



Board of Directors Governing Policies Manual

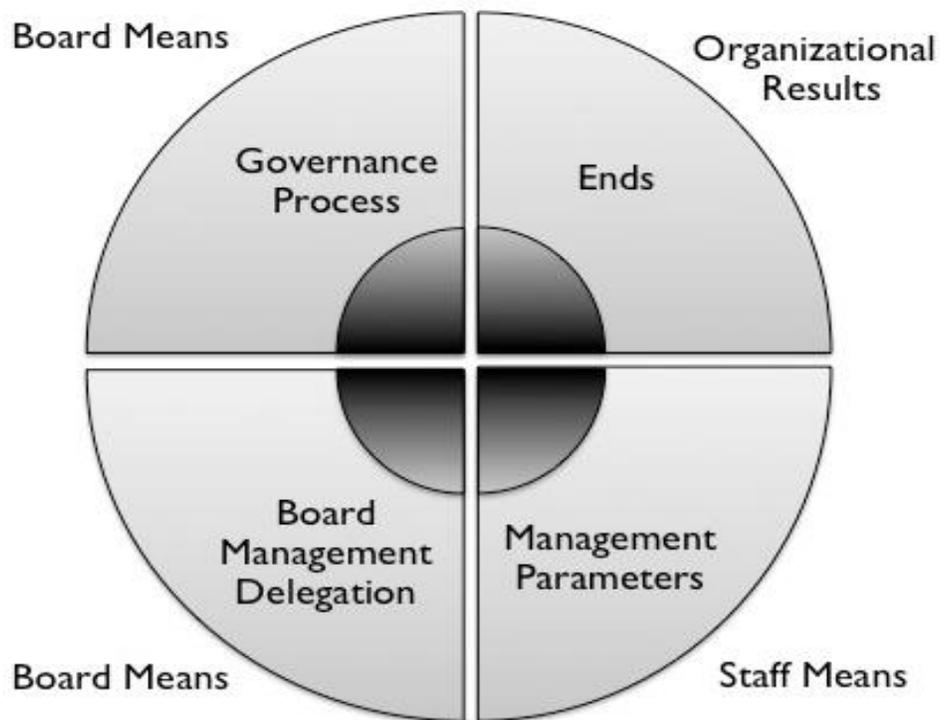


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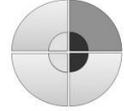
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Introduction

This Governing Policies Manual contains the current standing (ongoing) performance standards, values and expectations of the Board of Directors of the International Society for Technology in Education (ISTE).

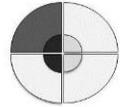
1. **Purpose:** This Manual is designed to help the Board approach decisions from the perspective of its own, previously established standards, values and expectations by:
 - A. Elevating efficiency of having all ongoing Board policies in one place.
 - B. Quickly orienting new Board members to current policies.
 - C. Eliminating redundant or conflicting policies.
 - D. Having greater ease of reviewing current policy when considering new issues.
 - E. Providing clear, proactive policies to guide the CEO and staff, as well as Board officers, members and committees.
2. **Consistency:** The Board will ensure that each policy in this document is to be consistent with the law, the Articles of Incorporation and the Bylaws, all of which have precedence over these Board policies. Except for time-limited or procedural-only Board decisions (approving minutes, electing an officer, etc.), which are recorded in Board meeting minutes, all standing Board policies shall be included or referred to in this document. The CEO is responsible for developing operational and administrative policies and procedures that are consistent with the standards set forth in this Manual.
3. **Transition:** Unless a prior Board resolution or contract obligates the organization with regard to a specific matter, these updated standards supersede previous Board resolutions. If an actual or apparent conflict arises between this Manual and other policies or Board resolutions, the matter shall be brought to the Board's attention for resolution.
4. **Changes:** The Board will regularly review these policies and, as appropriate, refine them. Proposed revisions may be submitted for Board consideration, by any Board member or by the CEO. Whenever changes are adopted, the updated document should be dated and promptly disseminated to the Board and CEO.
5. **Specificity:** Each new policy will be drafted to fit into the appropriate section of the Manual. For consistency, policies should be drafted starting with the broadest policy statement, then adding specificity down to the level of detail that the Board finds appropriate/necessary for Board action. The Board will afford discretion for implementation (allowing reasonable interpretation) when delegating further decisions to the Board Chair, Board Committees or the CEO.

Policy 1.0 Ends/Priority ResultsDate of adoption / Last revision: *December 14,2013*



Ends

- 1.0 Educators globally are increasingly empowered to transform teaching and learning by leveraging digital resources such that the results achieved can justify the resources consumed.
 - 1.1 Global policy environment will be favorable to the use of the best innovative tools and technologies in learning.
 - 1.2 Educators will have the knowledge to access and apply existing and emerging technologies and digital resources to foster effective learning, create innovative learning environments and model digital citizenship.
 - 1.3 Educators and others interested in education transformation will have effective vehicles to share best practices, conduct joint problem solving and collaborate in the creation of new teaching methodology and learning models.

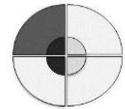


Policy 2.0 Governance Commitment

Date of adoption / Last revision: *December 14, 2013*

The purpose of the Board of Directors, on behalf of the membership, is to ensure that ISTE:

1. Achieves appropriate results for or on behalf of the membership at an optimal cost, and
2. That it avoids unacceptable actions and situations.



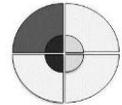
Policy 2.1 Governing Philosophy and Values

Date of adoption / Last revision: *December 14, 2013*

The board will govern lawfully, using Policy Governance®¹ principles, with a style that emphasizes: (a) integrity and truthfulness in all of its practices, (b) outward vision, (c) encouragement of diversity in viewpoints, (d) strategic leadership more than administrative detail, (e) clear distinction of board and staff roles, (f) collective decisions, and (g) focus on the future. Accordingly:

1. The Board will operate in all ways mindful of its obligation to the membership for competent, conscientious and effective fulfillment of its governance obligations. It will not allow any officer, individual, or Board Committee to be an obstacle to this commitment.
2. The Board will cultivate a sense of group responsibility. The board, not the staff, is responsible for Board performance. The Board will lead ISTE by proactively setting performance expectations for itself and for the operating organization.
3. The Board will use the expertise of its individual members to enhance its understanding of issues, but will not simply defer to that expertise as the judgment of the entire the Board.
4. The Board will set performance standards and expectations for ISTE through the thoughtful establishment of written policies. The Board's major focus will be on the achievement of intended long-term impacts for and on behalf of ISTE's membership (Ends), not on the administrative/operational means of attaining those results.
5. The Board will establish and adhere to its own performance expectations pertaining to matters such as attendance, meeting preparation and participation, policy-making, respect of roles, speaking to management and the membership with one voice, and continually building the Board's capabilities and reputation as an effective leadership team.
 - A. Continual Board development will include periodic discussion of its own performance, and orientation of newly elected Board members prior to their being seated in a voting capacity.
 - B. Orientation for new Board members will include three primary components:
 - i. Governance process: The Governance Committee will ensure provision of training including the governance principles underlying this document, and review of ISTE's Bylaws and these policies, with particular emphasis on the Board Members' Code of Conduct policy.
 - ii. Current strategic issues: The Governance Committee and the CEO will provide overview and background information on significant issues being addressed and likely to be decided early in new Board member's tenure.
 - iii. Operational overview: The CEO will help new Board members achieve a general understanding of ISTE's operating organization (financials, key personnel, key products/programs/services, FAQs, etc.).
6. Although the Board may change these governing policies at any time, it will diligently observe those currently in effect.
7. All on-going policies of the Board are contained in this document, and they remain in effect, unless amended or deleted by Board action.
8. The Board will monitor and discuss its process and performance prior to the adjournment of each meeting. Self-monitoring will compare board activity and discipline to the standards it has set for itself in the Governance Process and Board-CEO Relationship polices.
9. The Board's activities will be open and accessible to reasonable scrutiny by the membership, with the exception of personnel or other matters of a sensitive nature.

¹ Policy Governance® is a registered service mark of Dr. John Carver, representing an integrated set of governance principles that provide for systematic role clarity and organizational accountability. Authoritative website: www.policygovernance.com

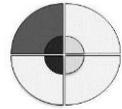


Policy 2.2 Board Job Products

Date of adoption / Last revision: *December 14, 2013*

On behalf of the membership, the Board's job is to define and ensure appropriate organizational performance. To distinguish the board's own unique work from the work of its staff, the board will concentrate its efforts on the following work outputs that are necessary for proper governance and management:

1. **Board/Membership Connection:** The Board will connect the interests of the membership with organizational performance.
 - A. **Needs Assessment:** The Board will assess needs and trends affecting the membership as they relate to ISTE's activities and scope of influence, and will develop and maintain Ends policies identifying and prioritizing intended organizational outcomes to address those needs.
 - B. **Advocacy:** The Board will inform the membership of ISTE's accomplishments on their behalf, and its future priorities.
2. **Performance Standards:** The Board will maintain written performance standards, as set forth in these governing policies, addressing the broadest, and as appropriate, more defined levels of organizational decisions and situations:
 - A. **Ends:** Organizational impacts, benefits, outcomes, recipients, and their relative worth.
 - B. **Management Parameters:** Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
 - C. **Governance Process:** Specification of how the Board conceives, carries out and assesses its own work.
 - D. **Board/Management Delegation:** How authority is delegated to management, and its proper use monitored; the CEO role, authority and accountability.
3. **Assurance of Organizational Performance:** The Board will assure measurable achievement of ISTE's Ends, financial solvency and organizational integrity by holding itself accountable for effective governance as defined in these policies, and holding the CEO accountable for successful achievement of Ends and adherence to Executive Limitations.

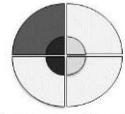


Policy 2.3 Board Work Plan and Agenda Preparation

Date of adoption / Last revision: *December 5, 2015*

To fulfill its role, the Board will develop and follow an annual work plan that (a) includes an exploration of Ends policies and (b) continually improves board performance through Board education and interactions with staff, members, outside experts, etc.

1. **Annual Cycle:** The cycle will conclude each year in December, so that administrative planning and budgeting can be focused on both long and short-term Ends priorities in the subsequent fiscal year.
2. **Work Plan Development:** The Chair will prepare and present, for the Board's consideration and approval at the first board meeting each year, a suggested work plan for the following year's meetings. Considerations should include:
 - A. **Board Education:** Identification of topics that will elevate the Board's understanding, primarily of external issues and trends that impact Ends, and to a lesser extent key areas of operations.
 - B. **Orientation/Training for New Board Members:** per policy 2.1(5B)
 - C. **Membership Linkage:** How the Board will connect with the membership, and methods of gaining membership input.
 - D. **Policy Review:** How the Board will systematically review all of its policies, with emphasis on Ends, over the course of the year, (e.g., by priority, by topic, or other emphasis of the Board's choosing).
 - E. **Assessment/Evaluation of CEO Performance:** Reviewing the schedule of planned monitoring activities to assure performance on Ends and Executive Limitations policies.
 - F. **Self-Assessment:** Methods and timeline for periodic and objective evaluation of how well the Board is fulfilling its role (i.e., in accordance with its Board Process and Board/Management Delegation policies) and open discussion of how the Board's performance can be improved.
 - G. **Meeting Schedule:** Establishment of the (in-person) meeting schedule for the coming two years to maximize Board member attendance and participation.
3. **Meeting Agendas:** The Chair will determine the agenda for any particular meeting, although Board members and the CEO may request or recommend any appropriate matters for Board consideration.
 - A. A Board member or the CEO may recommend or request a matter for Board discussion by submitting the item to the Chair at least 14 days prior to the regularly scheduled Board meeting.
 - B. To ensure Board member preparation and informed participation, meeting agendas and packets (background materials for decision items on the agenda, monitoring reports, etc.) are to be received by Board members at least 7 days prior to the scheduled Board meeting.
 - C. By an affirmative vote of a majority of those present, additional matters may be added to the agenda of any regular Board meeting.
4. **CEO Monitoring:** The Board will act on the CEO's monitoring reports received prior to the meeting, determining by majority vote whether each report:
 - A. Conveys a reasonable interpretation of the respective policy.
 - B. Provides reasonable substantiation of compliance with the policy, as interpreted.
5. **CEO Annual Compensation Review:** Each year, at the December meeting, the Board will summarize and review its judgments of monitoring activities (monitoring reports, audits, etc.) received during the last year and will determine any adjustments to CEO's compensation and benefits, to be effective January 1st.

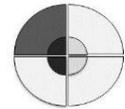


Policy 2.4 Board Chair's Role and Authority

Date of adoption / Last revision: *December 14, 2013*

As ISTE's "chief governance officer," the Chair's primary role is to ensure the integrity of the Board's process, and secondarily to represent the Board to the membership and outside parties.

1. The Chair is to ensure that the Board acts in a manner consistent with its policies and any requirements legitimately imposed upon it from outside the organization.
 - A. Meeting discussion content will only include those issues which, according to board policy, clearly belong to the Board to decide, consider, or to monitor, or to otherwise inform/educate the Board so it can best fulfill its responsibilities.
 - B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point.
2. The Chair is authorized to make decisions consistent with the Governance Process and Board-CEO Relationship policies, with the exception of (a) employment/termination of the CEO, or (b) instances where the Board specifically delegates portions of this authority to others. The Chair may use any reasonable interpretation of these policies.
 - A. The Chair is empowered to preside at board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
 - B. The Chair has no authority to make decisions within the Board's Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the CEO.
 - C. The Chair may represent the Board to the membership and outside parties in announcing Board-stated positions and in stating Chair decisions and interpretations within the area delegated to the Chair.
 - i. The Chair may delegate this authority but remains accountable for its use.
 - D. Except where specified otherwise in Bylaws or Board Policies, the Chair may appoint Board members, or others, as appropriate, to serve on Board Committees.
 - E. The Chair will act as liaison with, and at his/her discretion may seek perspectives and advice from, all past Chairs (Presidents).

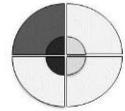


Policy 2.5 Board Members' Code of Conduct

Date of adoption / Last revision: *December 14, 2013*

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum when acting as Board members.

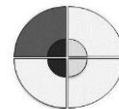
1. **Duty of Care:** Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. **Duty of Obedience:** Board members must abide by ISTE's governing documents (Articles of Incorporation, Bylaws and these Governing Policies). Vigorous debate around the Board table is expected and encouraged, but Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
3. **Duty of Loyalty:** Board members must demonstrate unconflicted loyalty to the interests of the membership, superseding any conflicting loyalties such as to segments of the membership, family members, advocacy or interest groups, staff, other organizations, or any personal interests as an individual consumer of ISTE's services.
4. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
 - A. There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - B. When the Board is to decide an issue about which a Board member has an actual or potential conflict of interest, that member shall disclose the conflict to the Board and absent herself or himself without comment from not only the vote, but also from the deliberation.
 - i. A conflicting interest exists when a Board member or a related party has a beneficial financial interest in the transaction of sufficient significance that it would reasonably be expected to exert an influence on that Board member's judgment if he or she were called upon to vote on the matter. Related parties include the Board member's spouse, parents, children, siblings, siblings of the parent or spouse, and all other persons or entities in which the Director has an interest, partner, agent, or employee, or exerts control or influence, either directly or indirectly.
 - ii. In case of a dispute regarding the existence of a real or perceived conflict of interest, the Board shall vote as to whether a conflict is present, and the vote of the Board shall be final. The individual with the potential conflict of interest shall not vote.
 - C. Board members must not use their Board positions to obtain staff employment for themselves, family members or close associates. Should a Board member apply for staff employment, he or she must first resign from the Board.
5. Board members must not attempt to exercise individual authority over the organization.
 - A. Board members' interaction with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board.
 - B. Board members' interaction with the membership, public, media or other entities must recognize that Board members are not to speak for the CEO or for the Board, except to repeat explicitly stated Board decisions.
 - C. Board members will not publicly express individual judgments of the CEO or the performance of individual employees, except when participating in the Board's monitoring functions.
6. Board members will treat one another and staff members with respect, civility and transparency.
7. Board members must respect the confidentiality appropriate to issues of a sensitive nature.



Policy 2.5 Board Members' Code of Conduct, continued

Date of adoption / Last revision: *December 14, 2013*

8. A Board member aware of any credible information that suggests that a Board policy has been violated by the Board, a Board member or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chair is the subject of the concern, it should be brought to the Past-Chair or Chair-Elect.
9. If a Board member is alleged to have violated this Code of Conduct:
 - A. The Chair (or Past-Chair or Chair-Elect, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - B. The Chair (or past-Chair/Chair-Elect) will put the issue on the agenda for closed session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
 - C. A Board Member found by the Board (by majority vote) to have violated this Code of Conduct may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws.

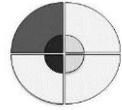


Policy 2.6 Board Members' Individual Responsibilities

Date of adoption / Last revision: *December 14, 2013*

Board member engagement and participation is integral to the Board's leadership success. Therefore, each Board member is expected to fulfill the following responsibilities:

1. **Commitment:** Board members are expected to, upon appointment to the Board, sign a Letter of Commitment indicating that they have reviewed and commit to abide by ISTE's Bylaws and these Governing Policies, as may be amended from time to time.
2. **Annual Conference:** All Board members must attend the Annual conference and Board activities/events at the Annual Conference.
3. **Meeting Attendance:** Attends scheduled Board meetings: face-to-face and conference calls. Board members are expected to attend Board meetings on a regular and punctual basis. Absence from more than 30% the Board's regularly scheduled (face-to-face and conference call) meetings in any fiscal year will constitute that member's resignation from the Board.
 - A. In case of extenuating circumstances, a Board member may request a waiver to this provision. Waivers may be granted only by vote of the Board.
4. **Preparation and Participation:** Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions, always within the performance standards/expectations of Board behavior as outlined in these policies.
5. **Responsiveness:** Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
6. **Members as Individuals:** The CEO is accountable to the Board as a whole and not to individual Board members. Therefore, the relationship between the CEO and individual members of the Board, including the Chair, is collegial and not hierarchical.
7. **Volunteerism:** Board members may choose to individually volunteer in operational capacities. In such situations, they are subject to the direct supervision of the CEO or responsible staff person.
8. **Members in Good Standing:** As Board members are recognized representatives of ISTE, they are expected to remain in good standing as members and within the ISTE's professional community.
9. **Reimbursement Protocols:** Board members will adhere to ISTE's policies pertaining to reimbursement for expenses incurred in fulfillment of duties as a Board member.
10. **Communication of Trends/Opportunities:** Board members should inform the CEO or appropriate staff of opportunities that may be beneficial to ISTE, and of any trends, opportunities or constructive feedback.
11. **Support ISTE's Corporate Relations Program:**
 - A. Board members will support the revenue-generating Corporate Relations Program by participating in a face- to-face meeting in conjunction with a Board meeting or in a conference call with representatives of a high-level, year round ISTE sponsor(s) where the Board members share their expertise and vision on a topic of interest to the sponsor and/or the broader ed tech market.
 - B. Board members will provide ISTE Corporate Relations staff with introductions to key people at companies that, in the Board member's opinion, might be candidates for ISTE sponsorship/membership.
 - C. Board members will Identify possible sources of financial support for the organization and provide contact information to staff.

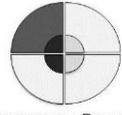


Policy 2.6 Board Members' Individual Responsibilities, cont'd.Date of adoption / Last revision: *December 14, 2013*

12. Participation in Organizational Activities:

- A. In addition to Board meetings, Board members are expected to:
 - i. Attend Annual Conference and Board events/activities (required).
 - ii. Attend Linkage Activities.

- B. Board members are also encouraged to:
 - i. Attend affiliate and PLN events.



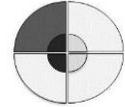
Policy 2.7 Board Committee Principles

Date of adoption / Last revision: *December 14, 2013*

Board committees may be established to help the Board be more effective and/or efficient in its work. Board committees are not to interfere with the Board's delegation of authority to the CEO, or the CEO's to other staff.

Accordingly,

1. Board committees are to help the Board do its job, not to help, advise or exercise authority over staff.
2. Board committees will ordinarily undertake activities not delegated to the CEO, such as by preparing policy alternatives and implications for Board deliberation, or performing specific monitoring functions.
3. Board committees may only speak or act for the Board when formally given such authority for specific and/or time-limited purposes. The Board will carefully state expectations and authority for each committee (in the *Board Committee Structure* policy) in order not to conflict with authority delegated to the CEO.
4. As the CEO works for the full Board, he or she will not be required to obtain approval of a Board committee before an executive action.
5. This policy applies only to any group formed by Board action, whether or not it is called a committee and regardless of whether it includes non-Board members. This policy does not apply to committees formed under the authority of the CEO.
6. Unless specifically authorized by the Board, a Board committee may not make any commitment of organizational resources or funds.



Policy 2.8 Board Committee Structure

Date of adoption / Last revision: *December 5, 2015*

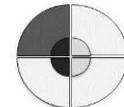
Board committees are those established by and with authority emanating from the Board, regardless of whether their composition includes Board members. The only standing Board committees are those that are set forth in this policy and appropriately chartered with clear product, authorities, timelines, and staff considerations. Unless otherwise specified, the CEO, or his/her staff designee, will serve as a resource (non-voting member) for each Board committee. Minutes will be kept of all committee meetings, and available to all Board members.

1. Governance Committee

- A. **Deliverable #1:** Ongoing evaluation of the board's work, emphasizing assessment of the Board's adherence to its governing policies, and recommendations for Board consideration regarding proposed policy revisions, and additional training opportunities to enhance the Board's governance skills and capabilities.
 - Deliverable #2:** As directed by the Board or requested by the Board Chair, preparation and/or review of proposed policy or Bylaws revisions and implications for Board consideration.
 - Deliverable #3:** As requested by the Board Chair, assistance in the development of meeting agendas, annual plan of work, strategic conversations and board development.
 - Deliverable #4:** Thorough orientation of new Board members prior to being seated.
- B. **Membership:** Members will include the Board Chair, Chair-elect or Past Chair, and three additional members appointed by the Board at the first board meeting of the year.
- C. **Authority:** To incur costs only as budgeted for the committee, and management time as needed.

2. Audit Committee

- A. **Deliverable #1:** Direct inspection monitoring of ISTE financial policies, as deemed necessary by the Board per policy 4.4 *Monitoring CEO Performance*, and subsequent report to the board on CEO/organizational compliance.
 - Deliverable #2:** Confirmation of Auditor's independence and engagement of Auditor by no later than June each year.
 - Deliverable #3:** Annual specification of audit scope, consistent with Board monitoring schedule (see policy 4.4), including approval of any permitted non-audit services to be provided by the independent auditor.
 - Deliverable #4:** Assurance that the auditor has unfettered access to organizational management and records.
 - Deliverable #5:** Review with the Auditor any problems encountered performing the audit, the audited financial statements, and any management letter provided to the Board.
 - Deliverable #6:** Recommendations for Board consideration regarding revisions to the Board's financial policies.
- B. **Membership:** Chaired by the Board Treasurer, plus four additional members (at least two must be Board members) appointed by the Board at its first board meeting each year.
- C. **Authority:** To incur costs only as budgeted for the Audit committee functions, and management time as needed.



Policy 2.8 Board Committee Structure, continued

Date of adoption / Last revision: *December 5, 2015*

3. Nominating Committee

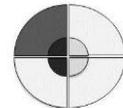
- A. **Deliverable #1:** Develop Nominations Packet and application Process.
- Deliverable #2:** Ensure timely completion of all election-related activities in a manner consistent with the Bylaws.
- Deliverable #3:** A screened and qualified slate of candidates to fill board vacancies will be presented to the Board in Q4 for approval and recommendation, with input from the Advisory Stakeholder Group.
- Deliverable #4:** Recommendations for Board consideration for Appointed Director positions.
- B. **Membership:**
- i. At the first board meeting of each year, the Board will appoint five members, including a chairperson. Committee members should not be considering/eligible for election/re-election to the ISTE Board.
 - ii. The Board Chair will propose for the Board's consideration an Advisory Stakeholder Group of up to four representatives (from PLNs, Corporate, Young Educators Network and Affiliates).
- C. **Authority:** To incur costs only as budgeted for committee functions, and management time as needed.

4. Executive Compensation Committee

- A. **Deliverable #1:** Recommendations for Board consideration regarding adjustments to the CEO's compensation and benefits package. To be presented to the Board in a timely manner to allow final action to be taken by the December meeting each year.
- Deliverable #2:** Accompanying the recommendations, data as to comparable compensation for similarly qualified persons in comparable positions.
- Deliverable #3:** Contemporaneous documentation and recordkeeping with respect to the deliberations and decisions regarding CEO compensation.
- Deliverable #4:** If directed by the Board, may commission a review by an independent consulting firm to evaluate ISTE's key executive compensation program against the competitive market.
- B. **Membership:** Board Chair plus four additional members, including a committee chairperson, appointed by the Board at the first board meeting each year.
- C. **Authority:** To incur costs only as budgeted for the committee (for Compensation Studies, legal counsel to review contract, etc.) and management time as needed.

5. Membership Linkage Committee

- A. **Deliverable #1:** Development of mechanisms and plans for Board approval and implementation for active linkage between the Board and the membership, ensuring the Board is well informed about membership perspectives and values, and that the membership is informed of the Board's work on their behalf.
- B. **Membership:** Five members, including a committee chairperson, appointed by the Board Chair at the first board meeting each year.
- C. **Authority:** To incur costs only as budgeted for committee functions, and management time as needed. Committee to ensure its activities align with and complement, not overlap, staff functions.



Policy 2.9 Board Nominations and Elections

Date of adoption: *December 5, 2015*

The work of the Nominations Committee is critical to ensuring a successful board election. The committee is co-led by the current Chair and Past-Chair or Chair-Elect who select several board members to serve on the committee. Their purpose is to set policies and the vision for the desired characteristics of potential board members and the structure of the overall election process. ISTE staff promotes and executes the functionality of the election.

A. Board Nominations

1. The Nominations Committee establishes the timeline for when elections are to be held and new candidates are to take office.
2. The Committee writes the Nomination Packet which includes but is not limited to the nominations and election process, work of the board, responsibilities of board members and application.
3. The Committee works with staff on final approval of communications to members and external parties related to the election.
4. The Committee creates and leads the Ballot Selection Committee which is made up of the two co-leaders of the committee, one appointed board members, and three ISTE members who represent member groups such as affiliates, PLNs, and corporate members. This committee reviews, scores, and selects the finalized slate of candidates that will be recommended to the Board for approval.
5. The Committee communicates with all nominees regarding their selection status for the final slate.
6. Upon conclusion of the election, the Nominations Committee will notify all candidates of the outcome, whether they won or lost, and secures appropriate commitments from the winners.

B. Board Elections

1. Elections are conducted annually from early November through early December and all ISTE members in good standing may vote.
2. Election information will be promoted to the membership on the ISTE website including candidate information and a candidate webinar.
3. Winning candidates will be announced to the membership in mid-December and new board members will commence their three-year term on January 1.

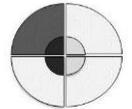
C. Guidelines on Campaigning and Communications

I. Preface

It is the responsibility of the ISTE Board, and in particular the Nominations Committee, to provide all members running for office an opportunity to campaign on an equal basis. Equality must be considered from the perspectives of both the candidates and the members. ISTE believes that each candidate should receive equal opportunities to share information about the strengths of her or his candidacy with the membership. ISTE also believes that each member should have equal access to information regarding an individual's candidacy.

Active candidate campaigning is a change in policy in that previously the ISTE Board did not allow candidates to campaign. However, after much discussion and research, the ISTE Board has determined that campaigning would bring more visibility to the board election process, result in greater involvement of ISTE membership in the election process and help bring in talented leadership to serve.

As such, the ISTE Board has compiled these guidelines to promote positive trends and anticipate potential negative trends in campaigning. The guidelines will be revisited annually, and the board welcomes feedback as we implement our campaigning structure. This campaigning policy was created with ISTE's mission and vision in mind, as manifested by the election process within a vibrant, technology-aware, social media-involved community of educators.



Policy 2.9 Board Nominations and Elections

Date of adoption: *December 5, 2015*

II. Purpose

These campaign guidelines outline rules for candidates running for at-large board of director positions in an ISTE Board election and are designed to encourage equality in the election process. The purpose of these guidelines is also to assure that:

- All candidates are treated fairly and equally.
- All parties understand appropriate campaign activities and required actions.
- Members have sufficient information to make informed choices in elections.
- ISTE Board elections are conducted in a manner befitting a professional organization.

III. Campaigning

For ISTE's purposes, "campaigning" is defined as activities designed to increase a candidate's chance of being elected.

Each candidate for an at-large member will have the opportunity to make a written statement on the issues faced by the organization and to describe relevant experience that qualifies the candidate for the job. Each candidate will also provide a video statement regarding her or his position and will participate in a "Meet the Candidates" webinar. The candidates' statements will be accessible to the members in an electronic form that provides all candidates equal visibility to the voting membership. ISTE will share the candidates' position statements and biographical information to the ISTE membership by including those materials on the ISTE website. Candidates are urged to focus on their qualifications and/or address ISTE position statements, policies or actions in their own statements to the ISTE membership.

All candidates for at-large board member positions will receive this set of guidelines when they are informed of their nomination. Their nomination will not be confirmed until such time as they respond with an acknowledgment that they understand and agree to abide by the conditions of these guidelines.

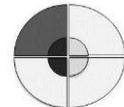
In general, candidates should maintain the "spirit of the campaign," which promotes an atmosphere of friendly competition with others and respect for the election process. All candidates must abide by the ISTE Member Code of Conduct, ISTE Board Member Code of Conduct and ISTE Community Guidelines during their campaigns.

In an effort to allow candidates to use social media in their campaigns if they choose while maintaining equality in the election process, campaigning messages will be displayed in a dedicated online space provided by ISTE and accessible to all ISTE membership. All social media will funnel through this space and be aggregated through RSS via the use of hashtags. Campaigning in social spaces without using the official #ISTEboard hashtags will be considered a violation of these guidelines.

A. Permitted practices

The following practices are designed to give all candidates fair access to the ISTE membership while allowing the candidate to leverage his or her personal social network, social media and crowdsourcing of ideas. The following campaign practices are permitted:

1. Social media is allowed, but all candidate-created social media content must use the official #ISTEboard hashtag. For example, all campaign tweets must use #ISTEboard as a tag.
2. Creating awareness of the general ISTE Board campaign is encouraged, especially by pointing to the dedicated online space provided by ISTE to highlight campaign activity.
3. Sharing individual campaigns with friends, colleagues and others through more traditional means and conversations.
4. Engaging in online discussions with other ISTE members in the ISTE Commons or PLN online communities.



Policy 2.9 Board Nominations and Elections

Date of adoption: *December 5, 2015*

B. Prohibited practices

The following campaign activities are not permitted:

1. Use of ISTE staff time or resources other than support provided for the election online space.
2. Funded actions (in-kind or financial) or activities for increasing a candidate's chance of being elected.
3. Spending money, whether personal funds or affiliate funds, for the purpose of supporting a candidate or campaign.
4. Campaigning statements made during ISTE's annual conference.
5. Negative campaigning against other candidates.
6. Targeted lobbying of members of the nominating committee.
7. Targeted lobbying or leveraging of corporate membership to increase campaign visibility.
8. Promoting to the general membership through unmonitored "direct marketing techniques," such as mailings, organized phone calls or emails to large numbers of people with whom the candidate does not have a relationship. In other words, spamming of membership with campaign messages is not allowed.
10. Websites other than the official ISTE campaign webpage, such as a personal election statement or webpage other than the official holder on ISTE.org.
11. Endorsement of candidates by persons holding ISTE positions of significant responsibility, such as board members, affiliate leadership and ISTE staff.

IV. Clarification of permitted and prohibited practices

If the candidate has questions about a particular practice, he/she should contact the chairperson of the Nominating Committee.

V. Conduct of candidates

Candidates shall conduct themselves in accordance with the ISTE Membership Code of Conduct.

VI. Sanctions if a candidate violates campaign guidelines

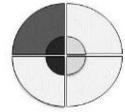
The Governance and Leadership Committee is empowered to investigate any alleged campaign violation and may take action deemed appropriate, up to and including elimination of the candidate from the election.

VII. Campaigning suggestions

1. Think about how you'd like to position your campaigning toward supporting ISTE's strategic ENDS.
2. Consider ways you can connect with your personal learning network online to support your candidacy for the ISTE Board. Encourage every ISTE member you know to vote.
3. Showcase how you have supported the ISTE organization through volunteering, perhaps focusing on how you worked to move ISTE into the new digital age.
4. Make plans to participate in, and invite your friends and networks to participate in, the "Meet the Candidates" webinar held in conjunction with the election.

Policy 2.10 Budgeting for Board Functions

Date of adoption / Last revision: *December 14, 2013*



Governance Process

The Board will consciously invest in its ability to govern effectively.

Accordingly:

1. The Board will allocate resources to ensure that it has sufficient skills, methods and supports to assure excellence in its leadership.
 - A. Training will be used appropriately to orient new Board members and to increase existing Board members' skills and knowledge.
 - B. Outside monitoring, including fiscal audit, will be arranged as needed to help the Board have confidence that organizational performance meets expectations, as stated in these policies. This includes, but is not limited to, audits, reviews or opinions on fiscal, legal or governance matters.
 - C. Outreach mechanisms will be used as needed to ensure the Board understands members' viewpoints and values.
2. Costs will be prudently incurred, but sufficient to ensure the development and provision of superior governance. The Board will establish a budget addressing, at a minimum, the following line items.
 - A. Board meeting and retreat costs (including Board travel).
 - B. Board member travel/reimbursements (attendance at conferences, workshops, etc.).
 - C. Board training, including publications.
 - D. Fiscal audit and other third party monitoring of organizational performance.
 - E. Surveys, focus groups and other membership linkage activities.
 - F. Board committee functions (other than audit, as itemized in D above).
 - G. Board contingencies.
3. The Board will establish its budget for these prerogatives in the next fiscal year each year during the December meeting.

Policy 2.11 Member Code of Conduct

Date of adoption: *December 6, 2014*



Governance Process

This professional Member Code of Conduct outlines ISTE's expectations for all ISTE members as adopted by the ISTE Board of Directors.

ISTE expects its members to communicate professionally and constructively, whether in person or virtually, handling dissent or disagreement with courtesy, dignity and an open mind, being respectful when providing feedback, and being open to alternate points of view.

When sharing information about the organization or any other ISTE members via public communication channels, ISTE expects its members to share responsibly and clearly distinguish individual opinion from fact.

ISTE members are committed to providing a friendly, safe, supportive and harassment-free environment for all ISTE members, regardless of gender, age, sexual orientation, gender identity, gender expression, disability, physical appearance, body size, race, ethnicity, religion or other group identity.

1. Unacceptable Behavior

ISTE does not tolerate harassment of ISTE members, ISTE staff, or other persons involved in ISTE activities.

- A. Harassment includes offensive verbal or written comments, and negative behavior, either in real or virtual space, including those which are related to or are based upon gender, age, sexual orientation, gender identity, gender expression, disability, physical appearance, body size, race, ethnicity, relation or other group identity. Harassment also includes display of sexual images in public spaces, deliberate intimidation, stalking, following, harassing photography or recording, sustained disruption of talks or other events, and unwelcome physical contact or sexual attention.
- B. Sexual language and imagery are not appropriate for any member venue, including events, talks, workshops, social events, and social media.

2. Consequences of Unacceptable Behavior

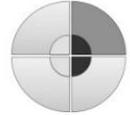
- A. If an ISTE member, in either real or virtual space, engages in inappropriate, harassing, abusive or destructive behavior or language the ISTE Board of Directors will determine and carry out the appropriate course of action, including warning the offender, suspension or expulsion from membership **in accordance with ISTE's Bylaws and Policies** with no membership refund, and/or banning the offender from future ISTE membership, events and activities.
- B. All ISTE members are expected to observe these rules and behaviors in all ISTE membership venues, including online venues and conference social events where ISTE members seek to learn, network, and enjoy themselves, free from any type of harassment. Please participate as an ISTE member responsibly and with respect for the rights of others.

Cooperation is expected from all ISTE members. Violations of this Code of Conduct are taken seriously. Credible reports of misconduct by ISTE members may be reported to the ISTE Board of Directors.

3. What to Do

- A. If you are being harassed, notice that someone else is being harassed, or have any other concerns about an individual's conduct, please follow the incident reporting procedures below.

Policy 2.11 Member Code of Conduct, continuedDate of adoption: *December 6, 2014*



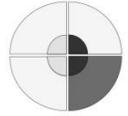
Ends

1. To report an incident or problem, please file a written complaint to the ISTE Board of Directors at Isteboard@iste.org. The board will evaluate the concern and may do one or more of the following depending on the findings:
 - a. Contact the complainant and/or the offending member directly for further explanation.
 - b. Convene the ISTE Board of Directors for handling according to the ISTE Member Code of Conduct incident procedures.
 - c. Revoke the offending member's membership with no refund.

This Code of Conduct is regularly reviewed and revised by the ISTE Board of Directors.

Policy 3.0 General Executive Constraint

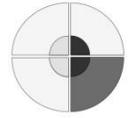
Date of adoption / Last revision: *December 14, 2013*



Management Parameters

The CEO shall not cause or allow any practice, activity, decision or circumstance that is either imprudent, unlawful or in violation of commonly accepted business practices, or unethical.

Policy 3.1 Treatment of Members/ConsumersDate of adoption / Last revision: *December 14, 2013*

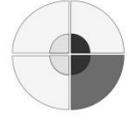


Management Parameters

With respect to interactions with members/consumers, the CEO will not cause or allow conditions or procedures that are unfair, unsafe, untimely, unresponsive, undignified or that fail to provide appropriate confidentiality.

Further, the CEO will not:

1. Elicit information from members for which there is no clear business necessity.
2. Collect, review, transmit, store or destroy member/consumer information without protecting against improper access to that information.
3. Operate without clearly conveying to members/consumers what may be expected from the services offered.
4. Operate without mechanisms for addressing and responding in a timely manner to complaints/concerns raised by members/consumers, and assessing data as to concerns conveyed to continually improve member services.



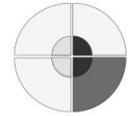
Policy 3.2 Treatment of Staff

Date of adoption / Last revision: *December 14, 2013*

With respect to the treatment of volunteers and employees, the CEO will not cause or allow conditions that are unfair, unsafe or undignified.

Further, pertaining to employees, the CEO will not:

1. Operate without ensuring employees are provided with personnel policies, reviewed by qualified legal counsel, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Allow employees to be unaware of the Board's governing policies including, but not limited to, this Treatment of Staff policy, along with the CEO's interpretations of staff's protections under this policy.
3. Retaliate or allow retaliation against any employee for non-disruptive, internal expression of dissent, or for reporting to management or to the Board of Directors (per the process for handling of grievances in the personnel policies) acts or omissions by ISTE personnel, management or the Board of Directors that the employee believes, in good faith and based on credible information, constitute a violation of state or federal law or a governing policy of the Board.
 - A. Employees may not be prevented from grieving to the Board when (a) internal grievance procedures have been exhausted and (b) the employee alleges that Board policy has been violated.
4. Allow staff to be unprepared to deal with reasonably foreseeable emergency situations.



Management Parameters

Policy 3.3 Financial Condition and Activities

Date of adoption / Last revision: *April 22, 2014*

With respect to the actual, ongoing condition of the organization's financial health, the CEO may not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from the Board's Ends priorities.

Further, the CEO will not:

1. Expend more funds than have been received in the fiscal year to date unless the liquidity requirements below are met:
 - A. The CEO will not allow operating cash to drop below a safety reserve of \$500,000.
 - B. The CEO will not borrow funds, with exception of:
 - i. Credit cards used for normal business purposes and paid in full each month.
 - ii. Accessing the Board-authorized line of credit for working capital needs, as can be repaid by certain and otherwise unencumbered revenues within 90 days.
2. Use Board-designated long-term Emergency Reserves.
3. Operate without settling payroll obligations and accounts payable in a timely manner.
4. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
5. Fail to report any actual financial performance by department (revenue, expense and/or profit) that exhibits a variance from budget of:
 - A. Greater than 10% for ISTE's annual membership conference and exhibition, but no less than \$250,000; and
 - B. Greater than 25% for non-conference activities, but no less than \$100,000.
6. Execute a purchase commitment, check or electronic funds transfer for operations of greater than \$50,000 with the exception of contracts related to conference services, grant proposals or building rental, unless such purchase was explicitly itemized in budget monitoring data previously disclosed to the Board. Splitting orders to avoid this limit is not acceptable.
7. Acquire, encumber, lease or dispose of real property.
8. Operate without aggressively pursuing material receivables after a reasonable grace period.
9. Operate without adequate internal controls over receipts and disbursements to avoid unauthorized payments or material dissipation of assets.
 - A. Operate without clearly delineated procedures and limitations for reimbursement of authorized expenses incurred by Board members and committee members, and others who are entitled to reimbursement from the national office.
 - B. The Treasurer shall be required to approve all CEO credit card payments and expense reimbursement reports within thirty days of payment.



Policy 3.4 Asset Protection

Date of adoption / Last revision: *December 14, 2013*

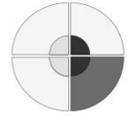
The CEO will not cause or allow ISTE's assets to be unprotected, inadequately maintained or unnecessarily risked.

Further, the CEO will not:

1. Allow ISTE to be uninsured:
 - A. Against theft and casualty losses to at least replacement value; and
 - B. Against liability losses to Board members, staff or the organization itself in an amount greater than the average for comparable organizations; and
 - C. Against employee theft and dishonesty.
2. Subject facilities and equipment to improper wear and tear or insufficient maintenance.
3. Operate without employing risk management practices to minimize exposure of the organization, its Board or staff to claims of liability or loss.
4. Make any purchase of goods and/or services wherein normally prudent protection has not been given against conflict of interest.
5. Allow a purchase of any material amount without having compared prices and quality.
6. Allow ISTE's intellectual property, information, resources and files to be exposed to loss, improper access, misuse or significant damage.
7. Operate without adhering to a Records Retention Schedule, approved by qualified legal counsel, for the maintenance of documents and records.
8. Receive, process or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards (as set forth in the auditor's Management Letter and/or other correspondence).
9. Invest or hold operating capital in insecure instruments, or in non-interest bearing accounts, except where necessary to facilitate ease in operational transactions.
10. Endanger ISTE's public image or credibility.
11. Compromise the independence of the Board's auditor or other external monitors or advisors. Accordingly, the CEO may not engage parties already chosen by the Board to act in the capacity of consultants or advisors to the Board.
12. Change the organization's name or substantially alter its identity in the community.

Policy 3.5 Budgeting/Forecasting

Date of adoption / Last revision: *December 14, 2013*



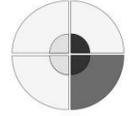
Management Parameters

Budgeting for any fiscal year or the remaining part of any fiscal year shall not deviate materially from Board Ends priorities, risk fiscal jeopardy, or fail to address multi-year planning considerations.

Accordingly, the CEO may not present or utilize budgets that:

1. Risk incurring those liquidity situations or conditions described as unacceptable in the Financial Condition and Activities policy.
2. Omit credible projections of revenues and expenses, separation of capital and operational items, cash flow projections, and disclosure of planning assumptions.
3. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received.
4. Fail to allocate at least 1% of total expenses to Emergency reserves, until reserves reach a threshold of 25% of annual operating expenses.
5. Do not provide for the Board's governance prerogatives (see *Budgeting for Board Prerogatives* policy), such as costs of fiscal audit, Board development, Board and committee meetings, Directors' and officers' liability insurance, and Board legal fees.

Policy 3.6 Compensation and BenefitsDate of adoption / Last revision: *December 14, 2013*



Management Parameters

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the CEO may not cause or allow jeopardy to ISTE's fiscal integrity or public image.

Further, the CEO will not:

1. Change his or her own compensation.
2. Change his or her own benefits, except as consistent with the package for all other employees (unless stipulated otherwise in CEO's employment contract).
3. Promise or imply anything other than "at-will" employment.
4. Establish salaries and benefits that deviate materially from the geographic or professional market for the skills employed.
5. Create obligations with consultants or contract workers for longer than eighteen months; exceptions allowed for obligations with a gross contract value of less than \$50,000.
6. Establish or change retirement benefits so as to cause situations unpredictable for the organization or inequitable for employees.

Policy 3.7 Emergency Management SuccessionDate of adoption / Last revision: *December 14, 2013*



Management Parameters

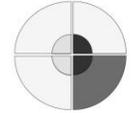
The CEO will not operate without management succession planning processes to facilitate smooth and competent operation of the organization during key personnel transitions.

Further, the CEO will not:

1. Operate with fewer than two other members of the staff leadership team sufficiently familiar with Board and CEO issues and processes to enable either to take over with reasonable proficiency as an interim successor.

Policy 3.8 Board Awareness and Support

Date of adoption / Last revision: *December 14, 2013*



Management Parameters

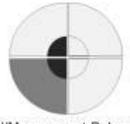
The CEO will not cause or allow the Board to be uninformed or unsupported in its work.

Further, the CEO will not:

1. Neglect to submit monitoring reports (including the CEO's policy interpretations, as well as compliance data) required by the Board (see policy on Monitoring CEO Performance) in a timely, accurate and understandable fashion.
2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policy, regardless of the monitoring schedule set forth by the Board.
3. Let the Board be without objective background/decision information it periodically requests, or unaware of relevant trends or incidental information (e.g. anticipated adverse media coverage, threatened or pending litigation, or significant external and internal changes; notification of planned internal changes is to be provided in advance, when feasible).
4. Allow the Board to be without reasonable logistical and administrative support for official Board, officer or Board committee communications and functions.
5. Let the Board be unaware of any Board or Board member actions that, in the CEO's opinion, are not consistent with the Board's own policies on Governance Process and Board-Management Delegation, particularly in the case of Board or Board member behavior that is detrimental to the work relationship between the Board and the CEO.
6. Deal with the Board in a way that favors or privileges certain Board members over others except when:
 - A. Fulfilling individual requests for information.
 - B. Responding to officers or committees duly charged by the Board.
7. Give information to the Board that is not clearly identified as:
 - A. Information for Decision Making,
 - B. Incidental Information Only, or
 - C. Monitoring Information.

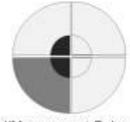
Policy 4.0 Board/Management Connection

Date of adoption / Last revision: *December 14, 2013*



Board/Management Delegation

The Chief Executive Officer (CEO) is the Board's official connection to the operating organization, its achievements and its conduct.

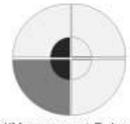


Policy 4.1 Unity of ControlDate of adoption / Last revision: *December 14, 2013*

Only officially passed motions of the Board are binding on the CEO.

Accordingly:

1. No Board member, officer or committee has authority over the CEO or any member of the CEO's staff, except in rare instances when the person or committee has been explicitly authorized to direct or use staff resources for a specific issue.
2. Board members or committees may request information, but if such request--in the CEO's judgment--requires a material amount of staff time or funds or is disruptive, it may be declined. The committee or Board member may then refer the request to the full Board for consideration.



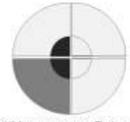
Policy 4.2 Delegation to the CEO

Date of adoption / Last revision: *December 14, 2013*

Board/Management Delegation

The Board will direct the CEO through written policies setting forth the organizational Ends to be achieved and organizational situations/actions to be avoided, allowing the CEO to use any reasonable interpretation of these policies.

1. Ends policies direct the CEO to achieve certain results, for certain recipients, at a specified worth or priority. These policies will be systematically developed from the broadest, most general level, to more defined levels.
2. Management Parameters policies define the boundaries of legality, prudence and ethics within which the CEO is expected to operate. These policies describe those practices, methods, activities, decisions and circumstances that would be unacceptable to the Board, even if effective in producing the desired results. These policies will also be systematically developed from the broadest, most general level to more defined levels. To ensure accountability for performance, the Board will not prescribe organizational means delegated to the CEO.
3. An Ends or Executive Limitations policy at a given level does not limit the scope of any preceding level.
4. The CEO is authorized to establish further policies, make decisions, take actions, establish practices, and develop activities, as long as they are consistent with any reasonable interpretation of these Ends and Executive Limitations policies.
5. The Board may change its Ends and Management Parameters policies, thereby shifting the boundary between Board and CEO domains. By so doing, the Board changes the latitude of choice given to the CEO. However, as long as any particular delegation is in place, the Board will respect and support choices made by the CEO that are in compliance with Board policy, as reasonably interpreted.



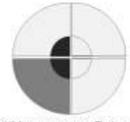
Policy 4.3 Accountability of the CEO

Date of adoption / Last revision: *December 14, 2013*

All Board authority delegated to management is delegated through the CEO. Therefore, the authority and accountability of staff, as far as the Board is concerned, is considered to be the authority and accountability of the CEO.

Accordingly:

1. The Board will not give instructions to persons who report directly or indirectly to the CEO.
2. The Board will not evaluate, either formally or informally, any staff other than the CEO.
3. The Board will consider and evaluate CEO performance as synonymous with organizational achievement of Ends and compliance with Management Parameters. No performance measure established by the Board or by sub-sets of the Board shall conflict with or modify this measure of performance.
4. Consequently, the CEO's accountability and evaluation are based on performance in two areas:
 - A. Organizational accomplishment of Board's established Ends policies.
 - B. Organizational operation within the boundaries of legality, prudence and ethics established in the Board's Management Parameters policies.



Policy 4.4 Monitoring CEO Performance

Last revision: *June 25, 2015*

The Board will systematically and rigorously monitor CEO job performance, determining the extent to which Ends are being achieved and whether operational activities fall within parameters established in Executive Limitations.

Accordingly:

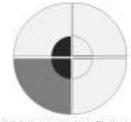
1. Monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not address accomplishment of Ends and compliance with Executive Limitations will not be considered in the Board's evaluation of CEO performance.
2. Ends and Executive Limitations policies may be monitored in one or more of three ways:
 - A. Internal report: The CEO discloses in writing his/her policy interpretations, along with data supporting his/her assessment of accomplishment of, or compliance with, the policy under review. As appropriate in a given context, the CEO may present information supporting the "reasonableness" of his/her interpretation.
 - B. External report: An external, disinterested third party selected by and reporting to the Board assesses accomplishment of, or compliance with, a given Board policy, as reasonably interpreted by the CEO (unless the Board has previously indicated that the party's opinion is to be the standard).
 - C. Direct Board inspection: A designated Board member(s) or committee assesses accomplishment of, or compliance with, a given policy, as reasonably interpreted by the CEO.
3. In every case, the Board commits itself to accept any reasonable CEO interpretation of the Board policy being monitored. The Board is the final judge of reasonableness, and will always judge with a "reasonable person" test (whether what the CEO did was what a reasonably prudent executive would do in that context), even if those choices may not be the choices the Board or any of its members may have made.
4. In every case, the Board will judge whether:
 - A. The CEO's interpretation is reasonable, and
 - B. Data demonstrate reasonable accomplishment of, or compliance with, the CEO's interpretation.
5. Interpretations determined by the Board not to be reasonable or data determined not to demonstrate reasonable accomplishment of, or compliance with, a Board policy as interpreted, will be subject to a remedial process agreed to by the Board. Such discussions will be in Executive Session (only voting Board members, officers plus any other parties specifically invited by the Board to attend).
6. All policies instructing the CEO will be monitored at a frequency and by a method chosen by the Board. The Board may choose to monitor any policy by any method at any time, but will ordinarily depend on the following routine schedule:



Policy 4.4 Monitoring CEO Performance, continued

Last revision: June 25, 2015

POLICY	METHOD	FREQUENCY	ON-GOING SCHEDULE (BY BOARD MEETING)
Ends/Priority Results			
1.0 Broadest End	Internal	Annually	June
1.1 Advocacy	Internal	Annually	September
1.2 Knowledge	Internal	Annually	December
1.3 Connecting	Internal	Annually	March
Management Parameters			
3.0 General Management Constraint	Internal	Annually	March
3.1 Treatment of Members/Consumers	Internal	Annually	September
3.2 Treatment of Staff	Internal	Annually	June
3.3 Financial Condition and Activities	Internal	Quarterly	Mar / Jun / Sep / Dec
	Direct inspection (Audit Comm)	As deemed necessary by the Board	
	External (Auditors Report)	Annually	June
3.4 Asset Protection	Internal	Annually	September
3.5 Budgeting/Forecasting	Internal	Semi-annually	September (mid-year update) December (annual forecast)
	Direct Inspection (Audit Comm)	As deemed necessary by the Board	
3.6 Compensation and Benefits	Internal	Annually	March
3.7 Emergency Management Succession	Internal	Annually	March
3.8 Board Awareness & Support	Internal	Annually	September



Policy 4.5 Board Access to CFO in Internal Auditor Capacity

Date of adoption / Last revision: *December 14, 2013*

Board/Management Delegation

Direct but limited access to the Board by the Chief Financial Officer (CFO) in an Internal Auditor capacity is an exception to the exclusive role of the CEO in connecting governance and management.

Accordingly:

1. If after having brought to the CEO's attention any financial or operational impropriety discovered in the course of his or her own work, the CFO feels that the CEO has failed to address the impropriety, the CFO must report that impropriety to the Board Chair.
2. *Impropriety* in this context means a material weakness in financial/operational management or a violation of Board policies regarding ISTE's financial/operational affairs.
3. Nothing in this policy impedes the CEO from exercising his or her Board-granted prerogative to interpret applicable Board policies under the "reasonable interpretation" rule, nor does it remove from the Board the right to judge reasonableness. However, *impropriety* as used in provision #1 above can indicate that in the opinion of the CFO, an interpretation made by the CEO is not "reasonable."
4. The CFO is in all other ways as subject to the CEO's managerial authority as are all other employees, and has no direct access to the Board except as described in this policy. The CEO may not impede the CFO's official access as an "internal auditor" as described in this policy, or seek to inappropriately influence the content of the CFO's reporting to the Board as set forth in this policy.
5. Nothing in this provision shall be deemed to limit or prohibit the Board from hiring external or internal auditors who report to the Board or any audit or other committees established by the Board for such purposes.