

# ISR POLICIES

## 3. BOARD

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### i. History of Amendments

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### **3. THE BOARD**

#### **3.1. Mission of the Board**

The ISR Board is an advisory board that foresees a community of parents, teachers, students, and educational and business leaders, working together to create a learning environment that stimulates growth in character, academic achievement, and the love of learning, resulting in responsible, productive citizens.

The ISR Board of Directors firmly believes in the fundamental learning format and is committed to adhere to NAE international standards, using the USA-type curriculums and the Mexican Ministry of Education mandated programs.

The purpose of the ISR Board of Directors is to set the general direction and policy of the school, not manage it on a daily basis. Board members shall be able to make suggestions, direct, carry out the school vision, foster relationships with staff, the school community and community at large, and oversee the budget.

#### **3.2. Bylaws of the Board of Trustees of ISR**

##### **3.2.1 CHARTER**

Consistent with its fiduciary duty to ensure the proper management and operation of the San Roberto International School, a private preschool, elementary and secondary school ("ISR"), and in furtherance thereof to provide for oversight of the academic integrity of ISR, the legal entity that directly owns ISR, Instituto de Desarrollo Educación y Aprendizaje, S.C., a Mexican civil corporation ("IDEA"), has authorized the existence and operation of the ISR Board of Trustees (the "Board of Trustees"), and has delegated to such Board of Trustees general oversight of the academic affairs and policy making of ISR, including assuring the integrity of ISR's academic programs, the conduct of the academic affairs of ISR and the adequacy of resources necessary for the proper conduct of such programs. IDEA is an indirectly, wholly-owned subsidiary of NAE, LLC, a Delaware limited liability company ("NAE" and together with IDEA referred to herein as "the Company"). The Board of Trustees shall accordingly govern the conduct of ISR's academic affairs within the context of its mission, with particular attention to the maintenance of academic quality and integrity. The Board of Trustees shall carry out these purposes in a manner consistent with these Bylaws. These Bylaws are effective as of September 2012 and replace and supersede any and all prior bylaws, codes or other governance documents previously promulgated.

## **3.2 ORGANIZATION OF THE BOARD OF TRUSTEES**

### **3.2.1 Board Member Powers**

Subject to and limited by the specific grant of authority set forth in its Charter above, the Board of Trustees is vested with the oversight of the academic affairs of ISR and particularly assuring the integrity of ISR's academic programs and the conduct of the academic affairs of ISR and the adequacy of resources necessary for the proper conduct of such programs. In furtherance of these purposes, the Board of Trustees shall periodically review, and amend if necessary, the purpose and mission of ISR; review and recommend substantive changes in the educational programs of ISR, consistent with ISR's institutional purpose and mission; recommend the appointment of the chief executive officer of ISR, subject to such review and ratification as the Company may require, and periodically review ISR's chief executive officer's performance and when deemed necessary recommend to the Company his or her removal; and review and evaluate the adequacy of and recommend to the Company the adoption of the annual operating and capital budgets of ISR.

### **3.2.2 Appointment, qualifications, terms of office, vacancy and removal**

The Board of Trustees shall consist of a minimum of five (5) and a maximum of nine (9) members appointed by the Company and the General Director. At all times, members of the Board of Trustees shall have no material contractual, employment, familial or financial interest in ISR, IDEA, NAE or any subsidiary or affiliate thereof (hereafter "Independent Members"). The Independent Members shall be members of the public with an interest in supporting the purposes for which ISR is established and capable of reflecting constituent and public interest.

The members of the Board of Trustees shall be appointed on two (5) school year terms. Members will continue in their positions until their successor is appointed and qualified, or until his or her earlier resignation, removal from office or death. Any vacancy in the Board of Trustees shall be filled for the remainder of the unexpired term by appointment by the Company. The Company may, in its discretion, remove a member from the Board of Trustees, with or without cause.

### **3.2.3 Compensation**

Members shall not receive any stated salary for their services, but at the discretion of the Company, a reasonable sum for attendance and reimbursement of travel expenses to attend meetings of the Board of Trustees and any committees thereof may be allowed.

### 3.2.4 Officers

The officers of the Board of Trustees shall be the Chair, Vice Chair and Secretary.

The Chair ( NAE Regional Office member ) shall be presiding officer of the Board of Trustees at all meetings of the Board of Trustees.

The Vice Chair shall exercise all powers and duties of the Chair in the Chair's absence.

The Secretary shall be responsible for maintaining accurate minutes of all Board of Trustees proceedings and for all notices as required by these Bylaws.

The fundamental purpose of the ISR Board of Trustees is to set the general direction and policy of ISR, not manage it on a daily basis. The “Director” shall be the chief executive officer of ISR and shall have and exercise responsibility for its general organization, management and supervision, subject to the exercise by the Board of Trustees of its general oversight of the academic affairs of ISR. Without limiting the generality of the foregoing, the duties of the Director shall include the authority and/or obligation to:

- a. appoint and oversee the employment of the academic and non-academic personnel as are required for the proper functioning of ISR,
- b. enter into contracts and execute any instrument in the name of and on behalf of ISR,
- c. develop and administer ISR's annual budget,
- d. represent ISR, including but not limited to regulatory and accreditation matters,
- e. inform and advise the Company, as and when necessary, of material events or matters occurring at or impacting ISR, and
- f. perform such other duties and functions as are customary to the office and are necessary to ensure the effective operation and ongoing development of ISR.

The Director shall be invited to all meetings of the Board of Trustees.

### 3.2.5 Regular Meetings

The Board of Trustees shall hold at least four (4) Regular Meetings each calendar year. Meetings shall be held at such time and place as shall be fixed by the Board of Trustees from time to time.

Notice of all regular meetings shall be given to all members of the Board of Trustees no later than five (5) business days before the date of the meeting. Any member may waive notice of any meeting either before, at, or after the meeting, and attendance at such meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place, time or manner of calling, unless the member states such objections at the beginning of the meeting.

### 3.2.6. Special Meetings

Special meetings may be called at any time by the Chair of the Board of Trustees or by three (3) members of the Board of Trustees upon written notice to the Secretary.

Notice of all special meetings shall be given to all members of the Board of Trustees no later than five (5) business days before the date of the meeting. The notice shall specify the purpose of and business to be transacted at such a special meeting of the Board of Trustees. No business shall be transacted at any special meeting unless it has been set forth in the notice of the meeting, or unless a quorum of the Board of Trustees is present in person and consent to the transaction of other business.

### 3.2.7 Action without a meeting

Any action required or which may be taken at a meeting of the Board of Trustees or any Committee of the Board of Trustees, may be taken without a meeting if one or more written consents, setting forth the action so taken, are signed by all of the members of the Board of Trustees or Committee, as the case may be, entitled to vote with respect to the subject matter of the action. The resolutions and written consents adopted by the Board of Trustees or members of any committee shall be filed with the minutes of the Board of Trustees or Committee.

### 3.2.8 Committees

A majority of the members of any Committee shall constitute a quorum for the conduct of business. Unless otherwise specified in these By-Laws, a Committee shall act by majority vote of the members present at a meeting at which a quorum is present. Members may participate in any meeting by telecommunications device, and members in attendance in such manner shall be counted towards the presence of a quorum.

Committees shall meet in conjunction with each Regular Meeting of the Board of Trustees or at the call of the Chair of the Committee, or the Chair of the Board of Trustees.

### 3.2.9 Standing and other committees

There shall be two (2) standing committees of the Board of Trustees, namely (a) Academic and Student Affairs and (b) Finance and Audit. Other committees of the Board of Trustees may be appointed by the full Board of Trustees or by its Chair, with the ratification of a majority of the members of the Board of Trustees, as deemed necessary or prudent from time to time. The powers and duties of Committees of the Board of Trustees shall be as described in the charter of each such Committee, as such charter is approved by a majority vote of the full Board of Trustees.

## 3.3 CONFLICT OF INTEREST

A member of the Board of Trustees shall be considered to have a conflict of interest if he or she (i) has a material financial or other interests that impair or appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to ISR; or (ii) is aware that a member of his or her family has a material financial or other interests that would impair or appear to impair such member's independent judgment in the discharge of his or her responsibilities to ISR. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the member.

All members of the Board of Trustees shall disclose to the Board of Trustees any conflict of interest at the earliest practical time. Furthermore, the member shall absent himself or herself from discussion of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meetings shall reflect that a disclosure was made and that the Board of Trustees member with a conflict abstained from voting. Any member who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board of Trustees or committee resolve the question in his or her absence by majority vote.

Notwithstanding the foregoing, members of the Board of Trustees who are not Independent Members pursuant to Article II, Section 2 of these Bylaws shall not be deemed to have a conflict of interest where such conflict might otherwise arise from his or her role as an officer, director or employee of IDEA or NAE, or any subsidiary or affiliate of IDEA or NAE, or by virtue of his or her financial interest in IDEA or NAE, or any subsidiary or affiliate of IDEA or NAE.

### **3.4. NOR-DISCRIMINATION POLICY**

ISR and its Board of Trustees will not discriminate on the basis of race, religion, age, national origin, gender, sexual orientation, disability or any other factor prohibited by law.

### **3.5 AMENDMENTS TO BYLAWS**

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of the full membership of the Board of Trustees.

Written notice of any meeting at which it is proposed to amend the Bylaws, or any provision thereof, shall be provided at least five (5) business days prior to such meeting, setting forth the nature of the proposed action to be taken.

Amendments shall become effective only upon the written consent of the Company

### **3.6 BELIEFS AND VALUES OF THE BOARD**

The educational philosophy of the ISR Board of Directors is articulated as a statement of beliefs and values from which goals and policies for ISR are developed.

The Board of Directors shall abide by the following principles:

- ISR will promote academic achievement as its primary goal as students acquire effective communicative competence in English and Spanish.
- ISR will employ study and teamwork techniques as strategies for gaining knowledge of and developing productive academic work.
- Each student enrolled in the school is able to learn and has the right to an individually challenging education.
- Each student enrolled in the school has the rights of equal opportunity and access to education.
- Each student enrolled in the school must acknowledge self and the community at large as essential components in an environment that supports the intellectual, emotional, social, physical, and aesthetic growth.

- Each student enrolled in the school must learn to think critically and constructively and assume responsibility for participating in society.
- Each student enrolled in the school must develop a sense of respect for all individuals and enhance the values of truthfulness and concern for the rights of others.
- Each student enrolled in the school must foster norms essential to trustworthy citizens as they observe and apply honesty, equality, consideration, self-discipline, and personal integrity in daily interaction and service to the school and community.
- Each student enrolled in the school must have access to a curriculum that will develop knowledge and abilities through a methodical set of courses that emphasizes challenging content and thought provoking structures in the core areas of mathematics, language arts, social studies, science, technology, physical education, art, music, and Spanish language.
- Each student enrolled in the school should discover, produce, and convey values and enrich their academic and personal lives through the development of their talent as they embark on interests in the technology, music, art, and physical education field.

And, in support of these beliefs, the Board of Directors shall value:

- A safe and healthy school environment that will promote respect and appreciation of both local and foreign cultures through learning activities and the interaction with individuals from other countries.
- Academic excellence, personal achievement and creative effort.
- A school that is responsive to the needs of all its students.
- An environment that stimulates a love of learning.
- Integrity, respect, responsibility and trust.
- Loyal and committed leadership.
- Shared decision-making.

And, together, the members of the Board of Directors confirm that these beliefs and values provide the foundation for all the decisions made herein.

### **3.7. CODE OF ETHICS OF THE BOARD**

- As elected members on the ISR Board of Directors, we will devote time, thought and study to the duties and responsibilities so that we may render effective and creditable service. We understand and agree that such service is on a volunteered basis and carries no financial compensation whatsoever.
- We hereby recognize that the approval of the ISR budget is a trust given to us by the Partners' Meeting of Instituto de Desarrollo, Educación y Aprendizaje, S.C. and we will make an effort to see that all such expenditures contained in the budget shall be for the best interest of the students.
- We will endeavor to work with our fellow constituents in a spirit of harmony and cooperation in spite of the difference of opinion that may arise during debate. We will observe proper decorum and behavior, encourage full and open discussions in all matters with our fellow members and treat them with respect and consideration and we

will not withhold or conceal from them any information or matter with which they should be concerned.

- We will base our personal decision upon all available facts in each situation, vote our honest conviction in every case, not be allowed to be influenced by partisan bias of any kind, and, subject to the veto power of the Chairman as provided in the Regulations, thereafter abide by and uphold the final majority decision of the ISR Board of Directors.
- We will not use the ISR or any part of the school program for our own personal advantage or for the advantage of our friends. We will do everything possible to maintain the integrity, confidence and dignity of Instituto de Desarrollo, Educación y Aprendizaje, S.C. and we will resist every temptation and outside pressure to use our position as a Director to benefit either ourselves or any other individual.
- We will remember at all times that as an individual, we have no legal authority outside the meetings of the Board of Directors, unless the Board has so delegated in writing. Our relationships with the school staff, the community at large and the media will be conducted on the basis of this fact. We will not discuss the confidential business of the Board of Directors outside of a Board meeting or a committee meeting thereof.
- We will always bear in mind that the primary function of the Board of Directors is to establish the policies by which the ISR is to be administered, and that the daily administration of the educational program and conduct of school business shall be the responsibility of the President. We will attempt to understand the needs and aspirations of the entire ISR system and do our best to support effective educational programs for the students.