



# **Board of Directors Governance Policy**

**Council for the Accreditation of Educator Preparation**

**1140 19th Street, N.W., Suite 400  
Washington, D.C. 20036**

Website: [caepnet.org](http://caepnet.org)

Phone: 202.223.0077

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## Document Version Control

Date	Version	Change(s) Made
12/1/2013	1	Original Document
11/3/2016	2	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	2.1	Grammar and formatting updates. Document ratified by the CAEP Board of Directors.
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3/6/2017	2.4	Edits made to policy 3.09, removed reference to branch campuses
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6/7/2018	2.03	Amended to align with Accreditation Policy.
6/7/2018	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revocation or denial) shall inform the EPP that any unexpired NCATE or TEAC accreditation term will be automatically rescinded so that the EPP is only CAEP accredited.

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## Section I. Introduction

The Council for the Accreditation of Educator Preparation (CAEP) is a non-governmental, voluntary association of parties committed to the effective preparation of teachers and other P-12 professional educators. Its mission is to advance excellence in educator preparation through evidence-based accreditation that assures quality and supports continuous improvement to strengthen P-12 student learning.

The activities of CAEP are governed by three distinct bodies; the Board of Directors, the Accreditation Council, and the Appeals Council. The duties and responsibilities of these bodies are described in the CAEP Bylaws and each is governed by a distinct set of policies. This policy manual contains the policies for the CAEP Board of Directors and has an accompanying standard operating procedures document which provides specificity regarding how policies are carried out by CAEP staff, members of the Board, and/or Committees.

In any section of this document referencing or quoting CAEP Bylaws, the language of the ratified bylaws shall supersede the language contained herein. This document shall be reviewed and updated following any change to Bylaws.

## Section II. Scope and Accreditation

### Policy 2.01 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 2.02 Standards

All Educator Preparation Providers (EPPs) are required to respond to all CAEP standards when they submit their self-study reports. Accreditation decisions are based on providing evidence for meeting specific CAEP standards which can be found on the CAEP website ([www.caepnet.org](http://www.caepnet.org)).

Any modification to the CAEP Standards must be ratified by a majority vote of the Board of Directors.

### Policy 2.03 Scope of CAEP Accreditation

The scope of CAEP’s work is the accreditation 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 of Directors and be submitted to CHEA and/or the USED for approval and acceptance.

### Policy 2.04 Educator Preparation Provider

Per Section 5.01 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. EPPs may seek accreditation through CAEP, 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.

EPPs, as voluntary members of CAEP, are the entities with which CAEP engages in accreditation-related activities.

Because CAEP accreditation is limited to seeking accreditation, not to other offerings, CAEP reserves the right to determine whether an EPP is a single program or campus and whether a location at which a program is offered must hold separate accreditation.

CAEP will use one or more of the following criteria in making this determination:

- Whether the EPP is within a single institution or entity accredited through a regional accrediting agency recognized by CAEP.
- Whether there exists at the college, school, department, or other administrative body within colleges, universities, or other organizations a single point of contact with the responsibility for managing or coordinating all programs offered for the initial and advanced preparation of teachers and other school professionals, regardless of where these programs are administratively housed in an institution; and
- Whether, the policies governing candidates enrolled in the EPP are established by a single institution or entity.

## Policy 2.05 Mode of Delivery

### (a) Face-to-Face Learning

When 50% or more of the coursework of an EPP is offered in an in-person/classroom mode of delivery, the EPP and all locations where the EPP offers courses must be in the same state and under the jurisdiction of the same state regulatory agency for teacher education.

### (b) Distance Learning

When 50% or more of the coursework of an EPP is offered through a distance education mode of delivery, it is possible for the EPP and all locations where the EPP offers courses to be in the same state or in different states, and under the same or different regulatory agency for teacher education. If two (2) or more state regulatory agencies are involved, the EPP must meet the requirements for delivering online programs set by each state.

## Policy 2.06 Definition of an EPP

An EPP is a single unit where common curricula and student learning outcomes are offered by the EPP.

## Policy 2.07 Candidate

An individual engaged in the preparation process for professional education licensure/certification with an Educator Preparation Provider (EPP).

## Policy 2.08 Disaggregation of data

CAEP requires EPPs to disaggregate data, where the number of EPP completers (n) in a single year is greater than ten (10) or as set by the state, by licensure area. This is the same as data submitted to meet Title II requirements. Further clarification is found in the Accreditation Handbook.

## Policy 2.09 Fees

CAEP is committed to conducting an accreditation process that is efficient, cost-effective and cost-accountable. CAEP reserves the right to develop and adjust fees for accreditation 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 CAEP Executive Committee reviews the proposed fees and fee adjustments must be ratified by a majority vote of the Board of Directors before enacted.

## Policy 2.10 Notification of Accreditation 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 decisions, including notice to be provided to EPPs, appropriate State licensing or authorizing agencies, other accrediting agencies, and the public. .

### (a) Notice of Accreditation Decisions

CAEP will provide notice of accreditation decisions made by the Accreditation Council and Appeals Council as follows:

- i. EPP Accreditation (initial or continuing) – In addition to notice to be provided to the EPP, as required by Accreditation Policy, no later than thirty (30) days following a decision to grant Initial Accreditation, CAEP will provide notice of such decision to the U.S. Secretary of Education, the appropriate State licensing or authorizing agency, all appropriate accrediting agencies, and the public. As of the date of such notice, any unexpired NCATE or TEAC accreditation term will be automatically rescinded so that the EPP is only CAEP accredited. Notice of the CAEP accreditation decision shall clearly communicate NCATE or TEAC rescission if applicable.
- ii. Final Decision to Place an EPP on Probation or an Equivalent Status –At the same time notification is given to an EPP of a final decision to place the EPP on probation or an equivalent status, and in no case later than thirty (30) days following such a decision, CAEP will provide notice of the decision to the U.S. Secretary of Education, the appropriate State licensing or authorizing agency, and all appropriate accrediting agencies. Within twenty-four (24) hours of notifying an EPP of a final decision to place the EPP on probation or an equivalent status, CAEP will provide the public with notice of the decision. As of the date of such notice, any unexpired NCATE or TEAC accreditation term will be automatically rescinded so that the EPP is only CAEP accredited. Notice of the CAEP accreditation decision shall clearly communicate NCATE or TEAC rescission if applicable.
- iii. Final Decision to Deny or Revoke the Accreditation of, or to take any other Adverse Action against an EPP - At the same time notification is given to an EPP of a final decision to deny or revoke the accreditation of the EPP, or take any other adverse action against the EPP, and in no case later than thirty (30) days following such a decision, CAEP will provide notice of the decision to the U.S. Secretary of Education, the appropriate State licensing or authorizing agency, and all appropriate accrediting agencies. Within twenty-four (24) hours of notifying an EPP of a final decision to deny or revoke the accreditation of the EPP, or take any other adverse action against the EPP, CAEP will provide the public with notice of the decision. In addition, not more than 60 days after the decision, CAEP will make available a

brief statement summarizing the reasons for the decision and the official comments that the EPP may wish to make with regard to that decision, or evidence that the EPP has been offered the opportunity to provide official comment.

#### (b) Notice of Decisions made by an EPP

CAEP will provide notice of decisions made by any EPP to withdraw voluntarily from accreditation or to let such accreditation lapse, as follows:

- i. Decision of an EPP to Withdraw Voluntarily from Accreditation– Within 30 days of receiving notification from an EPP of its decision to withdraw voluntarily from accreditation, CAEP will provide notice of such decision to the U.S. Secretary of Education, the appropriate State licensing or authorizing agency, and all appropriate accrediting agencies. CAEP will provide the public with notice of the decision upon request.
- ii. Decision of an EPP to Let Its Accreditation Lapse – Within 30 days of the date on which accreditation lapses, CAEP will provide notice of such lapse to the U.S. Secretary of Education, the appropriate State licensing or authorizing agency, and all appropriate accrediting agencies. CAEP will provide the public with notice of the EPP’s lapse in accreditation upon request.

With regard to each of the decisions included in this section, CAEP will only provide notice to the U.S. Secretary of Education if required to do so due to CAEP's recognition as an accrediting agency by the Secretary. Any notice provided to the Secretary, a State licensing or authorizing agency, or any other accrediting agency, as described above, shall be provided in writing and shall be deemed effective upon dispatch. Public notice shall be made, at a minimum, through publication on the CAEP website.

At each meeting of the Board, the Accreditation Council Chair or President shall present a written report of CAEP’s accreditation activities since the preceding Board meeting.

### Policy 2.11 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. The Research Committee of the Board of Directors will oversee this activity and make recommendation to the CAEP President of any needed changes.

#### (b) SPA Standards

SPAs may voluntarily undertake a review of their standards and may choose to submit revised standards to CAEP for review and acceptance. SPA Standards are submitted to and reviewed by the SPA Standards Committee of the CAEP Board. Information about the process can be found in the [Guidelines for Writing and Approval of SPA standards](#).

### Policy 2.12 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 the standards for validity and reliability.

### Policy 2.13 Evaluation of the CAEP Accreditation Process

CAEP annually reviews the performance of the Accreditation Council for their consistent application of standards. The standing committee of the Accreditation Council charged with overseeing the self-



evaluation shall have a representative of the Board of Directors on the committee. This representative must be a Board member who is not also holding the position of Accreditation Council Chair.

Annually, the Accreditation Council Chair shall report the results of the self-evaluation related to consistent application of standards by the Accreditation Council.

### Policy 2.14 Evaluation of CAEP Policies and Procedures

No less than every four (4) years, CAEP will survey EPPs and other stakeholders about the quality of CAEP policies, and procedures; the value of accreditation; relevance of information requested for the accreditation process; whether EPPs are gaining benefit from participation in accreditation; the labor required to complete the process; the currency and relevance of standards; the Accreditation Council; and other accreditation issues as determined by the Board or the President of CAEP. The results of these external surveys are used for continuous improvement and are shared with the Board's Research Committee, the Board, and the Accreditation Council as appropriate.

## Section III. Governance and Administration

### Policy 3.01 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 voted on by 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 at each Board meeting.

As part of the strategic planning process, the CAEP Board of Directors will review this policy document to ensure achievability of the goals.

### Policy 3.02 Annual Reports

#### (a) Financial Report

At each annual meeting, the Treasurer or President shall present a written report of CAEP's financial activities for the preceding year.

#### (b) Accreditation Report

At each annual meeting, the Accreditation Council Chair or President shall present a written report of CAEP's accreditation activities during the preceding year.

### Policy 3.03 Standard of Conduct

Directors are required to acknowledge receipt and compliance of the Standards of Conduct. Each Director and Member Ex Officio, when discharging the duties of a member of the Board, shall act:

1. In good faith;
2. In a manner the Director or Member Ex Officio reasonably believes to be in the best interests of the nonprofit corporation; and
3. 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:
  - a. 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.

- b. 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.

CAEP subscribes to the Member Code of Good Practice of the Association of Specialized and Professional Accreditors found at <http://www.aspa-usa.org/code-of-good-practice/>.

### Policy 3.04 Conflict of Interest

In advance of each Board of Directors meeting, Directors are asked to read, understand, and agree to disclose conflicts of interest, recuse themselves from action in situations where there is a real or perceived conflict of interest, and be bound by the fiduciary responsibilities described in the CAEP Statement of Fiduciary Responsibility.

CAEP recognizes the need to identify and avoid 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.

CAEP Directors 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.

CAEP Directors 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 CAEP Director agrees to recuse him/herself from discussions, deliberations, and decisions on any matters with regard to which he/she is deemed to have a conflict of interest.

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;
- Competition with CAEP by means of employment with a competitor or government agency;
- 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 Counsel.

#### (a) Bias

CAEP Directors do not advance 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 Directors for services rendered to CAEP in their capacity as a Director or any other capacity, except that Directors may be reimbursed, in reasonable amounts, for expenses incurred in the performance of their duties as Directors.

In order to avoid a conflict of interest or the appearance of a conflict of interest, at no time should a Director 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

CAEP Directors will not engage in consultation arrangements with EPPs seeking CAEP accreditation while actively serving as a member of the CAEP Board. Neither shall CAEP Directors 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, Directors 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 Director is a breach of fiduciary responsibility and may be cause for removal.

### Policy 3.05 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 Board members 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 3.06 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 Communications and External Relations.

### Policy 3.07 Qualifications and Training of Board Members

CAEP conducts an Orientation for new members of the Board of Directors within one month of the beginning of their term on the Board. Prior to each Board meeting, CAEP Board members are encouraged to attend a half-day accreditation-focused session increase Board members' knowledge of Accreditation.

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 for Board member attendance at CAEP events are waived.

### Policy 3.08 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 3.09 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 3.10 Representation

#### (a) Composition of the Board of Directors

To assure participation of all sectors of the profession and other interested parties, including the Public and At Large, in the governance of CAEP, the following are designated:

- Eight (8) Directors designated by the Board as from the Postsecondary Expertise sector of the profession, distributed as follows: one (1) provost/chancellor/president; four (4) other teacher educators; two (2) from specialized professional associations; and one (1) from other scholarly societies and foundations.

- Eight (8) Directors designated by the Board as from the P-12 Practitioner, Employer or Policy Maker sector of the profession, distributed as follows: four (4) teachers; one (1) administrator; and three (3) chief state school officers/other state officials.
- Three (3) Directors designated by the Board as from the Public and At Large sector.

### (b) Committees of the Board

CAEP shall ensure the membership of CAEP Committees, regardless of charge, shall have representation from each of the three sectors: postsecondary, practitioner, and public at large.

### (c) Public and At Large representatives

A public representative to the CAEP Board cannot be a member of any trade association or membership organization related to, affiliated with, or associated with CAEP, nor is he or she a spouse, parent, child or sibling of an individual identified above. The public representative cannot be related by blood or marriage to someone affiliated with the CAEP accreditation system or an employee of an EPP accredited by CAEP or considering accreditation by CAEP.

Public members apply their expertise, experience, and knowledge to extend the perspective and insights of the work of CAEP specifically and the quality of educator preparation generally. They are expected to attend all regular meetings and participate in the work of the governing body.

## Policy 3.11 Elections and Terms of Office

### (a) Elections

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.

### (b) Terms

Terms shall generally be for three years with one-third of Directors' terms expiring annually. To fill a vacancy, it may be necessary to elect a Director to the Board for a term length of less than three years.

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

## Policy 3.12 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 3.13 Removal for Cause

The Board of Directors may remove a Director 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)

- 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 3.14 Vacancies on the Board

The role of the Nominating Committee in filling vacancies is defined 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. CAEP follows the requirements of DC code § 29-406.10 in filling vacancies of the Board of Directors.

- Except as otherwise provided in subsection (b) of this section, the articles of incorporation, or the bylaws, if a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by a majority of the directors remaining in office even if they constitute less than a quorum.
- Except as otherwise provided in the articles of incorporation or bylaws, a vacancy in the position of a director who is:
  - Elected by a voting group of members, by a chapter or other organizational unit of members, or by a region or other geographic grouping of members, shall be filled during the first 3 months after the vacancy occurs only by that voting group or chapter, unit, region, or grouping;
  - Appointed by persons other than the members, may be filled only by those persons; or
  - Designated in the articles of incorporation or bylaws shall not be filled by action of the board of directors.
- 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 3.15 Nominations

Recommendations for a number of Board seats shall be accepted via the Nominating Committee from designated organizations as follows:

- American Association of Colleges of Teacher Education: One (1) Postsecondary Expertise sector seat designated for other teacher educators, which may be for one of its own officers;
- American Federation of Teachers: One (1) P-12 Practitioner, Employer, or Policy Maker sector seat designated for teachers, which may be for one of its own officers;
- Council of Chief State School Officers: Three (3) P-12 Practitioner, Employer, or Policy Maker sector seats designated for chief state school officers/other state officials, which may be for its own officers; and
- National Education Association: Two (2) P-12 Practitioner, Employer, or Policy Maker sector seats designated for teachers, which may be for its own officers.

Such organizations shall be entitled to recommend persons for the specified seat(s) only for so long as they pay annual fees to CAEP. When a vacancy occurs on the Board for any of these seats identified above, the Nominating Committee shall notify the designated organization and shall request that the organization submit recommend no fewer than three (3) individuals for any such seat.

All other vacant seats are filled through an open nomination process. Any individual or organization, including the organizations enumerated above, may submit a recommendation for one or more candidates to the Nominating Committee.

### Policy 3.16 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 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; and
- 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 and the annual charge for each Committee, or any more time-limited charge for an Advisory Committee, is approved by the CAEP Board of Directors. Any changes to committee charges and related work plans must be approved by the Board.

The Board Chair can provide additional charges to the committee to carry out the work of the organization at the beginning of the committee's term. Board and Standing Committee charges and any related work plans should be reviewed annually at the first meeting of the committee.

#### (b) Appointment of Committee Members

Board and Standing Committee members can be appointed for a term of up to three (3) years. As vacancies in any such Committee occurs, Committee members are included with a slate presented by the Nominating committee to the Board annually.

#### (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 the Committee member are to:

1. Actively participate in the committee meetings and in carrying out the plan of work by reviewing the agenda and all materials posted.
2. Volunteer for and complete assignments supporting the committee annual work plan.
3. Attend trainings/orientations for governance.
4. Report changes in contact information to the committee chair and staff liaison.

#### (d) Responsibilities of the Committee Board Liaisons

Each Committee shall have a designated Board liaison. The responsibilities of the committee board liaisons are to:

1. Serve as an active, contributing member of the committee with the same privileges of a committee member (i.e. making and approving motions, etc.).
2. 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

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:

1. Prepare the committee annual plan of work (developing and updating the master document).
2. Convene committees as needed to carry out the annual work plan.
3. Prepare agendas and materials for in-person and virtual committee meetings and distribute materials to committee members.
4. Advise on appropriateness of motions and scope of committees' responsibilities.
5. Record meeting minutes and action items and keep committee records, including rosters, up-to-date.
6. Provide committee motions or action items to the President for the development of Board and Accreditation Council agendas.
7. Archive the committee plan of work, board reports, agenda and minutes.
8. Prepare the annual committee budget.
9. Report within CAEP on activities and status of committee work plans.

### Policy 3.17 Officer Succession – Board Leadership

The positions of Chair and Vice Chair are held separately and are not sequential. They are elected in alternating years to assure continuity of leadership.

The position to be elected will be included in the slate for elections at the June Board of Directors meeting. Both officer positions require election by a majority vote of the Board.

After a completion of his/her term, the immediate past Chair may serve on the Board as a non-voting ex officio member if the individual has reached his/her term limit as a Director of the Board.

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.

### Policy 3.18 Partnerships

#### (a) State Partnerships

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

The purpose of state Partnerships 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 one or more relevant government agency for international EPPs responsible for approving educator preparation programs and will apprise the Board of these agreements.

### **(c) SPA Partnerships**

CAEP enters into partnerships with Specialized Professional Associations (SPAs) for the development of specialized standards and assistance with reviewing specialty licensure areas for the achievement of National SPA Recognition.

## **Policy 3.19 Use of CAEP Data in Scholarly Research**

CAEP reserves the right to compile and issue data derived from accreditation documents in such a way that the identity of EPPs and individuals is not revealed.

For the purposes of scholarly research, permission may be granted by the CAEP President for researchers to have access to CAEP activities, files, and EPP materials. These research requests shall be reviewed by the Research Committee prior to submission to the President for approval.

Researchers are required to sign a statement of confidentiality and may not reveal information listed as confidential without written consent from the EPP.

## **Section IV. Evaluation and Succession Planning**

### **Policy 4.01 Succession Planning – for the President**

CAEP shall, at all times, keep up-to date a plan for succession of the position of President. The plan can be found in Appendix A on page 20.

### **Policy 4.02 Annual Review of President**

Each spring, the Executive Committee conducts 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. Timeline for the review is contained in the standard operating procedures.

### **Policy 4.03 Biennial Review of Board Effectiveness**

One of the most important things that a Board can do to strengthen its own performance is to take the time to reflect on what it's doing well and where it is more challenged. Board performance is assessed at least once every two years.

## **Section V. Record Retention**

### **Policy 5.01 Record Retention**

CAEP engages in systematic review, retention and destruction of organizational materials and records, inclusive of materials and records maintained both on-site and off-site. These procedures are designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records, to ensure the efficiency of CAEP's operations, and to reduce storage costs by eliminating unneeded storage space. CAEP documents, materials, and records shall be maintained in accordance with the schedule below.

Organizational Records	
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	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
Electronic Records	
Email	7 years after employee separation
Accreditation Records	
Record that notice requirements were fulfilled	2 full accreditation cycles
All records used to render an accreditation decision – e.g. self-study report, formative feedback report, self-study addendum, site visit report, the EPP’s response to the site visit report, the accreditation letter, and the accreditation action report	2 full accreditation cycles

Reports of special reviews or periodic reviews conducted by CAEP between regular reviews.	2 full accreditation cycles
Accreditation decision	Permanent

## Section VI. COMPLAINTS

### Policy 6.01 Complaints

CAEP reviews carefully any allegations that CAEP has not followed its own policies.

#### (a) Complaints against CAEP or CAEP Accreditation

CAEP accepts only written complaints against CAEP or CAEP Accreditation where the complainant is identified and his or her relationship to CAEP is disclosed.

Written complaints against CAEP or CAEP Accreditation must include the following information:

- A statement of facts and circumstances showing:
  - Noncompliance with CAEP’s policies or standards by CAEP.
  - Actions by CAEP that may jeopardize an EPP’s accreditation.
- A reference to the particular CAEP policies or standards at issue in the complaint.
- A statement of the actions, if any, that the complainant has taken to address the matter(s) identified in the complaint.
- Documentation of the dates of the events that led to the complaint.

CAEP will not investigate complaints based on events that began more than two years prior to the filing of a formal complaint. The process for reviewing complaints is described in the standard operating procedures.

The complainant has a right to appeal the decision. A notification to appeal must be received by the compliance officer within 30 days of the date the decision was received by the complainant. The appeal will be referred to a grievance committee composed of three (3) members of the Appeals Council which shall first determine whether there is a valid basis for the appeal and, if the appeal is valid, shall make a final decision on the complaint.

The complainant is notified of the actions taken at each step of the complaint process.

The Executive Committee of the Board of Directors is notified of all complaints and associated actions.

#### (b) Complaints Regarding EPPs

The policies governing submission of complaints regarding EPPs are found in the Accreditation Council Policy document.

#### (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](mailto:Compliance.officer@caepnet.org)

## Policy 6.02 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 on page 22.

### (a) Submission of Complaints under the 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](mailto: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 6.03 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. 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 VIII. 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.