



# Board of Directors Governance Policy

**Council for the Accreditation of Educator Preparation**

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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.
2/15/2017	2.2	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	2.3	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	2.4	Edits made to policy 3.09, removed reference to branch campuses
6/8/2017	3	Ratified by the CAEP Board of Directors with non-substantive edits to policies 2.11(a) and 3.06
3/21/2018	3.1	Edits made to policy 2.03, 2.04, 2.06, 2.08, 2.10(a), 2.11(a), and 3.15
5/17/2018	3.2	Edits made to policy 2.03, 2.04, 2.06
6/7/2018	4	Edits made to 2.11(a). Ratified by the CAEP Board of Directors with an effective date of 7/1/2018.
9/24/2018	4.1	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	4.2	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revocation or denial) shall inform the EPP that any unexpired NCATE or TEAC accreditation term will be automatically rescinded so that the EPP is only CAEP accredited.
12/6/2019	4.3	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

		<p>providing that a breach of confidentiality will be considered cause for removal from the Board.</p> <p>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.</p> <p>Additional amendments were made throughout to bring the policies into closer alignment with recently published federal regulations on accreditor recognition.</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) 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 and preaccreditation decisions; 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 phases 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 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 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**

Pursuant to Bylaws Section 3.01(a), the Board has adopted Standards for accreditation and will, no later than December 31, 2020, adopt Standards for Preaccreditation. 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 receives approval of a Renewal of Accreditation Request for Evaluation, as provided for in Accreditation Policy.

### **Policy 2.03 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 of Directors and be submitted to CHEA and/or the U.S. Department of Education for approval and acceptance.

### **Policy 2.04 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.

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), as provided in paragraph (a) of this section, and any of the additional criteria provided in paragraph (b).

(a) Branch Campus

A branch campus is a location of an institution that is geographically apart and independent of the main campus of the institution if the location --

- i. Is permanent in nature;
- ii. Offers courses in educational programs leading to a degree, certificate, or other recognized educational credential;
- iii. Has its own faculty and administrative or supervisory organization; and
- iv. Has its own budgetary and hiring authority.

(b) Other criteria

- i. Whether the EPP is within a single institution or entity accredited through a regional accrediting agency recognized by CAEP.
- ii. 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
- iii. Whether, the policies governing candidates enrolled in the EPP are established by a single institution or entity.

Any EPP that is an Institution of Higher Education and uses CAEP accreditation or preaccreditation to access Title IV, HEA programs, is required to comply with other provisions of this Governance Policy and Accreditation Policy regarding Branch Campuses.

### 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 Repealed

This Section has been repealed effective January 1, 2020.



### Policy 2.07 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 2.08 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 2.09 Fees

CAEP is committed to conducting an accreditation and preaccreditation processes that are efficient, cost-effective and cost-accountable. CAEP reserves the right to develop and adjust fees for accreditation and preaccreditation 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.

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 2.10 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 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 oversees this activity and recommends revisions, if needed, 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. 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 CAEP-established principles for validity and reliability.

#### **Policy 2.13 Evaluation of the CAEP Accreditation and Preaccreditation Processes**

CAEP annually reviews the performance of the Accreditation Council for their consistent application of standards. The standing committee of the Accreditation Council is charged with overseeing the self-evaluation and 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 to the Board and 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 and preaccreditation; relevance of information requested for the accreditation process; whether EPPs are gaining benefit from participation in accreditation and preaccreditation; 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**

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 3.04 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.

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 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 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 or preaccreditation 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 shall 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

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.

Prior to being included on a Nominating Committee slate for election as a Director, an individual is encouraged to attend at least one CAEP accreditation review site visit as an observer.

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 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 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. Members Ex Officio are assigned to a sector and subsector role at the time their service on the Board commences. If a Director or Member Ex Officio 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 up to the number 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 (1 Director);
- ii. Teacher educator, other than a provost, chancellor, or president, employed by an EPP or an EPP having CAEP accreditation or preaccreditation (4 Directors);
- iii. Employee, director, or officer of a specialized professional association (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 (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 up to the number 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 representative of P-12 teachers or other non-administrator educators (4 Directors);
- ii. Administrator employed as such in a P-12 school, school district, or regional education cooperative or service agency (1 Director); and
- iii. Chief state school officer or deputy chief state school officer whose duties include oversight of P-12 schools or another state-level governmental official or member of a governmental board 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 (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 3.11 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. Any individual, entity, or organization, including any related, associated, or affiliated trade association or membership organization that is related to or associated or affiliated with CAEP. 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. 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); 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 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 Repealed

This Section has been repealed effective January 1, 2020.

### 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, 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 any specific charge as may be given to the Committee upon a Majority Vote of the Board. The Board Chair or Board may provide additional direction to any Committee to aid in the development of a Committee work plan. Board and Standing Committee charges and any related work plans should be reviewed annually at the first meeting of each such Committee.

**(b) Appointment of Committee Members**

Board and Standing Committee members may be appointed for a term of up to three (3) years. As a vacancy in any such Committee occurs, any Director or Member Ex Officio desiring appointment shall be 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 a Committee member are to:

- i. Actively participate in the committee meetings and in carrying out the plan of work by reviewing the agenda and all materials posted.
- ii. Volunteer for and complete assignments supporting the committee annual work plan.
- iii. Attend trainings/orientations for governance.
- iv. 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 Bboard liaisons 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**

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 (developing and updating the master document).
- 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.
- ix. Report within CAEP on activities and status of committee work plans.

### Policy 3.17 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 from among all Directors and Members Ex Officio in service at the time of the officer election. 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 will be included in the slate for elections at the June Board of Directors meeting. To the extent possible, the election of a Chair and Vice-Chair shall not take place in the same year.

### 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 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 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**

The CAEP President, on behalf of the organization, may enter into an agreement with one or more 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.

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

CAEP reserves the right to compile and issue data derived from accreditation and preaccreditation 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.

**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. A timeline for the review is provided in standard operating procedures.

**Policy 4.03 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 standard operating procedures.

**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.

<b>Organizational Records</b>	
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
<b>Accounting/Financial Records</b>	
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
<b>Bank Records</b>	
Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliations	7 years
Electronic Fund Transfer Documents	7 years
<b>Payroll Records</b>	
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
<b>Electronic Records</b>	
Email	7 years after employee separation
<b>Accreditation and Preaccreditation Records</b>	
Record that notice requirements were fulfilled	2 full accreditation cycles
All records used to render an accreditation and preaccreditation decision – e.g. self-study report, formative feedback report, self-study addendum, site visit report, EPP’s response to the site visit report, accreditation letter, and action report	2 full accreditation cycles
Reports of special reviews or periodic reviews conducted by CAEP between regular reviews.	2 full accreditation cycles
Accreditation and preaccreditation decision	Permanent

## Section VI. COMPLAINTS

### Policy 6.01 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 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.

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 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.