



ESCUELA AMERICANA BOARD OF DIRECTORS SERIES 100

100 LEGAL AUTHORITY

In accordance with Statutes of Asociación Escuela Americana, the Board of Directors will be elected at a General Assembly session. The Board of Directors is empowered to oversee the efficient administration of Escuela Americana, herein after referred to as the "School".

101 RESPONSIBILITIES

Board members are to be fully aware of and conversant with the philosophy, mission, vision, values, and goals of the School and to assure that decisions of the Board conform to the stated objectives, and are consistent with governance principles of good practice.

The Board's main responsibilities are to:

- a) Ensure a clear articulation and periodic review of the School's philosophy and objectives
- b) Ensure the organization and efficient functioning of the School, contracting for such purpose a General Director.
- c) Approve, and see to it, that the academic objectives recommended by the General Director are efficiently fulfilled; and, to delegate on the latter the implementation of the necessary mechanisms that will ensure accomplishment of said objectives.
- d) Review and approve all policies described in the Board Policy Manual, which gives clarity to the implementation of the bylaws, and ensures the compliance of such policies.
- e) Coordinate the preparation and approval of the School's Annual Budget, which is presented before the General Assembly
- f) Oversee the fiscal affairs of the School
- g) Act as the final arbiter in the resolution of all conflicts that cannot be solved by the Policy Manual, or by the normal procedures
- h) Present the Annual Report, the Balance Sheet, and all necessary financial statements to the General Assembly
- i) Comply with, and enforce Asociación Escuela Americana's Statutes (Estatutos) and Policies, as well as decisions of the General Assembly, and any resolutions approved in compliance with the above mentioned
- j) Upon the recommendation of the Board President, approve the creation or dissolution of all committees and commissions that are necessary for the functioning of the Board, as well as the appointment of the Board members that will preside over each committee, its membership and guest participants.
- k) Authorize the purchase of real estate property and recommend the construction of all buildings and other facilities, including athletic fields
- l) Oversee that periodic evaluations of the School and of the General Director take place, based on jointly established goals



- m) Operate in accordance with the Principles of Good Practice for Board of Trustees, established by the National Association of Independent Schools (NAIS).
- n) As determined by the circumstances and necessities that arise, present periodic reports on the issues discussed at the committee levels.
- o) Receive reports of the school's financial statements and other related operations, every three months.

102 MEMBERS, NOMINATION, ELECTION AND FUNCTIONING OF THE BOARD OF DIRECTORS

102.1 Members

As outlined in the Statutes/Bylaws of EA, the Board of Directors will be formed by twelve regular (proprietor) Board members and three Suplente/Substitute members elected for a three-year term. The suplente/substitute members have no voting rights. The Board has the authority to invite the General Director, and any other member of the School's staff to attend their meetings. The Board has the authority to invite to their meetings, an appointed representative from the Embassy of the United States; as well as any other person they deem relevant; these invitees will have no voting rights.

102.2 Nomination of Candidates for the Board of Directors

In order to participate as a candidate at the election of Board members; the Asociación Escuela Americana member must submit his/her application form, which must include the "Know Your Client" Form for the Person Responsible of Tuition Payments, to the Secretary of the Board (or his/her designee) at least 30 days before the celebration of the General Assembly that will feature the election of Board of Directors. Any exception must be approved by the Governance Committee. Application forms will be available at the General Director's office.

The Governance Committee will be in charge of reviewing the résumés of the interested applicants, and will make sure that they meet with the established criteria and current needs of the School. The committee will present their recommendations based on the results of the assessment conducted for each of the Board applicants.

Membership of the Governance Committee

Every year, the Board Chair will bring for Board approval a nominee to lead the Governance Committee; said nominee will be selected from the existing Board members. The Governance Committee Chair will appoint the rest of the committee members. The committee will be formed by at least three current members of the Board, and two members from the EA community, which includes but does not limit to: former Board members, and parents who are also EA alums. Committee membership will be ratified by the Board Chair and Vice-Chair.

Participation at the committee for current Board members whose term ends on the year of the election will be limited to two members. Current Board members who are appointed to serve on the committee; whose term is about to end and will seek re-election, must excuse



themselves from the committee meetings where application forms will be reviewed, as well as from participating at discussions involving this subject.

102.3 Requirements to participate as candidate for the Board of Directors

Applicants must:

- 1) Have knowledge on, and be familiar with the philosophy, mission, vision, values, and goals of the School, as a result of active participation on support committees or commissions of the Board.
- 2) Have formal education, high integrity and experience in Board or Executive positions.
- 3) Not have conflict of interests that could affect their independence on Board decisions, such as:
 - Be the spouse of a member of the Escuela Americana Board of Directors. Serve at, or be the spouse of a member of the Boards of PTA, Alumni Association or Booster Club. Hold a position, or be the spouse of a person that manages funds from activities/events that are directly associated to Escuela Americana.
 - Own (directly or indirectly), serve on the Board of, or have an administrative position at another educational entity that is a direct competitor of Escuela Americana. Own (directly or indirectly), serve on the Board of, or have an administrative position at an organization associated to an educational institution, or in the area of education; that offers teaching services in pre-school, early childhood, elementary, and secondary levels, as well as vocational education, technical instruction, college/university education, or languages instruction in El Salvador and/or Central America.
 - Be an Escuela Americana employee, or the spouse of an EA employee.
- 4) Be in financial good standing with the school's tuition and enrollment fees, and not be a recipient of Escuela Americana's financial aid fund.
- 5) Not have penal or criminal records, nor should his/her spouse.
- 6) Not hold public office or be involved formally in political groups. Not be married to a public officer or politician.
- 7) In case they seek reelection as current Board members, they must have not received an unfavorable evaluation/assessment on their roles as a member of the Escuela Americana Board.

The above listed requirements must continue to be met by the candidates that result elected as members of the Escuela Americana Board, for the duration of their terms.

The list of names and applications of all candidates who meet the requirements listed on this norm will be announced to the members of the Association at least 15 days before the celebration of the General Assembly.

102.4 Election of members for the Board of Directors

102.4.1 Campaign

It will be prohibited to campaign and promote one's election or reelection by using the school resources and facilities that have not been cleared for such purposes. I.e.: class lists and email lists of the class, school activities that are not related to the election process.



102.4.2 Election of Board Members and restructuring of the Board in cases of resignation or absence of members.

- Bylaws state that Board members have tenures of three years in their positions; and in order for the Board to be partially renewed, 5 members will be elected each year (4 Proprietor Directors and 1 Substitute). The amount of votes obtained will dictate who occupies the proprietor and substitute seats, being the proprietors those who receive the largest amounts of votes, and the substitute the one who receives the smallest amount of votes.
- A member of the Board who leaves his/her position before the end of the term for which he/she was elected, will be replaced by the first substitute director from that same class (term). During the next General Assembly featuring elections, the Board will be restructured by electing a new substitute who will complete the remainder of the original substitute's term. In cases when there is more than one member of the same class retiring before his/her term expires, the substitute who has the shortest term to fulfill will take the position of the second retiring member.
- In the event that all 5 departing members need to be elected, and that there is also other vacant positions, the procedure will be the same. However, the General Assembly must be notified that along with the regular election of the 5 Board positions, the Board will also be restructured through the election of the people who will fill the seats that have been left vacant by the retired members. The General Assembly must also be clear that the people elected to fill-in the vacant seats will serve only for the remainder of the terms of the former members. Positions will be filled based on the amount of votes obtained; this will apply for proprietor and substitute positions. Candidates who receive the fewest amounts of votes will be the ones elected as part of the Board's restructuring process.

102.4.3 Election of officers within the Board of Directors

In its first meeting, which is to be held after the corresponding General Assembly where new Board members were elected, the Board of Directors will elect among its members, who will hold the following positions:

- President,
- Vice-President
- Secretary
- Treasurer
- Trustee/Syndic.
- Alternate Secretary
- Alternate Treasurer
- And the rest will be trustees

Board members will hold these positions for a term of one school year.

102.4.3a If the President vacates his or her position, the vice-president will assume his or her duties.



102.4.3b If the Treasurer or Secretary vacates his or her position, the alternate treasurer and alternate secretary will assume the respective duties.

102.4.3c If any other officer vacates his/her position, the Board will elect his/her replacement from its members, to serve for the remainder of that one-year term and fill the resultant vacancy.

102.4.3d Whenever a member of the Board retires, he/she must turn in a letter of resignation.

102.5 Functioning of the Board of Directors

- Board Meetings are to be held on a regular basis, generally on a monthly basis, but with no fewer than four meetings per year.
- The Board of Directors is a corporate body; its decisions are reached by majority vote, and its actions are solely collective. All members shall assume responsibility for resolutions taken by the Board.
- Board members shall keep discussions confidential and shall act upon a strict code of ethics. Each member must sign a confidentiality document and a statement of potential conflicts of interests.
- Board members are expected to attend the meetings on time and to actively participate in all activities and responsibilities of the Board.
- The Board will delegate the analysis of relevant issues upon which actions will need to be taken, to specialized committees and commissions; these committees and commissions report to and present their recommendations to the Board of Directors. The committees of the Board of Directors are listed below:
 - Executive committee
 - Risk & Audit Sub-Committee
 - Finance Committee
 - Buildings & Grounds Committee
 - Security Sub-Committee
 - EAX Committee
 - Governance Committee
 - Legal Sub-Committee
 - Advancement Committee
 - Other ad hoc commissions
- The Board Chair appoints the Committee Chairs, who are ratified by the Board of Directors.
- Each Committee Chair is responsible of forming his/her workgroup by choosing among those members of the Board who have offered to collaborate with the corresponding committee or commission, and who will be ratified to serve by the Executive Committee. Non-Board members, who wish to be part of a committee, must submit an application to the Board; the applications will be reviewed and assessed by the Governance Committee who in turn will recommend an applicant's participation at the committee or not. Committees meet on a regular basis to discuss current issues that relate to their nature.



- A Board member may participate in a recommended maximum of 2 committees. (Committee restructure approved in November 2016)

102.6 Cessation of Board member status

- A member will cease to belong to the Board of Directors:
- When he/she no longer has sons/daughters enrolled at Escuela Americana.
- If he/she voluntarily retires.
- If the quality of member is removed by the General Assembly and Board of Directors.
- When he/she finishes the term for which he/she was elected.

103 LEGAL REPRESENTATION

Legal representation of Asociación Escuela Americana falls on the President of the Board of Directors. In such capacity and with Board authorization, the President shall execute all legal documents, open and close bank accounts, grant general and special powers of attorney or other proxies, and in general subscribe all documents necessary for the correct functioning and legal standing of Asociación Escuela Americana.

104 PUBLICATION OF RULES AND REGULATIONS

Escuela Americana rules and regulations will be approved by the Board of Directors and published in readily available school publications, to include orientation materials, student/family handbooks, and faculty handbooks.

105 EXCEPTIONS

Any exception to these regulations must be approved by the Board of Directors.