register, the voter and the person in charge of the voting process will sign the register, and a ballot and envelope will be issued. After completing the ballot, the voter will place the ballot in the envelope, seal and date it, and then place it in the ballot box. The individual in charge of the voting process will make sure that all ballots and envelopes issued are placed in the ballot box. All absentee ballots are to be cast at the time members receive them: no ballot may be taken from the voting area.
7. The Director, or his/her designee, will deliver the Ballot Boxes to the member of the Elections Committee designated by the Chair after the close of the Absentee Voting Period, but no later than 30 minutes before the announced time of the first Call to Order of the General Assembly at which the elections are to be held.

G. On the evening of the General Assembly, the Election Committee Chair, or a member of the Elections Committee designated by the Chair, will receive any unused ballots and envelopes from the Director's office, as well as the locked ballot boxes. The Chair will count the number of signatures on the register to verify that the correct amount of unused voting materials has been returned.

- H. During the General Assembly meeting the following procedures will be followed:
- i. The ballots and ballot boxes will be held by the Chair during the hours assigned for voting. At all other times, the ballot boxes will be secured in the Director's private office.
  - ii. Members of the Association wishing to vote will present themselves personally at the voting table. Each member's name and identification will be checked against the official school voting register, and the member will then sign the register and be issued a numbered ballot. After completing the ballot, the voter will place it in the locked ballot box. The Chair or the Committee member supervising the voting process will make every effort to insure that all the ballots issued are introduced into the ballot box.
  - iii. In the event that the name of a member of the Association who wishes to vote does not appear on the official voting record, the member may request that the Director's office investigate his/her eligibility, and should it be determined that he/she was a member in good standing of the Association prior to the closing of the registry period, his/her name will be added to the register, and he/she

will be permitted to vote. Should it be determined that the member was not in good standing, he/she will not be entitled to vote.

- I. Processing of absentee ballots and vote count:
  - i. At the end of the voting period, the Elections Committee will meet in a location on school grounds that has been previously arranged with the Director.
  - ii. The Chair and the Director or, in the absence of the Director, a member of the Board, will open the ballot boxes in the presence of a majority of the members of the Elections Committee.
  - iii. Absentee voting envelopes will be counted, and the number of envelopes will be compared with the number of voters who cast absentee ballots.
  - iv. Ballots cast at the General Assembly will be counted by the Committee, and compared with the number of signatures in the official register. The total number of ballots counted should tally with the number of signatures in the register and the number of ballots issued. Should the number of ballots counted not correspond to the number of signatures in the official register, the election will be considered legal if the discrepancy does not exceed 2%. Such discrepancies will be included in the Chair's report to the Board. Should the margin of error be more than 2%, the Board will determine whether or not a new election must be held.
  - v. Committee members will include all ballots cast during the absentee voting period with those cast at the General Assembly and check all to ascertain that they have been correctly completed. Those which must be invalidated will be excluded. The number of invalidated ballots will be subtracted from the total number of ballots cast.
  - vi. Ballots will be counted by the Committee members, and the number of votes cast for each candidate will be recorded.
  - vii. All candidates may observe the counting of ballots or may designate a delegate to do so on their behalf.
  - viii. The Chair will inform the President of the Board, or the highest ranking Board officer not a candidate for reelection, of election results. The Board President or other Board member will then announce the results to the candidates, The Director, and the Association members as soon as possible.
  - ix. The Chair of the Election Committee will prepare a written report on the results of the election to the Board upon the completion of the election process. This report will include a list of the candidates in order of votes received with specific vote totals, the total number of votes cast, and the total number of ballots invalidated. All ballots, used and unused, will be turned over to the Board by the Chair of the Elections Committee.

*References to the "Chair" and the "Director" will refer to the "Acting Chair" and "Acting Director" whenever the Chair and/or Director are unavailable.*

Amended: January 2010, December 2006

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**

**POLICY TITLE: 1.8 COST OF GOVERNANCE**

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
  - b. Outreach mechanisms will be used as needed to ensure the board's ability to listen to community viewpoints and values. Such mechanisms may include, but not be limited to, marketing reports, community surveys, focus group exercises, and the like.
2. Costs will be prudently budgeted and incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will use such funds to address needs associated with:
  - a. attendance at conferences and workshops.
  - b. audit and other third-party monitoring of organizational performance.
  - c. surveys, focus groups, opinion analyses, and meeting costs.
3. The Board will specifically review the line items related to Board expenses in the Administration's budget proposal in order to inform its decision-making process each year.

Amended: January 2010

**POLICY TYPE: 2.0 BOARD-DIRECTOR OF THE SCHOOL LINKAGE**

**POLICY TITLE: 2.1 GLOBAL BOARD-DIRECTOR OF THE SCHOOL LINKAGE**

The board's sole official connection to the operational organization, its achievements, and conduct will be through a Director of the School-

Amended: May 2014

**POLICY TYPE: 2.0 BOARD-DIRECTOR OF THE SCHOOL LINKAGE**

**POLICY TITLE: 2.2 UNITY OF CONTROL**

Only decisions of the board acting as a body are binding the Director.  
Accordingly,

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Director except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Director can refuse such requests that require, in the Director's opinion, a material amount of staff time or funds, or that are disruptive.

## **POLICY TYPE: 2.0 BOARD-DIRECTOR OF THE SCHOOL LINKAGE**

### **POLICY TITLE: 2.3 ACCOUNTABILITY OF THE DIRECTOR**

The Director is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Director.

Accordingly,

1. The board will never give instructions to persons who report directly or indirectly to the Director.
  - a. The President of the Board may have direct access to the Business Manager for information related to the costs of the Director's contract when that contract is being negotiated. The President will inform the Director that such information is being requested.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Director.
3. The board will view Director performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed means will be viewed as successful Director performance.
  - a. The Board will review Director performance monthly as a normal part of the agenda.
  - b. Monthly reports will be compiled by the Executive Committee at the end of each annual evaluation cycle, that compilation to be used as the source document for an Executive Committee consensus on a final document to be discussed with the Director by the full Executive Committee no later than March 15<sup>th</sup> following the end of the evaluation cycle the previous December.
  - c. Following that discussion, the evaluation will be finalized and signed by the Director and by the President of the Board as authorized by the Board.
4. The board will formally review the evaluation process each year as a part of its normal review of Policy 2.5.

Amended: May 2011, March 2011, December 2008

**POLICY TYPE: 2.0 BOARD-DIRECTOR OF THE SCHOOL LINKAGE**

**POLICY TITLE: 2.4 DELEGATION TO THE DIRECTOR OF THE SCHOOL**

The board will instruct the Director through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Director to use any reasonable interpretation of these policies.

Accordingly,

1. The board will develop policies instructing the Director to achieve certain results for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies and reflect, as a core, the School's Mission, Vision, and adopted strategic plan.
2. The board will develop policies that limit the latitude the Director may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Director uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Director is authorized to establish all further administrative implementation policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Director domains. By doing so, the board changes the latitude of choice given to the Director. But as long as any particular delegation is in place, the board will respect and support the Director's choices.

Amended: September 2006

**POLICY TYPE: 2.0 BOARD-DIRECTOR OF THE SCHOOL LINKAGE**

**POLICY TITLE: 2.5 MONITORING DIRECTOR PERFORMANCE**

Systematic and rigorous monitoring of Director job performance will be solely against the only expected Director job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly,

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Director disclosed compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Director interpretation of the board policy being monitored.
4. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
  - a. The Board will review and consider changing the outside auditing firm used to review the school’s financial operation at least each three years.
  - b. The audit will include a procedural review of an administrative area according to a schedule adopted by the board.
    - i. payroll and personnel procedures (Last done 2009; 2013, 2017)
    - ii. purchasing procedures (Last done 2011; 2015, 2019)
    - iii. Tax structures and payments (Last done 2008; 2012, 2016)
5. All policies that instruct the Director will be monitored at a frequency and by a method chosen by the Board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
  - a. The monitoring cycle will begin in January and end the following December.
  - b. The final evaluation will be completed no later than March 15<sup>th</sup>.
  - c. Monitoring Schedule

<u>Policy and (Method)</u>	<u>Report</u>
NONE	
3.5 Financial Condition and Activities, items 2,3 (Internal) 4.2 Basic Ends (Internal) 4.4 Strategic Ends (Internal)	1
3.5 Financial Condition and Activities, item 12 (Internal) 3.7 Asset Protection, items 2,9 (Internal) 3.8 Compensation & Benefits items 1,2,5 (External) <sup>1</sup> / items 3,4 (Internal)	2

3.7 Asset Protection, Items 3, 4 (Internal) items 1,5,6,7,8, (External <sup>1</sup> ) 3.5 Financial Condition and Activities items 2-6 and 8-11 (External <sup>1</sup> )	3
3.6 Emergency Succession (Internal)	4
<b><u>END OF EVALUATION CYCLE: EXECUTIVE COMMITTEE TO COMPLETE COMPILATION FOR REVIEW</u></b>	
<b><u>START OF EVALUATION CYCLE</u></b>	5
3.5 Financial Condition and Activities, item 12 (Internal) 3.7 Asset Protection, items 9,10,11 (Internal) 3.10 Ends Focus of Grants or Contracts (Internal)	
<b><u>NO SCHEDULED REGULAR BOARD MEETING. EXECUTIVE COMMITTEE TO COMPLETE EVALUATION PROCESS WITH DIRECTOR BY MARCH 15.</u></b>	
3.4 Financial Planning/ Budgeting, items 1-3, 5-9 (Internal) 3.5 Financial Condition and Activities, items 1,3 (Internal) 3.9 Communications and Support (Direct Inspection: Board Committee report) <sup>2</sup>	6
3.5 Financial Condition and Activities, item 7 (External) <sup>1</sup> 3.7 Asset Protection, item 9 (Internal)	7
3.4 Financial Planning and Budgeting, item 4 (Internal) 3.5 Financial Condition and Activities, items 3, 12 (Internal)	8
3.2 Treatment of Consumers (Internal) 3.3 Treatment of Staff (Internal, except for 3.3.1 Direct Inspection)	9

NOTES:

1. Included in an external audit of the annual balance sheet and specified management areas.
2. The Board will use Director-prepared agenda packets and other communications as the basis for its review of the items related to Communications and Support.

Amended: November 2011, May 2011, March 2011, May 2009, January 2008, December 2008, May 2014

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.1 GLOBAL EXECUTIVE CONSTRAINT**

The Director of the School shall not cause or allow any practice, activity, decision, or organizational circumstance that is imprudent or in violation of commonly accepted business and professional ethics, or that violates either Ecuadorian or other applicable law.

As a part of this limitation, the Director shall not fail to develop and maintain administrative policies for effective and efficient management of the school, including but not limited to finance/business management, personnel, student personnel and the instructional program which, although not subject to Board approval, shall be available for periodic Board review as the basis for further discussion of Executive Limitations policies as needed.

The Director shall maintain appropriate relationships and standing with the Ministry of Education of Ecuador, the Southern Association of Colleges and Schools, and the Office of Overseas Schools of the U.S. Department of State.

The Director shall not authorize any new program or service that is not consistent with the school's mission, vision, and strategic plan.

Amended: September 2006, December 2011

## **POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

### **POLICY TITLE: 3.2 TREATMENT OF CONSUMERS**

With respect to interactions with consumers, or those applying to be consumers, the Director shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the Director shall not:

1. Use application forms that elicit information for which there is no clear necessity.
2. Deny admission to students who meet the published admissions requirements of the school and whose educational needs can be met within the defined parameters of the school program.
  - a. Allow the overall size of the Academia Cotopaxi program to exceed 750 students, or the proportion of any single nationality to exceed 50% of the total enrollment.
  - b. Fail to notify the Board if class sizes exceed applicable educational standards and research on effective practice.
3. Use methods of collecting, renewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.
4. Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural.
5. Use Southern Association of Colleges and Schools Standards as norms, but rather as minimums for the school to target exceeding.
6. Fail to provide a clean, safe, secure environment. *(In other words, the Director is required to provide a clean, safe, secure environment.)*
7. Permit possession, use, purchase, sale or any other traffic of tobacco products, alcoholic beverages, or any illegal substance on school property, or within 100 meters of school property, or during any school-sponsored activity at which students are present.
8. Permit the use of corporal punishment under any circumstances.
9. Fail to establish with consumers a clear understanding of what may be expected and what may not be expected from the service offered. *(In other words, the Director is required to assure that consumers have a clear understanding of what may or may not be expected from services offered.)*
10. Fail to inform consumers of this policy, or to provide a grievance process to those who believe that they have not been accorded a reasonable interpretation of their rights under this policy. *(In other words, the Director is required to inform consumers of this policy and provide grievance processes as appropriate.)*

Amended: May 2011, September 2006

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.3 TREATMENT OF STAFF**

*With respect to the treatment of paid and volunteer staff, the Director may not cause or allow conditions that are unfair or undignified. Accordingly, the Director shall not:*

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons. As such, the Director shall not
  - a. employ any member of his/her immediate or extended family in any capacity without Board approval;
  - b. participate in any personnel decision, including performance evaluation, related to any relative employed with such authorization, delegating that process to the employee's immediate supervisor and to the Director of Human Resources;
  - c. fail to obtain Board approval of any decision related to the employment, dismissal, or contract terms of any relative employed under this policy.
2. Fail to provide for ongoing monitoring and development of school operations. *(In other words, the Director is required to provide for ongoing monitoring and development of school operations.)*
  - a. school/organizational climate
  - b. professional staff performance
  - c. support staff performance
3. Use Southern Association of Colleges and Schools Standards as norms, but rather as minimums for the school to target exceeding.
4. Discriminate against any staff member for expressing an ethical dissent within the existing internal grievance procedures.
5. Prevent staff from grieving issues other than dismissal for cause to the board when (1) internal grievance procedures have been exhausted and (2) the employee alleges that board policy has been violated to his or her detriment.
6. Fail to provide appropriate confidentiality and privacy of personnel (also personal) information and issues. *(In other words, the Director must provide for appropriate confidentiality/privacy of information.)*
7. Permit possession, use, purchase, sale or any other traffic of alcoholic beverages or any illegal substance on school property, or within 100 meters of school property, or during any school-sponsored activity at which students are present; nor shall the Director permit staff use, purchase, sale or any other traffic of tobacco products, or the possession of tobacco products in plain sight, on school property or during any school-sponsored activity at which students are present.
  - a. The Director may approve an exception to this policy for tobacco and alcohol when the school-sponsored event is intended strictly for staff and when all students present are the children of staff and attending with their parents.
  - b. The Director may exercise discretion related to possession of tobacco or alcoholic beverages when the staff member has kept the material in a vehicle or other locale for use off of school grounds.
8. Fail to acquaint staff with their rights under this policy. *(In other words, the Director is required to acquaint staff with their rights under this policy.)*

Amended: May 2011, December 2007, October 2005, April 2005

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.4 FINANCIAL PLANNING AND BUDGETING**

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Accordingly, the Director shall not allow budgeting that:

1. Fails to arrive at Board approval of the overall budget for a given fiscal year by March of the previous fiscal year. *(In other words, the Director must present a budget that the Board is able to approve before the end of March.)*
2. Fails to address both operational and capital needs. *(In other words, the budget must address both operational and capital needs.)*
3. Fails to provide for scholarship or other modes of appropriate financial assistance. *(In other words, the budget must include provisions for scholarships or other financial assistance.)*
  - a. The Director shall not fail to inform the Board when the appropriate Committee has awarded a need-based scholarship to the same family for a fourth or subsequent consecutive year.
4. Fails to develop a structured 5-year business plan that addresses the need for financial planning in relation to the strategic position of the organization, including meeting legal commitments to retirement and severance. *(In other words, the budget must address the strategic needs of the organization and meet legal commitments to retirement and severance.)*
5. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
6. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
7. Reduces 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.
8. Fails to address needs for a capital cash reserve to meet requirements to replace major physical assets. *(In other words, the budget must address needs for a capital reserve.)*
9. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.

Amended: April 2012; November 2007

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.5 FINANCIAL CONDITION AND ACTIVITIES**

*With respect to the actual, ongoing financial condition and activities, the Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies. Accordingly, the Director shall not:*

1. Fail to obtain formal board approval of any changes in the approved school fee structure and/or charges, and of the approved total Income and Expense budget for the school, each year. (In other words, the Director must have formal board approval to change approved school fees and charges or to change the approved total income or expense budgets.)
2. Expend more funds that have been budgeted in a given fiscal year.
3. Expend more funds than have been received in the fiscal year to date, unless the debt guideline (see Policy 3.5.4) is met.
4. Indebt the organization in an amount greater that can be repaid by certain, otherwise unencumbered revenues within sixty days.
5. Use any long-term reserves.
6. Fail to settle payroll and debts in a timely manner. *(In other words, the Director must settle payroll and debts in a timely manner.)*
7. Fail to advise the Board within 30 days of any tax payments or other government ordered payments or filings that are overdue or inaccurately filed. *(In other words, the Director must advise the Board within 30 days of any tax payments or other government ordered payments or filings that are overdue or inaccurately filed.)*
8. Make an unbudgeted single purchase or commitment of greater than \$1,500 (one thousand five hundred dollars).
9. Execute the purchase or sale of assets over \$10,000 (ten thousand dollars) unless itemized in the budget.
10. Execute payments without at least two authorized signatures.
  - a. Check signing authority is vested in the Director of the School, the Business Manager of the School, and in the four Board Officers.
  - b. Payments of US\$10,000 or more shall require one of the signatures to be from a Board member.
11. Acquire, encumber, or dispose of real property.
12. Fail to aggressively pursue receivables after a reasonable grace period, or to report the total dollar amount of all receivables that are over 90 days past due to the Board at its next regular meeting. Specific family names and circumstances shall not be reported and shall be kept confidential. *(In other words, the Director must aggressively pursue receivables after a reasonable grace period and must inform the Board of all receivables that are more than 90 days past due no later than its next regular meeting.)*

Amended: May 2011, May 2009, November 2007, March 2006

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.6 EMERGENCY DIRECTOR OF THE SCHOOL SUCCESSION**

In order to protect the board from sudden loss of Director services, the Director shall not fail to:

1. have at least two other executives familiar with board and Director issues and processes.
2. appoint an Acting Director from among those executives familiar with board and Director issues and processes when he/she is absent from school temporarily.
3. secure Board approval of the appointment of a temporary or Emergency Director when that appointment is expected to exceed sixty (60) days.

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.7 ASSET PROTECTION**

The Director shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly, the Director may not:

1. Fail to maintain appropriate inventory systems, completing reconciliations annually. *(In other words, the Director must have appropriate inventory systems and reconcile inventories annually.)*
2. Fail to insure against theft and casualty losses to be 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. *(In other words, the Director must assure that the school has insurance against theft and casualty losses for 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.)*
3. Allow unbonded personnel access to material amounts of funds.
4. Subject plant and equipment to improper wear and tear or insufficient maintenance.
5. Unnecessarily expose the organization, its board, or staff to claims of liability.
6. Make any purchase (1) wherein normally prudent protection has not been given against conflict of interest; (2) of over \$10,000 without having obtained comparative prices and quality and a stringent method of assuring the balance of long-term quality and cost.
7. The Director shall not fail to protect intellectual property, information, and files including, but not limited to, software, internal data, and school copyrighted material, from loss or significant damage. *(In other words, the Director must protect intellectual property, information, and files including, but not limited to, software, internal data, and school copyrighted material, from loss or significant damage.)*
8. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
9. Invest or hold operating capital 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.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of mission.
11. Fail to provide all reasonable 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. *(In other words, the Director must provide for*

*the 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.)*

Amended: March 2008, May 2010, June 2010

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.8 COMPENSATION AND BENEFITS**

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Director shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Director may not:

1. Change his/her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment, except as required by applicable law.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected, in all events subject to losses in revenue.
  - a. 3.8.4a. The Director may not hire or compensate Academia (locally hired) teachers under terms that do not at least meet those required by applicable Ecuadorian law.
  - b. 3.8.4b. The Director may not negotiate multi-year employment contracts with international contract teachers for terms in excess of two (2) years.
  - c. 3.8.4c. The Director may not negotiate multi-year employment contracts with international contract administrators, for terms in excess of three (3) years.
5. 3.8.5: The Director may not establish or change pension benefits so as to cause inequitable situations, including those that:
  - a. Violate applicable Ecuadorian law.
  - b. Incur unfunded liabilities.
  - c. 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.
  - d. Allow any employee to lose benefits already accrued from any foregoing plan.
  - e. Treat the Director differently from other key employees.

Amended: September 2006, December 2011

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.9 COMMUNICATION AND SUPPORT TO THE BOARD**

The Director shall not permit the board to be uninformed or unsupported in its work. Accordingly, the Director shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring CEO Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends and/or issues impacting the school, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has been previously established.
3. Fail to periodically inform the board of the status of curricular programs including, but not limited to, such non-core programs such as the Language Center and Imagine. *(In other words, the Director is required to periodically inform the board of the status of curricular programs including, but not limited to, such non-core programs such as the Language Center and Imagine.)*
4. Fail to advise the board if, in the Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Director Linkage, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Director. *(In other words, the Director is required to advise the board if, in the Director's opinion, the board is not in compliance with its own policies on Governance Process and Board-Director Linkage, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Director.)*
5. Fail to marshal for the board as many staff and external points of view, issues, and options as needed for fully informed board choices. *(In other words, the Director is required to marshal for the board as many staff and external points of view, issues, and options as needed for fully informed board choices.)*
6. Present information in an unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. The Director shall not permit the board to be uninformed or unsupported in its work. Accordingly, the Director shall not fail to provide a mechanism for official board, officer, or committee communications, to include as a minimum the compilation and distribution of phone and email contacts for members. *(In other words, the Director is required to provide a compiled contact list for Board and Committee members.)*
8. Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board. *(In other words, the Director is required to deal only with the board as a whole, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.)*

9. Fail to report in a timely manner an actual or anticipated case of Director non-compliance with any policy of the board. *(In other words, the Director is required to report in a timely manner an actual or anticipated situation in which he/she fails to comply with any policy of the board.)*
  
10. Fail to supply for the consent agenda all items delegated to the Director yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto. *(In other words, the Director is required to build all items that law or contracts may require the board to approve, but that policy delegate to the Director, into the Consent Agenda.)*

Amended: April 2012

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**

**POLICY TITLE: 3.10 ENDS FOCUS OF GRANTS OR CONTRACTS**

The Director may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

Accordingly, the Director shall not:

1. Fail to prohibit particular methods and activities to assure that grant funds are not used in imprudent, unlawful, or unethical ways. *(In other words, the Director is required to assure that all grant funds are used in a prudent, lawful and ethical manner.)*
2. The Director shall not fail to secure prior Board approval of the use of school funds for grant awards that address issues other than scholarships and staff study projects.
3. Fail to assess and consider a contract bidder or study grant applicant's capability to produce appropriately targeted, efficient results. *(In other words, the Director is required to assure that anyone applying for a grant from, or to implement a grant in the school has sufficient qualifications to be able to do so effectively.)*
4. Fund specific methods to find out about differential effectiveness of various methods, except when doing so for program evaluation research purposes.

Amended: April 2012

**POLICY TYPE: 4.0 ENDS**

**POLICY TITLE: 4.1 GLOBAL ENDS STATEMENT**

Academia Cotopaxi will educate National and International students to be responsible leaders in an increasingly interdependent world through the optimal use of resources.

Adopted: November 2006

Amended: October 2010

**POLICY TYPE: 4.0 ENDS**

**POLICY TITLE: 4.2 BASIC ENDS**

1. The School will operate as a private school.
2. The School will be recognized by the Ecuadorian Government.
3. The School will maintain accreditation.
4. The School will run a modified United States educational program, providing as international a perspective as possible.
  - a. The program will be designed to permit students to enter Academia Cotopaxi and subsequent U.S. and/or International curriculum schools with minimal academic dislocation.
  - b. The program will emphasize preparation for entry into the best universities in the United States and around the world.
  - c. The program will take full advantage of the school's location in Ecuador.
  - d. The program will offer limited opportunities for students with mild learning disabilities.
  - e. The program will offer limited opportunities for students who require English as a Second Language support.

Amended: December 2010, May 2009, May 2014

**POLICY TYPE: 4.0 ENDS**

**POLICY TITLE: 4.3 MISSION AND VALUES**

1. Academia Cotopaxi will have a mission statement and a core values statement.
2. Any changes to the mission and core values must be approved by the Board of Trustees.
3. The Director will report to the Board about the efforts made to align with the mission and core value statements as part of his/her evaluation.

Mission

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.

Core Values

Personal

Internal motivation drives lifelong learning.

Creativity is an integral part of excellence.

Fulfillment is realized by cultivating rigor and balance.

Challenging yourself and adapting to change is necessary for personal growth.

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.

Amended: March 2011, May 2009, October 2006, May 2005, May 2014

**POLICY TYPE: 4.0 ENDS**

**POLICY TITLE: 4.4 STRATEGIC ENDS (GOALS AND OBJECTIVES)**

*The Board recognizes that accountability cannot be legitimately applied to short-term data in an environment that is targeted at continuous improvement, but that longer term performance is its actual target. As such, the Board will view a single year of data on any variable or set of variables as information; two years together as more information, three years as the initiation of trends, and four or more years of data as a sound basis on which to draw firm conclusions.*

*Single year data, when taken in relation to other years, takes on more meaning, but must be viewed in the context of multiple variables when subjected to the Board's annual review of progress.*

1. The School will have a set of Board-approved strategic goals as well as annual objectives with corresponding qualitative or quantitative measures. These will be an Addendum to the Board Policy Manual.
2. The Director will report to the Board about the results of these goals or objectives as part of his/her evaluation.

#### STRATEGIC OBJECTIVES WITH END RESULTS

##### Strategic Objective #1: School Culture

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

End Result #1: A professional culture that is inclusive, respectful, and responsive to all is evident throughout the school.

End Result #2: All staff take responsibility for a “whole-student” approach to ensure that each student is healthy, safe, engaged, supported, and challenged.

End Result #3: Bullying, discrimination, and behavioral misconduct is significantly reduced in all divisions.

End Result #4: A school-wide commitment to service learning exists that is aligned with the mission and core values and recognizes the developmental differences in each division.

End Result #5: Pride in our school is evident through participation, celebration, and communication.

End Result #6: Parents are actively engaged and involved in supporting a positive school culture that is inclusive, respectful, and responsive to all.

End Result #7: A long-term commitment exists to becoming an inclusive school and serving a managed number of students representing the full range of learning differences and language diversity.

##### Strategic Objective #2: 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.

End Result #1: Recruitment practices and remuneration packages are successful in attracting skilled and motivated individuals.

End Result #2: Recruitment materials, publications, websites, social media, and all marketing efforts effectively promote the right message about our school.

End Result #3: Employee retention and satisfaction data indicate a high level of commitment to the school.

End Result #4: New employees are effectively oriented to the general community and school's culture, to the expectations of their job, and to work-related procedures.

End Result #5: A professional learning system exists for all employee groups to promote growth and development that results in improved practices to meet the mission of the school.

End Result #6: Resources, policies and practices for professional learning effectively meet the strategic priorities of the school.

End Result #7: Professional expectations, support systems, and information are communicated to all stakeholders in a timely and transparent manner.

### Strategic Objective #3: Teaching and Learning

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

End Result #1: Personalized learning is achieved through differentiated instruction based on data about student learning.

End Result #2: Students are supported in achieving excellence through the use of effective, timely and innovative assessment practices.

End Result #3: Innovative educational practices are used, resulting in improved student motivation and ownership for learning.

### Strategic Objective #4: Technology

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

End Result #1: A shared vision statement about technology integration is in place and guides technology projects.

End Result #2: Effective technology standards are taught within the curriculum to support Academia Cotopaxi's mission and core values.

End Result #3: The Academia Cotopaxi community uses technology responsibly.

End Result #4: A carefully selected program of courses in computer science is offered to purposefully extend learning.

End Result #5: All AC teaching staff integrate technology appropriately into their instruction and assessment practices to enhance learning.

End Result #6: Academia Cotopaxi has a sustainable plan for optimizing cutting edge technology to enhance student learning.

End Result #7: Academia Cotopaxi is a Bring Your Own Device (BYOD) School.

Strategic Objective #5: Organizational Development

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

End Result #1: Job descriptions are reviewed, revised or created if necessary, and published for each working member on the AC payroll.

End Result #2: A clear supervision, evaluation, and training process is provided to each employee outlining areas necessary for improvement and career advancement.

End Result #3: Technology tools are in place to support access to information, organizational efficiency, communication transparency, and professional accountability.

End Result #4: Workplace culture and satisfaction surveys are used annually to establish areas of strength and areas for improvement.

End Result #5: All organizational manuals and directories are regularly reviewed, revised, and accessible in both physical and online formats in order to ensure usability, ease of access, and transparency.

End Result #6: A structure exists to manage and comply with regulations from local government authorities.

End Result #7: Identify strategic areas for institutional advancement and long-term implementation plans.

Amended: May 2012, December 2010, May 2009, October 2008, November 2007, December 2006, November 2006, May 2014