

Board of Directors Governance Policy

Council for the Accreditation of Educator Preparation

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Date	Change(s) Made
12/1/2013	Original Document
11/3/2016	References and policies related to CAEP Accreditation Council activities removed. Various policies updated to align with U.S. Department of Education expectations. Headings and numbering added.
12/2/2016	Grammar and formatting updates. Document ratified by the CAEP Board of Directors.
2/15/2017	Edits made to policies 2.05, 2.09, 2.10, 2.11, 2.12b, 2.13, 3.06, 3.07, 3.11, 3.12, 3.15, 3.16, 5.01, and removed procedural language to standard operating procedures
2/27/2017	Edits made to policy 2.08, 3.12, 6.01, and 6.03. Replaced terms “students”/”teachers” with “candidates” to align with usage in other CAEP documents
3/6/2017	Edits made to policy 3.09, removed reference to branch campuses
6/8/2017	Ratified by the CAEP Board of Directors with non-substantive edits to policies 2.11(a) and 3.06
3/21/2018	Edits made to policy 2.03, 2.04, 2.06, 2.08, 2.10(a), 2.11(a), and 3.15
5/17/2018	Edits made to policy 2.03, 2.04, 2.06
6/7/2018	Edits made to 2.11(a). Ratified by the CAEP Board of Directors with an effective date of 7/1/2018.
9/24/2018	Edits made per Board request to assure the terms “program” and “provider” were used appropriately and not interchangeably throughout the policy. Edits made to 2.06, 2.10, 2.10(a), 2.11(b), 3.05(a), 3.15, 3.17, 4.03, 5.01. Ratified by the CAEP Board of Directors on 12/7/2018 with an effective date of 1/1/2019.
6/7/2019	2.03 Amended to align with Accreditation Policy. 2.10 Amended to provide that notice of CAEP accreditation decisions (other than revocation or denial) shall inform the EPP that any unexpired NCATE or TEAC accreditation term will be automatically rescinded so that the EPP is only CAEP accredited. Ratified by the Board with an effective date of 7/1/2019.
12/6/2019	2.03 and other relevant provisions throughout were amended to expand CAEP’s scope of accreditation to include preaccreditation. 3.01 Amended to update sector representation requirements. 3.04 Amended conflicts of interest requirements regarding affiliation with a competing accreditor and providing that a breach of confidentiality will be considered cause for removal from the Board. 3.07 revised prohibition on participation of Directors in any EPP review and included encouragement that individuals serve on at least one CAEP site visit prior to seeking election to the Board. Additional amendments were made throughout to bring the policies into closer alignment with recently published federal regulations on accreditor recognition. Ratified by the Board with an effective date of 01/01/2020.
06/4/2020	Section I was amended to authorize the CAEP President to initiate work on preaccreditation policies and procedures, if determined appropriate, at a later date. Amendments were made in other sections for conformity with this change.

	<p>3.17 was amended, as were other sections as needed for conformity, to standardize provisions requiring a Majority Vote of voting members.</p> <p>3.11 was amended to specify that Directors may serve no more than 2 consecutive 3-year terms.</p> <p>6.18 was amended to make committee charges more clear and require annual approval of work plans.</p> <p>2.11 and 3.18 were amended to change the name of the “SPA Standards Committee” to “SPA Standards Review Committee. Additional amendments also provided further clarity regarding the Committee’s role.</p> <p>2.04 was amended to remove the definition of branch campus. Reference is made to the definition in Accreditation Policy.</p> <p>2.10 was amended to allow any Board or Standing Committee, along with the Accreditation Council, to make recommendations on the revision of standards.</p> <p>2.14 was amended to better reflect evaluation and improvement processes.</p> <p>3.01 was amended to require progress against the strategic plan to be a standing agenda item during at least one (1) Board meeting each year.</p> <p>3.14 was amended to allow vacancies to be filled at any time.</p> <p>2.05 and 2.13 are repealed.</p> <p>Ratified by the Board with an effective date of 7/1/2020.</p>
12/3/2020	<p>Section V was amended to add additional information on accreditation records, facilitate compliance with policy, and reduce the burden of responding to records requests.</p>
12/2/2022	<p>Section II was amended to note that international EPPs’ eligibility and continuing accreditation status may be impacted by U.S. sanctions or embargoes and in-person travel may be impacted by travel advisories.</p>
6/1/2023	<p>3.7 was amended to delete the encouragement of those who are on the Nominating Committee slate for election as a Director to attend at least one CAEP accreditation review site visit as an observer.</p> <p>3.10 was amended to eliminate Members Ex Officio from inclusion in sector/subsector assignment. Further amendments made to distribution of members and directors ex officio by sector.</p> <p>3.16 was amended relating to Board Committee jurisdiction and charge and to streamline and standardize the appointment of committee members.</p> <p>5.1 was amended to allow Corporate records retention and Accreditation Records retention longer than what is set forth in policy. Further amendments provide clarify relating to retention of Accreditation Records.</p> <p>Section VII was added to the document to address finance-related topics.</p> <p>Ratified by the Board with an effective date of 07/01/2023.</p>

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Section I. Introduction

The Council for the Accreditation of Educator Preparation (CAEP) is a non-governmental, voluntary, non-profit organization committed to the effective preparation of teachers and other P-12 professional educators. CAEP, through an Accreditation Council, accredits and preaccredits educator preparation providers (EPPs).

Accreditation is a process by which an educational institution or program submits to a voluntary, non-governmental review to determine whether it meets accepted standards of quality. Within the field of educator preparation, CAEP develops standards and conducts reviews of EPPs. An institution or program is considered a fully accredited EPP when it is found to meet these standards.

(a) Governing and Decision-Making Bodies

The activities of CAEP are carried out by three distinct bodies:

- i Board of Directors, CAEP’s governing body;

- ii Accreditation Council, the primary accreditation decision-making body, is charged with making accreditation decisions (which may include preaccreditation decisions pending further direction from the Board); it also is responsible for oversight of the volunteers that conduct site visits and review annual reports; and
- iii Ad-Hoc Appeal Panel, a decision-making body that is independent from the Accreditation Council and reviews decisions to revoke or deny preaccreditation and accreditation. An Ad Hoc Appeal Panel (Appeal Panel) is only assembled if an EPP has received an adverse action decision and has made a formal, qualifying request for an appeal of the decision, or, at the discretion of the CAEP president, as may be needed for the review and approval of amendments to this Appeals Policy.

Throughout this document, all references to preaccreditation shall be construed to include an application status phase and a preaccreditation status phase, each with its own evaluation criteria and status determination process, as provided for in Accreditation Policy. Accreditation includes both initial accreditation and renewal of accreditation.

(b) Governing Documents, Policies, Procedures, and Guidance

The duties and responsibilities of each governing and decision-making body are established in the CAEP Bylaws. Each body develops, adopts, and implements its own policies in accordance with applicable public comment, voting, and notice requirements in Bylaws and policy. All amendments to Accreditation Policy and Appeals Policy are subject to Board review and acceptance indicating that the consistency with the vision and scope of CAEP accreditation, as well as feasibility, fiscal impacts, and alignment with operational standards of the Board.

Procedures are developed by CAEP staff with input from EPPs and representatives of any of the three (3) bodies for which the procedures are to be used.

CAEP also publishes guidance documents – including, but not limited to, handbook(s) and assessment frameworks, which provide EPPs with additional information on the process and criteria used in the evaluation of evidence.

(c) Resolving Conflicts

This document, Governance Policy, is to be used by the Board and Staff in carrying out designated responsibilities.

- i. If any provision of this document or CAEP’s interpretation thereof conflicts with any provision of the Bylaws, the relevant provision of the Bylaws will be deemed to prevail.
- ii. If any provision of this document or CAEP’s interpretation thereof conflicts with any provision of Accreditation Policy, it is the intent of the Board that the Governance Policy provision will prevail to the extent it is used in the context of corporate governance and administration.

Section II. Scope and Accreditation

Policy II.1 Recognition as an Accreditor

As long as CAEP chooses to be recognized by the U.S. Department of Education (“USED”) and/or the Council for Higher Education Accreditation (“CHEA”), it shall comply with any applicable requirements of USED and/or CHEA, including those for composition of the Board, particularly the proportions of educators, practitioners, and representatives of the public required on decision-making bodies.

CAEP staff shall regularly monitor recognition requirements to ensure policy remains aligned with those requirements and shall submit reports and provide information as needed to maintain recognition.

Policy II.2 Standards

Pursuant to Bylaws Section 3.01(a), the Board has adopted Standards for accreditation. Any modification to or expansion of the CAEP Standards must be ratified by a Majority Vote of the Board of Directors.

Any self-study report submitted by an Educator Preparation Provider (EPP) must respond to all CAEP Standards in effect at the time the EPP is granted Applicant status or is given access to the Renewal of Accreditation Self-Study Report shell, as provided for in Accreditation Policy.

Policy II.3 Scope of CAEP Accreditation

CAEP's scope of accreditation is the accreditation and preaccreditation of educator preparation providers (EPPs) that offer bachelor's, master's, and/or doctoral degrees, post-baccalaureate or other programs leading to certification, licensure, or endorsement in the United States and/or internationally.

Any changes to the scope of CAEP accreditation must be ratified by a Majority Vote of the Board and be submitted to CHEA and/or the U.S. Department of Education for approval and acceptance.

Policy II.4 Educator Preparation Provider

Pursuant to Section 5.02 of the CAEP Bylaws, Educator Preparation Providers (EPPs) are entities, both traditional and non-traditional, that teach, advise and supervise candidates at the initial and advanced levels of professional education, which may include national recognition based on the standards established by one or more Specialized Professional Association (SPA), in addition to recognition from one or more states.

CAEP accredits and preaccredits EPPs that enroll candidates (students of the EPP) in a program, course of study, or the equivalent for which CAEP's scope of accreditation, defined in Policy 2.03, is applicable. An EPP's eligibility to undergo a CAEP accreditation review, to receive an accreditation decision made by the Accreditation Council, and to maintain continuing accreditation throughout an assigned term of accreditation, is subject to adherence with all relevant policies and procedures, including those establishing CAEP eligibility requirements. For an international EPP, any such policies, procedures, and requirement, as well as an EPP's CAEP eligibility and continuing accreditation status may be impacted by any U.S. sanctions or embargoes. Any required in-person travel may be impacted by U.S. Department of State and/or U.S. Center for Disease Control Travel Advisories.

For purposes of CAEP accreditation or preaccreditation, CAEP reserves the right to determine whether activities undertaken at a campus or site that is not the primary site of the EPP must apply for CAEP accreditation or preaccreditation as a separate EPP. In making any such determination, CAEP may use the definition of Branch Campus provided in federal regulations on the Higher Education Act (34 CFR 600.2) and any additional criteria provided in Accreditation Policy.

Policy II.5 Repealed This section has been repealed effective July 1, 2020.

This Section has been repealed effective January 1, 2020.

Policy II.6 Candidate

When the term Candidate is used in CAEP standards, policies and guidance documents, it means an individual engaged in the preparation process for professional education licensure/certification with an Educator Preparation Provider (EPP).

Policy II.7 Disaggregation of data

CAEP requires EPPs to disaggregate all data provided as evidence for CAEP accreditation or preaccreditation if the number of EPP completers (n) in the year for which the data is derived either:

- (a) meets or exceeds the minimum number, as defined by the state, country, or other governing authority under which the EPP operates, for the disaggregation of data of its type; or
- (b) is greater than ten (10).

Policy II.8 Fees

CAEP is committed to conducting accreditation processes that are efficient, cost-effective and cost-accountable. CAEP reserves the right to adjust fees as necessary.

All fees are reviewed annually in preparation for the development of the next year's budget. Notice of annual fee increases beyond a cost of living is provided to EPPs at least one (1) year in advance. Notice of other fee increases is provided at the time that they are implemented.

CAEP fees are determined by the CAEP President with input from the Chief Financial Officer, CAEP's Executive Team, and other parties as appropriate. The Executive Committee of the Board reviews the proposed fees and fee adjustments must be ratified by a Majority Vote of the Board before enacted.

Any change in the fees to be assessed may result in a change in any of the benefits provided to states pursuant to a State Partnership Agreement, including with the right of states to appoint site visit team members and observers, except that any such change that is in direct conflict with a provision of a State Partnership Agreement must be agreed to by the state through an amendment to the agreement.

Policy II.9 Notification of Accreditation and Preaccreditation Decisions

As long as CAEP chooses to be recognized by the U.S. Department of Education ("USED") and/or the Council for Higher Education Accreditation ("CHEA"), it shall comply with any applicable requirements of USED and/or CHEA regarding notification reporting of accreditation and preaccreditation decisions, including notice to be provided to EPPs, appropriate State licensing or authorizing agencies, other accrediting agencies, and the public. Policies regarding notification of all such decisions shall be provided in Accreditation Policy and Appeals Policy as applicable.

Policy II.10 Review and Revision of Standards

(a) CAEP Standards

CAEP undertakes a review of its standards at least every seven years. This review includes an examination of the standards' intellectual underpinnings, logic, and related policies. Any Board Committee or Standing Committee, as well as the Accreditation Council, may, upon a Majority Vote of the body, recommend revisions to the CAEP President.

(b) SPA Standards

SPAs may voluntarily undertake a review of their standards and may choose to submit revised standards to CAEP for review and feedback by the SPA Standards Review Committee of the CAEP Board. Information about the process can be found in the *Guidelines on Writing and Review of Standards: Program Review with National Recognition using Specialized Professional Association (SPA) Standards*.

Policy II.11 Review of State Assessments for Comparability under Standard 3.2

States submitting assessments under 3.2 must demonstrate the assessment meets the comparability criteria put forth by CAEP, including meeting CAEP-established principles for validity and reliability.

Policy II.12 REPEALED

This section has been repealed effective July 1, 2020.

Policy II.13 Evaluation of the CAEP Accreditation Processes

CAEP annually reviews the performance of the Accreditation Council for their consistent application of standards. At least one meeting each year of the Executive Committee of the Accreditation Council shall be devoted to a review of consistency with regard to cases. CAEP staff will provide an analysis of cases and will bring any concerns to the attention of the Committee for discussion during the meeting. Both the Chair and Vice-Chair of the Council must be present and one additional CAEP Board member may be invited to this discussion.

No less than every two (2) years, CAEP will gather data from EPPs who have gone through the CAEP accreditation process to determine the value of the accreditation process; whether EPPs are benefiting from participation; the labor and cost required to complete the process; the currency and relevance of the standards; and other accreditation issues as determined by the Board or the President of CAEP. EPP feedback is used for continuous improvement and shared with the Board’s Research Committee, the Board, the field, and the Accreditation Council as appropriate.

Section III. Governance and Administration

Policy III.1 Strategic Planning

On a three-year cycle, CAEP shall update its strategic plan to contain measurable, relevant organizational goals. Updates to the strategic plan shall be approved by a Majority Vote of the Board.

It is the responsibility of the Board of Directors to monitor progress against the plan. As such, an update on progress against the strategic plan shall be a standing agenda item during at least one Board meeting each year.

As part of the strategic planning process, the Bylaws and Policy Committee will review this policy document to ensure achievability of the goals.

Policy III.2 Annual Reports

(a) Financial Report

At least annually, the Treasurer or President shall present a written report of CAEP’s financial activities for the preceding year.

(b) Accreditation Report

At least annually, the Accreditation Council Chair or President shall present a written report of CAEP’s accreditation activities during the preceding year.

Policy III.3 Standard of Conduct

Each Director and Member Ex Officio, when discharging the duties of a member of the Board, shall act:

- (a) In good faith;**
- (b) In a manner the Director or Member Ex Officio reasonably believes to be in the best interests of the nonprofit corporation; and**
- (c) In full accordance with the standards of conduct required of Directors of nonprofit corporations in § 29–406.30 of the Code of the District of Columbia, including but not limited to the following:**
 - i The members of the Board or a committee of the Board, when becoming informed in connection with their decision-making function or devoting attention to their oversight function, shall discharge their duties with the care that a person in a like position would reasonably believe appropriate under similar circumstances.
 - ii In discharging Board or committee duties a Director or Member Ex Officio shall disclose, or cause to be disclosed, to the other board or committee members information not already known by them but known by the Director to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the Director or Member Ex Officio reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.

Policy III.4 Conflict of Interest

CAEP recognizes the need to identify and avoid, to the extent feasible, any actual, potential or perceived organizational or personal conflicts of interest that could impact the integrity of work performed by the organization. In general, a conflict of interest is defined as activity that is inconsistent with conduct standards, or competitive with or undermining CAEP business goals.

Members of the Board are expected to maintain relationships and practices in their CAEP activities that are legal, professional, and ethical. They should also exclude themselves from CAEP activities for any reason that may represent an actual or perceived conflict of interest.

Members of the Board are asked to disclose any conflicts, or the appearance of a conflict, of a personal, financial, ethical, or professional nature that could inhibit him/her from performing duties in good faith and with due diligence and care. Upon disclosure, the Director or Member Ex Officio agrees to recuse him/herself from discussions, deliberations, and decisions on any matters regarding which he/she is deemed to have a conflict of interest. The Secretary shall record all such disclosures, recusals, and abstentions in minutes from the meeting.

Personal conflicts of interest may include, but are not limited to the following:

- Being unable to render impartial assistance or advice because of previous employment, work or other personal involvement;

- Employment by or association with, such as through service in a leadership role or signature on a collaborative agreement, an entity that demonstrates support for or has agreed to collaborate with a competing accreditor;
- Owning, directly or indirectly (including immediate family members), an interest in any business that seeks to do business with or compete with CAEP; and
- Engaging in other outside activities or relationships with other persons that prevents a person from providing impartial assistance or advice, impairs their ability to perform objectively, or could result in an unfair advantage.

Questions regarding whether a real or perceived conflict of interest is present should be referred to CAEP's designated legal counsel.

(a) Bias

Members of the Board refrain from advancing personal agendas by applying personal or partisan interpretations of CAEP policies. They exclude themselves from participating in CAEP activities if, to their knowledge, there is some predisposing factor that could prejudice them with respect to decision-making in the best interests of CAEP.

(b) Compensation and Gifts

CAEP shall not pay any compensation to any Member of the Board with the exception of the President, for services rendered to CAEP in their capacity on the Board or any other capacity, except that a Member of the Board may be reimbursed, in reasonable amounts, for expenses incurred in the performance of assigned duties.

In order to avoid a conflict of interest or the appearance of a conflict of interest, at no time should a Member of the Board solicit or accept gifts from current or potential vendors, contractors or their agents, EPPs, or others with whom CAEP has a potential or ongoing business or professional relationship.

(c) Consulting

No Member of the Board will engage in consultation arrangements with EPPs seeking CAEP accreditation or preaccreditation while actively serving as a member of the CAEP Board. Neither shall any Member of the Board engage in consultation arrangements that may conflict in any way, perceived or identified, with the interests of CAEP.

(d) Confidentiality

All matters and materials that come before the Board are to be considered confidential unless expressly noted as otherwise. In advance of each Board of Directors meeting, Members of the Board are asked to agree to not divulge confidential discussions, matters, and materials that come before the Board for consideration or action.

A breach of confidentiality by a Member of the Board is a breach of fiduciary responsibility and shall be cause for removal.

Policy III.5 Communication

(a) Communication between Board Members and CAEP Staff

The Board should be kept apprised of CAEP successes and challenges and should receive periodic communications about CAEP work from the President. Should any Member of the Board need to communicate with CAEP staff, those communications should be conducted through the President or one of the President's direct reports.

CAEP staff will respond promptly to communications from Board members and copy the President on any responses.

(b) Role of the Chair

In addition to the duties enumerated in the Bylaws, the Chair serves as a critical mentor and advisor to the President. Beyond an ability to advise on the content of strategic decisions, the Chair provides thoughtful, actionable guidance on how to effectively translate strategy into action.

(c) Role of the President

In addition to the duties enumerated in the Bylaws, the President proactively works to communicate and build relationships with the Chair and members of the Board via regular interactions. The President communicates proactively and transparently about the implications and risks of strategic decisions and proactively seeks Board input outside of board meetings.

Policy III.6 Media Policy

The CAEP President, Board Chair, Board Vice-Chair, and Director of External Communications are the only individuals who may speak on behalf of the organization to the press, unless requested or approved by CAEP.

Consistent with their fiduciary duty, Board members who speak to the media and public are expected to discuss the organization in a positive, constructive light or not to comment. Board members who wish to respond to an issue raised by the media shall coordinate their response with the CAEP Director of External Relations.

Policy III.7 Qualifications and Training of Board Members

The Nominating Committee shall establish and consider qualifications and other appropriate criteria in selecting individuals for election to the Board. To avoid conflicts of interest, such criteria will take into consideration an individual's employment by or association with, such as through service in a leadership role, an entity that demonstrates support for or has agreed to collaborate with a competing accreditor.

CAEP conducts an orientation for new members of the Board at the outset of their first time on the Board. All members of the Board are encouraged to attend an informational accreditation-focused session held the day prior to each regular meeting of the Board.

CAEP provides Board members with information about opportunities for continual learning about accreditation and encourages participation in site visitor or EPP trainings, convenings, and webinars.

Registration fees are waived for Board member attendance at CAEP events.

Policy III.8 Practitioner Involvement

CAEP values the participation of teachers, principals, and other school professionals. It defines practitioners as professionals who spend the majority of their workweek in schools for preschool through 12th grade students or as administrators of school districts.

Policy III.9 Diversity and Inclusion

CAEP strives to ensure diversity and inclusion are at the core of all organizational activities. To support this stance CAEP shall:

- Ensure the Nominating Committee takes into account diversity in the selection of candidates.
- Adhere to federal regulations (e.g. EEOC and ADA) for creating safe, diverse, and inclusive work environment.
- In hiring and recruitment, intentionally seek candidates who will increase the diversity of the organization.
- Follow up on and/or investigate complaints that indicate threats to diversity.

Policy III.10 Distribution of Members and Directors Ex Officio by Sector

Every Director elected to the Board shall represent at least one (1) of the three (3) sectors described in Bylaws Section 6.03, and one (1) of the sub-sector roles described in paragraphs (a), (b), and (c) below. If a Director qualifies for representation of two (2) or more sectors or subsector roles, the Board may redesignate his/her representation at any time by a Majority Vote.

(a) Postsecondary Sector

An individual elected to represent this sector must, at the time of nomination and election, be actively engaged in one of the roles described below. There are to be Directors from among each role in numbers at least approximating the targets indicated in parenthesis.

- i. Provost, chancellor, or president of an Institution of Higher Education or other entity administering an EPP or an EPP having CAEP accreditation or preaccreditation (target: 1 Director);
- ii. Teacher educator, other than a provost, chancellor, or president, employed by an EPP or an EPP having CAEP accreditation or preaccreditation (target: 4 Directors);
- iii. Employee, director, or officer of a specialized professional association (target: 2 Directors); and
- iv. Individual active in one or more scholarly societies or foundations which has the preparation of educators as a stated priority or area of focus (target: 1 Director).

(b) P-12 Practitioner, Employer, or Policy Maker Sector

An individual elected to represent this sector must, at the time of nomination and election, be actively engaged in one of the roles described below. There are to be Directors from among each role in numbers at least approximating the targets indicated in parenthesis.

- i. Teacher or other non-administrator educator employed as such in a P-12 educational setting or serving in an elected or appointed role as a of P-12 teachers or other non-administrator educators (target: 4 Directors);

- ii. Administrator employed as such in a P-12 school, school district, or regional education cooperative or service agency (target: 1 Director); and
- iii. Chief state school officer or deputy chief state school officer of the state's P-12 education agency, state P-12 board of education member or staff, or another state-level policymaker or administrator whose duties or charge includes oversight of P-12 schools, the approval of educator preparation programs or providers, or the certification or licensure of educators (target: 3 Directors).

(c) Public and At Large sector

At least one member of the Board of Directors must be a representative of the public, and at least one-seventh of the Board must consist of representatives of the public.

An individual elected to represent this sector must be a Representative of the Public as defined by USED for accrediting agencies seeking to be recognized by the Secretary of Education. This means that any such individual shall be a person who is not –

- i. An employee, member of the governing board, owner, or shareholder of, or consultant to, an institution or program that either is accredited or preaccredited by CAEP or has applied for CAEP accreditation or preaccreditation;
- ii. A member of any trade association or membership organization related to, affiliated with, or associated with CAEP; or
- iii. A spouse, parent, child, or sibling of an individual identified in paragraph a. or b.

Policy III.11 Nomination, Elections, and Terms of Office

(a) Nominations

All Director vacancies are filled through an open nomination process conducted by the Nominating Committee with support from CAEP staff. No Director shall be elected or selected by the board or chief executive officer of any related, associated, or affiliated trade association or membership organization, and no such entity shall consider its nomination for a Director vacancy to constitute election or selection.

(b) Elections

Directors are elected by a Majority Vote of the Board from among one (1) or more nominees put before the Board by the Nominating Committee. Elections shall be held annually at the June Board of Directors meeting. A special election may be held to fill mid-term vacancies. Procedures for activities of the nominating committee are contained in the standard operating procedures.

(c) Terms

Terms shall generally be for three years with one-third of Directors' terms expiring annually and, in accordance with Bylaws, no Director shall serve more than two (2) regular 3-year terms. A regular term is a term of three years. To fill a vacancy, it may be necessary to elect a Director to the Board for a term of less than three years.

Unless determined otherwise by the Board, terms, regardless of length, expire on June 30.

Policy III.12 Resignations

Resignations must be submitted writing and delivered by hand or via postal or e-mail to the CAEP President and include the effective date of the resignation. If there is no effective date included in the letter, the effective date shall be the date of receipt. Resignations shall not be made public until after notification of the full Board and coordination with CAEP's Director of Communication and External Relations.

Policy III.13 Removal for Cause

The Board of Directors may remove any Board member who:

- Has been declared of unsound mind by a final order of court;
- Has been convicted of a felony;
- Has been found by the Executive Committee to have breached or failed to fulfill or uphold a duty as a Director (as defined in the DC Nonprofit Corporation Act, Part C, §29-406.30); or
- Has missed two (2) consecutive Board meetings or three (3) meetings within the Board member's term. Participation by phone or electronic means counts as participation at the Board meeting for this purpose.

Policy III.14 Vacancies on the Board

A vacancy on the Board is to filled in one of three ways:

- The Board's election of a Director by a Majority Vote;
- The Board's appointment of a President who will serve as a Member Ex Officio of the Board; or
- The Accreditation Council's election of a Council Vice Chair who will serve as a Member Ex Officio of the Board.

The role of the Nominating Committee in filling vacancies is established in the Bylaws. Within 30 days of notification of a vacancy, the CAEP President will inform the Chair of the Nominating committee to initiate the process of filling the vacancy.

Except as otherwise provided in the articles of incorporation or Bylaws, if a vacancy occurs among the Directors, including a vacancy resulting from an increase in the number of Directors, the vacancy may be filled at any time by a majority of the voting Members of the Board remaining in office even if they constitute less than a quorum. A vacancy that will occur at a specific later time, by reason of a resignation effective at a later time under § 29-406.07(b) or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.

Policy III.15 Repealed

This Section has been repealed effective January 1, 2020.

Policy III.16 Committees

Committees advise the Board and carry out the strategic governance work of the organization. The CAEP Board has three types of committees:

- Board Committees, established by the Board, including but not limited to those enumerated in the Bylaws, are comprised of Board members only. Unless provided otherwise in the Bylaws, the Chair of each committee shall be elected by the Board.

- Standing Committees, established by the President, including but not limited to those enumerated in the Bylaws, can have Board members and non-Board members. The President shall designate a Chair for each such Committee.
- Advisory Committees, established by the President, have a composition determined based on the charge and are proposed for approval by the Board of Directors annually or on an ad hoc basis. The President shall designate a Chair of each such Committee.

Workgroups, which are generally less formally organized than a committee and/or which are convened for a purpose not specifically related to the governance work of the organization, may be established by the President at any time.

(a) Committee Jurisdiction and/or Charge

Each Committee has a specific function as described in the Bylaws or policy approved by the Board. The President, Board Chair or Board may provide additional direction to any Committee to aid in the development of a Committee work plan.

(b) Appointment of Committee Members

Board and Standing Committee members may be appointed by the Board Chair and Vice-Chair for a term of up to three (3) years.

(c) Responsibilities of the Committee Members

Committee members are expected to maintain the highest standards of ethical behavior. They have the same duties of care, loyalty and fiduciary obligations to the organization as that of officers and Board members.

The responsibilities of a Committee member are to:

- i. Actively participate in the committee meetings and in carrying out the work of the committee, including by reviewing the agenda and all materials posted.
- ii. Volunteer for and complete assignments supporting the committee’s work.
- iii. Attend trainings/orientations for Directors.

(d) Responsibilities of the Committee Board Liaisons

Each Committee shall have a designated Board liaison. The responsibilities of a liaison are to:

- i. Serve as an active, contributing member of the committee with the same privileges of a committee member (i.e. making and approving motions, etc.); and
- ii. Provide brief written and oral committee reports at Board of Director meetings, in consultation with committee chairs and staff liaisons, and, as appropriate, bring committee motions or action items to the Board.

(e) Responsibilities of the Committee Staff Liaisons

Each Committee shall have a designated staff liaison. The staff liaison has the authority to ensure Committee actions are within budgetary and staffing capabilities and coordinated with other CAEP projects and activities. The responsibilities of the committee staff liaison are to coordinate with the Chair to:

- i. Prepare the committee annual plan of work;
- ii. Convene committees as needed to carry out the annual work plan;

- iii. Prepare agendas and materials for in-person and virtual committee meetings and distribute materials to committee members;
- iv. Advise on appropriateness of motions and scope of committees' responsibilities;
- v. Record meeting minutes and action items and keep committee records, including rosters, up-to-date;
- vi. Provide committee motions or action items to the President for the development of Board and Accreditation Council agendas;
- vii. Archive the committee plan of work, board reports, agenda and minutes;
- viii. Prepare the annual committee budget; and
- ix. Report within CAEP on activities and status of committee work plans.

Policy III.17 Election and Succession of Officers

Pursuant to Bylaws Sections 7.01 through 7.04, the Board of Directors shall have as its officers the CAEP President (Ex Officio), Chair, Vice-Chair, Secretary and Treasurer. The Chair, Vice-Chair, Secretary, and Treasurer shall be elected by a Majority Vote of the Board. At no time may the offices of CAEP President and Treasurer be held by the same person.

There is no automatic succession from any officer position to another; however, should the Chair position be vacated mid-term, the Vice-Chair will immediately become Chair of the Board and the Secretary will hold the position of Vice-Chair until an election can be held to fill the vacancy.

With any officer vacancy, the position to be elected may be included in the slate for elections any meeting of the Board. To the extent possible, the election of a Chair and Vice-Chair shall not take place in the same year.

Policy III.18 Partnerships

(a) State Partnerships

The CAEP President, on behalf of the organization, may enter into an agreement with any state agency or board responsible for approving educator preparation programs and will apprise the Board of these agreements.

The purpose of a State Partnership is to share information about the quality of EPPs between CAEP and the state and to reduce the duplication and cost of reviewing EPPs by both the state and CAEP using common CAEP standards.

(b) International Partnerships

The CAEP President, on behalf of the organization, may enter into an agreement with any non-U.S. based government body responsible for approving educator preparation programs and will apprise the Board of these agreements.

(c) SPA Partnerships

The CAEP President, on behalf of the organization, may enter into an agreement with any Specialized Professional Association (SPA) for the primary purpose of facilitating SPA reviews of specialty licensure areas and the use by EPPs of any data and information submitted for a SPA review as evidence for

CAEP Standard 1/A.1. Independent of any CAEP Accreditation Decision, a SPA may grant an EPP achievement of National SPA Recognition.

(d) Other Partnerships

The CAEP President, on behalf of the organization, may enter into a partnership – formal or informal – with any other entity or governmental body that he or she believes is in the best interest of CAEP.

Policy III.19 Use of CAEP Data in Scholarly Research

CAEP reserves the right to compile, use, share and publish data derived from accreditation and preaccreditation documents and activities in such a way that the identity of EPPs and individuals is not revealed and in accordance with any data use guidelines CAEP may establish.

For the purposes of scholarly research, permission may be granted by the CAEP President for researchers to have access to CAEP process documents and accreditation data from CAEP reporting phases. Research requests must be provided in writing and meet the following criteria:

- (a) Align with CAEP’s strategic plan and mission;
- (b) Include sound research design;
- (c) Include support of a CAEP co-sponsor, such as a member of the Board, Accreditation Council, or staff); and
- (d) Include a signed statement of agreement to comply with all confidentiality and data security requirements.

Research requests will be reviewed by the Research Committee and then forwarded to the President for final approval.

Section IV. Evaluation and Succession Planning

Policy IV.1 Succession Planning – for the President

CAEP shall, at all times, keep up-to date a plan for succession of the position of President.

Policy IV.2 Annual Review of President

Each spring, the Executive Committee is required to conduct an annual evaluative review of the President which will include multi-rater feedback, a self-evaluation, and an assessment of progress on established goals and metrics. A timeline and process for this review is developed with input from Committee members.

Policy IV.3 Biennial Review of Board Effectiveness

Board performance is assessed at least once every two years through a comprehensive 360 degree review of the Board’s effectiveness. A timeline for the review is provided in the Board Manual or other Board communications.

Section V. Records and Records Retention

Policy V.1 Corporate Records

CAEP shall keep corporate records and appropriate, complete, and accurate books or records of account, in record form, and accessible at its registered office or the principal place of business or any actual business office of the Corporation. Record form means as inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

The Corporation's records include:

- Documents necessary to maintain the corporate form of CAEP including articles of incorporation, Bylaws, and Governance Policy;
- Minutes of meetings, including any conflict of interest disclosures, and other documentation of other actions of the Board and committees established in accordance with Bylaws and Governance Policy;
- Documents that concern CAEP operations, including reports required to be prepared for the Board, budgets, audits, tax filings, financial records, insurance policies, intellectual property and licenses, and contracts with outside vendors, files and records maintained concerning the employment and performance of officers and employees, including annual contracts or appointment letters, compensation and benefit information, evaluations, reprimands, resignations, terminations, and severance information;
- Litigation records such as all pleadings, discovery material, orders, appeals, decisions, and opinions concerning any lawsuits brought by or against CAEP;
- Official correspondence which means all correspondence signed by the CAEP President or a CAEP Vice President and addressed to applicant, candidate, or member EPP providing notice of formal accreditation actions, as described in Policy __ Accreditation Records, and other correspondence deemed critical to the accreditation functions of CAEP; and
- Regulatory records such as those documents concerning the relationship of CAEP with CHEA and with the United States Department of Education, including applications and petitions for recognition or renewal, and any complaints against CAEP.

Corporate records shall be maintained for at least the duration required by all applicable laws and regulations and in accordance with this section. Any Corporate Record not required to be retained in accordance with applicable laws and regulations or this section shall be destroyed in accordance with procedures established for the maintenance and destruction of records. The President, CAEP's counsel (in-house or outside counsel), or outside auditor may require that documents be retained longer than set forth in this policy, by specific instruction. In the event that any staff member of the organization becomes aware of litigation, the threat of litigation or governmental investigation concerning any documents in his or her possession, the staff member must immediately cease all document destruction activities and seek guidance from the President and General Counsel.

Organizational Records	Retention Period
Articles of Incorporation	Permanent
Bylaws	Permanent
IRS Application for Tax-Exempt Status	Permanent

IRS Determination Letter	Permanent
Board Meeting Minutes	Permanent
Board Committee Meeting Minutes	Permanent
Legal Correspondence	Permanent
Accounting/Financial Records	
Annual Audits and Audited Financial Statements	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Insurance Policies, Insurance Claims, and Accident Reports	Permanent
Business Expense Records	7 years
Accounts Payable Records	7 years
Cash and Credit Card Receipts	7 years
Contracts	3 years after contract end date
Chart of Accounts	3 years
Monthly Internal Financial Statements	3 years
Bank Records	
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliations	7 years
Electronic Fund Transfer Documents	7 years
Payroll Records	
Payroll Tax Returns	Permanent
Unemployment Tax Records	Permanent
Employee personnel records – basic records (dates of employment, position title, etc.)	Permanent
Earnings Records	7 years
W-2 Statements	7 years
Employee personnel records – other information	7 years after termination date
Payroll Registers	7 years

Policy V.2 Accreditation Documents and Accreditation Records

(a) Definitions

- i. **Accreditation Documents** are those documents created by CAEP staff and volunteers, state personnel, and CAEP’s member EPPs as needed to carry out CAEP’s accreditation functions. Any Accreditation Document that is not an Accreditation Record, as defined in this section, or a Corporate Records, as defined in Policy V.1, shall be retained not more than 1 year from the date of last use.
- ii. **Accreditation Records** are:
 - a. **Complete and accurate records of CAEP’s accreditation reviews and continuing accreditation monitoring** -- (1) the last full accreditation or preaccreditation review of each EPP including the evaluation team report, (2) EPP’s response to the evaluation team report, (3) all EPP annual reports and substantive change notices since the last full

accreditation or preaccreditation review, (4) any periodic review reports since the last full accreditation or preaccreditation review, (5) any reports of special reviews conducted by CAEP between regular reviews, and (6) a copy of the EPPs most recent self-study and all supporting evidence submitted in accordance with Accreditation Policy; and

- b. **Complete and accurate records of CAEP's accreditation decisions** – all accreditation decisions made by the Accreditation Council or an Appeal Panel throughout an EPP's affiliation with CAEP, NCATE, or TEAC regarding the accreditation and preaccreditation of any EPP and substantive changes, including petitions for an appeal, action reports, decision letters, letters confirming or providing notice of withdrawal or lapse of accreditation, and all other correspondence that is significantly related to those decisions; and
- c. **Complete and accurate records of actions taken by the Accreditation Council and any Appeals Panel** – minutes of all Accreditation Council meetings, all appeal hearing agendas, written documentation of any conflict of interest disclosure made by a Councilor and appeals panel member, and any official correspondence between CAEP and a member EPP regarding accreditation actions recommended or taken, including any notice required to be provided in accordance with policy.

(b) Application of Accreditation Records Policy

This policy applies to Accreditation Records wherever and however they are retained and maintained, whether they are maintained as hard copy files, as electronic records, on electronic devices owned or supplied by CAEP, or on the electronic devices of those otherwise subject to this policy. Accreditation Records do not include any electronic records to which CAEP has access but does not have authority to copy or retain.

(c) Electronic Records and Communications

Accreditation Records contained in electronic communications, including records contained in emails and electronic records, will be treated as an electronic document. If an Accreditation Record is embedded in the body of an email, the entire email will be saved per the retention schedule provided in this section.

(d) CAEP's Obligation

CAEP shall have no obligation to acquire, retain, or maintain Accreditation Records on behalf of member EPPs or state partner other than Accreditation Records and only in accordance with this section.

This policy does not seek to provide obligations that may conflict with Federal law or regulations, State Sunshine laws, Open Records, or other document retention laws, and shall be construed wherever possible consistent with such laws; should an apparent conflict arise between this policy and Federal or State law, in all instances such law shall prevail.

(e) Accreditation Records Retention

Accreditation Records that reside at the CAEP office, are housed in CAEP-authorized off-site storage, or are stored on its electronic devices shall be retained for 7-years from the date of Accreditation Council or Ad Hoc Appeal Panel decision, through an EPPs next full accreditation review, or:

- for two years after the date of withdrawal, revocation, or denial; or

- for EPPs applying for initial accreditation, for the duration of the EPP's application process and initial review through an accreditation decision, appeal, or withdrawal.

At the expiration of the retention period, Accreditation Records shall be destroyed. The President, CAEP's counsel, or outside auditor may require that documents be retained longer than set forth in this policy, by specific instruction. In the event that any staff member of the organization becomes aware of litigation, the threat of litigation or governmental investigation concerning any documents in his or her possession, the staff member must immediately cease all document destruction activities and seek guidance from the President and General Counsel.

Section VI. COMPLAINTS

Policy VI.1 Complaints

(a) Complaints against CAEP or CAEP Accreditation

CAEP reviews in a timely, fair, and equitable manner, and applies unbiased judgement to, any complaints against itself. Following any such review, CAEP shall take follow-up action, as appropriate, based on the review.

(b) Complaints Regarding EPPs

CAEP reviews in a timely, fair, and equitable manner any complaint it receives against an accredited EPP that is related to CAEP's Standards, policies, or processes. Any such review shall be conducted in accordance with Accreditation Policy and procedures which shall ensure that CAEP will not complete its review nor make a decision regarding a complaint unless the EPP has sufficient opportunity to provide a response to the complaint. The Executive Committee of the Board of Directors is notified of all complaints and associated actions which may include enforcement action.

(c) Submission of Complaints Regarding CAEP or CAEP Accreditation

The complaint must be sent to the Compliance Officer at the following address:
CAEP Compliance Officer-CONFIDENTIAL TO BE OPENED BY ADDRESSEE ONLY
Email: Compliance.officer@caepnet.org

Policy VI.2 Whistleblower Policy

CAEP shall, at all times, keep up-to date a Whistleblower Policy and process for addressing complaints under the policy. The policy can be found in Appendix B - Whistleblower Policy.

Persons with a concern or complaint regarding accounting, internal operations, or legal matters may submit their concern or complaint in writing to:

CAEP Compliance Officer-CONFIDENTIAL TO BE OPENED BY ADDRESSEE ONLY
Email: Compliance.officer@caepnet.org

The person submitting a complaint should include a telephone number or e-mail address in the submission at which he or she may be contacted if the person requests contact or if the Compliance Officer determines that contact is appropriate.

Policy VI.3 Compliance Officer

The CAEP Compliance Officer has specific responsibility to consider all submissions received by CAEP under the Complaints (Policy 6.01) and Whistleblower Policy (Policy 6.02), above. The Compliance Officer must report all concerns or complaints received about accounting or legal matters to the President or the Chair of the Board of Directors if the complaint is against the President. The Compliance Officer is responsible for directing the investigation of all reported complaints and allegations concerning accounting, internal operations, or legal matters.

The Compliance Officer will maintain a log of all concerns or complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Executive Committee.

Section VII. FINANCE

Policy VII.1 Budget

The Treasurer of the Board of Directors is responsible for presenting an Annual Budget to the Executive Committee for review, acceptance, and presentation to the full Board of Directors for approval at the next Board meeting.

Once the budget is approved, budgeted funds may be reallocated with approval of the CAEP President. The CAEP President will notify the Executive Committee of any reallocation of funds.

Policy VII.2 Annual Fees and Dues

(a) Educator Preparation Providers

From the time an EPP begins the self-study process and throughout its membership with CAEP, an EPP is invoiced annual fees in amounts set through the Board's approval of an annual budget.

CAEP accreditation review (visit) fees are invoiced to EPPs before each fall or spring accreditation visit cycle and are based on approved visit fees structure and schedule.

CAEP will send notice to any EPP that has failed to pay annual dues or accreditation site visit fees in a timely manner. This notice will specify that failure to pay annual dues or accreditation site visit fees could result in revocation of accreditation.

(b) Member Organizations and State Partners

CAEP annual fees and dues are invoiced to member organizations and state partners annually or semi-annually based on the announced fee structures and schedules that are approved by the Executive Committee.

(c) Conference Revenues

CAEP Conference net revenues will be considered unrestricted funds to be allocated at the discretion of the President and Treasurer.

Policy VII.3 Expenses

(a) Expenses

CAEP's accounting and bookkeeping procedures provide for budgeted expenses and unbudgeted expenses. CAEP may reimburse expenses only for persons fulfilling assignments and responsibilities approved for reimbursement by CAEP, as detailed in procedures, an Employee Manual, or other internal documents. Such documents may also provide for cash disbursements, credit card purchases, and other expenditures as appropriate.

Travel related expenses, including lodging, meals, and certain incidental expenses, will be paid or reimbursed based on current approved travel policies. These expenses may be paid for the following:

- a. Member of CAEP Board of Directors and committees
- b. Member of CAEP Accreditation Council
- c. Other CAEP volunteers
- d. Outside consultants and invited guests traveling on behalf of CAEP

(b) Line of Credit

CAEP may borrow funds limited to an approved line of credit based on short term needs to fund operations.

Policy VII.4 Risk Management

CAEP will obtain business insurance to protect its financial, physical and human assets. Insurance coverage shall be obtained for the ongoing accreditation operations, CAEP's directors and officers, staff and volunteers against potential legal liabilities. If necessary, CAEP will file timely complaints with CAEP's business insurance company.

Policy VII.5 Financial Audit

CAEP shall have its financials, for each fiscal year ending in June 30, audited by an outside qualified auditor in order to provide an independent assessment of whether its financial information and practices are in accordance with generally accepted accounting principles (GAAP).

Annual audit reports will be provided to the Executive Committee and Board of Directors. A presentation of the audit results will be made to the Executive Committee by the CAEP auditor as part of one scheduled annual board meeting.

A recommendation for auditors shall be compiled by the President and CAEP's accounting firm after a vetting and interviewing process, which shall then be presented to CAEP's Audit Committee and the Executive Committee for approval and hire. Following recommendations in the Sarbanes-Oxley Act, CAEP rotates its auditors every 5-7 years, if appropriate. The Executive Committee shall communicate its acceptance and approval of the recommendation to the Board of Directors.

Policy VII.6 IRS Forms

The Executive Committee reviews the completed IRS Form 990/990T each year. A copy of the completed IRS Form 990/990T is distributed to the Executive Committee prior to submission of the form

to the IRS. The President and Treasurer have the responsibility for approving the completed Form before its submission.

CAEP adheres to IRS regulations and best practices regarding public inspection during the three year period, beginning with the date the form is due. The IRS Form 990/990T is disclosed to the general public, and made available through the CAEP website or upon request as outlined in IRS policy.

Policy VII.7 Investment Policy

(a) Investment Policy

The Board of Directors will adopt an investment policy to provide for the creation of, and guidelines for the management of, unrestricted and restricted funds held by the organization not needed to be available for immediate use.

The Executive Committee of the Board will review the investment policy annually and make any amendments, as needed. The Executive Committee will approve recommendations for changes in this policy by the President or Treasurer of the Board and will communicate the changes to the Board of Directors.

The President of CAEP and Treasurer are responsible for directing and monitoring the investment management of the various fund assets on behalf of CAEP. The President and Treasurer are authorized by the Executive Committee to delegate certain responsibilities to professional experts in various fields.

(b) Operating Fund

The Operating Fund provides sufficient operating costs to meet the day-to-day financial obligations of CAEP in a timely manner. These funds shall be invested with a limited time horizon in order to accommodate the short-term operating capital requirements.

(c) Short-Term Reserve Fund

The Short-Term Reserve Fund meets the expenses occurring as a result of unanticipated activities and to improve the return on the funds held for expenditure for the period of two to three years.

(d) Long-Term Reserve Fund

The Long-Term Reserve Fund provides secure long-term funding for the mission of CAEP. The assets of the Long-Term Reserve Fund shall be managed in such a way as to facilitate the organization's goals and objectives as outlined by the Board of Directors. Expenditure of the principal is designated by Executive Committee unless otherwise designated by the donor(s) in part or in whole. Also, at the discretion of the President and Treasurer, up to 100% of the yearly realized total return may be utilized for program duly authorized and agency expenses unless restricted for specific purposes by the donor(s).

Section VIII. Appendix A – Succession Plan for the President

Purpose. A change in key leadership positions is inevitable for all organizations. It presents both risk and opportunity at a time when some may seek assurance of the organization's viability and long-term sustainability. The purpose of the succession policy is to provide a framework for organizing an orderly transition when vacancies in either of two key leadership positions occur: President and Board Chair.

Definitions. Vacancies in key leadership positions can be either planned or unplanned, permanent, or temporary. The Executive Committee of the Board shall manage planned or unplanned temporary absences on behalf of the Board in collaboration with a Transition or Search Committee appointed for the specific transition. The policy described here deals only with planned or unplanned permanent vacancies.

Planned Vacancy. The position of President can become vacant in a planned way, through a notice either from the President, the Board of Directors, or the Executive Committee acting on behalf of the Board that the employment of the President will cease on a determined date. At least three months' notice is suggested prior to the departure date wherever feasible. Within two weeks from the date of the notice, the Board Chair and Executive Committee shall meet to review the circumstances of the planned departure and (1) to recommend to the Board a charge and the composition of the appointed Transition and Search Committee members (i.e. no less than five members of the Board or a five person Committee with four current Board members and one stakeholder or former Board member); (2) to develop the process for selecting a transition/search firm; (3) to recommend a budget and a source of funding for the transition and search; and (4) to finalize a communications plan for informing the Board, staff, and stakeholders of the planned transition.

In situations where it is not feasible or desirable to provide three months' notice, the procedures described in the Unplanned Vacancy section below shall be followed.

As soon as feasible, the Board Chair, based on consultation with the Executive Committee, shall appoint a Transition and Search Committee (referred to as either Transition or Search Committee typically operating as one committee) with the following responsibilities: (1) to conduct an organizational review regarding clarity of strategic direction, organizational priorities, and transition issues which will inform the competencies and skills required of the new President; (2) to develop, with input from the executive team and assistance of a transition and search firm, a position profile, revised job description and a transition/search plan for filling the position of President; (3) to report to the Board and engage the Board in finalizing the position profile and requirements of the new President; (4) to lead the search or serve as Board liaison to the transition/search firm to develop a diverse candidate pool and present finalist(s) to the Board for ratification; and (5) to collaborate with the Board Chair, Executive Committee, and CAEP Human Resources in finalizing an offer letter and planning and implementing an onboarding process for the new President.

The Board shall receive the recommendation of the Executive Committee and establish the Transition and Search Committee as soon as possible and no later than the date of the vacancy, and act upon the report as appropriate. No search can commence until the Board has approved, by Majority Vote, the report of the Transition and Search Committee regarding the position profile and transition/search plan. In the event the President departs before the new President is available, the Board Chair will seek the advice of the transition/search firm and Executive Committee on the appointment of an Interim President, who will serve until a permanent President is appointed. Board approval is not required for

appointment of the Interim President. Such an appointment of Interim President shall occur no later than two weeks prior to the date of the vacancy of the President position.

Unplanned Vacancy. Should the position of President become vacant for any reason with less than three months' time for planning, the following procedures will apply. If sufficient planning time is available, the Board Chair will consult with the Executive Committee on the appointment of an Interim President and seek to appoint an Interim President on a date prior to the impending vacancy. If a vacancy occurs before an Interim President can be appointed from internal or external candidates, the Executive Committee shall appoint a temporary Interim President who shall immediately assume the executive functions of the President until an Interim President is appointed. The Board Chair in consultation with the Executive Committee shall appoint an Interim President with all deliberate speed.

If the President is expected to return to her/his position, the Board Chair is authorized to appoint a 1st or 2nd backup for the President approved in advance by the Board. In the event there is not an internal 1st or 2nd backup, an external Interim President will be appointed in consultation with the Executive Committee. When sufficient information about the nature and length of the unplanned absence is available and as soon as possible, the Board Chair shall convene the Executive Committee to assess the circumstances of the unplanned transition. If the President is not expected to return to her/his position, the Board Chair shall convene the Executive Committee to determine if it is necessary to appoint a Transition and Search Committee. With concurrence from the Executive Committee, the Board Chair may appoint a Transition and Search Committee, with composition and responsibilities as described above.

Interim President. The office of Interim President may be filled by a member of the management team or selection of an external candidate with the required competencies. The functions of Interim President shall be the same as the functions of President, except that the following actions require prior concurrence of the Executive Committee: (1) changes in policy; (2) hiring or termination of executive team members; (3) financial expenditures not within the approved annual operating budget; and (4) launching major new program initiatives not previously approved.

Records. The President shall be responsible for assembling and maintaining a record of information critical to the functioning of the office of President. The Board Chair shall review this information with the President annually, ensuring that the record is current. The record shall be kept as an addendum to the organization's standard operating procedures.

Authorization of Office. Appointment to the office of President requires a Majority Vote by the Board upon recommendation by a duly appointed Transition and Search Committee

Job Descriptions. The CAEP Executive Committee of the Board should review and update the job description of the President at the time of appointment and at each successive contract renewal.

Section IX. Appendix B - Whistleblower Policy

This Whistleblower Policy covers the submission of complaints or concerns regarding financial statement disclosures, accounting, internal accounting controls, auditing matters, or internal operations.

In order to facilitate the reporting of concerns and complaints, the Executive Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters, including concerns regarding questionable accounting or auditing matters or illegal activities (collectively, "Accounting or Legal Matters"), and (2) submission by employees of the Association of concerns regarding Accounting or Legal Matters.

This Whistleblower Policy is intended to encourage and enable employees and others to raise concerns within CAEP. No employee who in good faith reports a concern or complaint about Accounting or Legal Matters shall suffer harassment, retaliation or adverse employment as a consequence. An employee who retaliates against someone who has reported a concern or complaint in good faith about Accounting or Legal Matters is subject to discipline up to and including termination of employment.

Because of the importance of protecting the integrity of CAEP's procedures for addressing concerns or complaints regarding accounting practices, internal controls or auditing, it is a violation of this policy for any member of the staff to make an intentionally false and malicious accusation. The CAEP policy prohibiting retaliation or reprisal against individuals reporting concerns or complaints regarding Accounting or Legal Matters shall not be construed as precluding disciplinary actions against individuals who are found to have made intentionally false or malicious complaints.

Upon receipt of a concern or complaint, the Compliance Officer will determine whether the concern or complaint actually pertains to accounting or legal Matters and when possible, acknowledge receipt of the report to the submitter. If the concern or complaint is immaterial or easily resolved, the Compliance Officer shall have the authority to resolve it. If not, the Compliance Officer will notify the President (or the Chair of the Board of Directors if the complaint is against the President) of any such concern or complaint. Prompt and corrective action will be taken when and as warranted in the judgment of the Compliance Officer, President, or Chair. When possible and when determined appropriate, notice of any corrective action taken will be given the employee who submitted the concern or complaint.