

BENJAMIN
FRANKLIN
INTERNATIONAL
SCHOOL

The school where
any dream is possible

Policy Manual

Chapter 1

The Benjamin Franklin Foundation and
Benjamin Franklin International School

1 POLICY DEVELOPMENT

The Benjamin Franklin Foundation Board is solely responsible for the determination of all Foundation and School policy. The Head of School is responsible for raising policy issues, identifying policy needs, and for making policy recommendations to the Board.

Policy development needs are identified throughout the school year and the work of policy development may be delegated by the Board to specific individuals, Board committees and/or staff.

Changes to Foundation and School policy take effect as soon as approved, unless otherwise stipulated. Changes and additions to policy require a simple majority vote of the Board.

All procedures and protocols must be fully aligned with policy and are subject to Board review

2 POLICY MANUAL

This Policy Manual includes all approved policy which governs the management and operation of the Benjamin Franklin International School and any other Foundation activities, subject to the governing documents, and should be reviewed at least annually. All revisions to policy should be incorporated in the Policy Manual as they take effect, showing the date of the revisions or addition. The maintenance of the Policy Manual is the responsibility of the Foundation Board Secretary

3 REGULATORY HIERARCHY

The Foundation is regulated by a series of public and private standards. The Statutes is the normative basis that regulates the Foundation, and everything that is not regulated in the Statutes must be governed by the provisions of the Civil Code of Catalonia, third book on the Legal Person, Associations and Foundations.

The development of the content of the Statutes must be done through internal rules that the Board must approve by the majority of its members. These internal rules will be created through the different policies and guidelines that will directly affect the functioning of the Foundation, as well as the Benjamin Franklin International School or any other activities, institutions or organizations promoted, promoted or directed by the Foundation.

These internal rules for the development of the content of the Statutes will be included in this Policy Manual, which may also contemplate new specific development rules for each of the corporate areas of the Foundation or, where appropriate, the Benjamin Franklin International School.

All protocols, circulars, orders or content that in turn develop the content of the Policy Manual, must be approved by the majority of the members of the Board.

CHAPTER 1.

POLICY MANUAL BENJAMIN FRANKLIN FOUNDATION (BFF) AND BENJAMIN FRANKLIN FOUNDATION BOARD

1 FOUNDATION INTRODUCTION

The FUNDACIÓ PRIVADA BENJAMIN FRANKLIN (Benjamin Franklin Foundation or BFF) was founded in 1986 as a non-profit organization, registered with, and authorized by, the *Generalitat de Catalunya*. All aspects of this document and each and every activity of the Benjamin Franklin Foundation and the Benjamin Franklin International School are subject to, and governed by, the Foundation's Constitution and Bylaws, as periodically revised by the Foundation Board and registered with the *Generalitat de Catalunya*. Any conflicts between this Policy Manual and the above mentioned founding documents are to be resolved in favor of these founding documents which are included here as Appendix I Foundation Bylaws.

2 FOUNDATION PURPOSE

The primary purpose of the Foundation is education, in its broadest sense. The Foundation is authorized to conduct a broad variety of activities, involving persons, organizations and/or institutions, centered on education and/or the support of education. Focusing primarily on the development of North-American culture and knowledge.

3 FOUNDATION GOVERNANCE

The Benjamin Franklin Foundation (BFF) is governed by the Foundation's Board of Trustees (the Board) composed of individuals who are interested in promoting and developing its educational mission and its activities, most notably the Benjamin Franklin International School (BFIS or the School). The Foundation Board, consisting of ten members, is committed to upholding a strict Code of Ethics which guides all Trustees' actions and conduct.

One of the controlling objectives and responsibilities of the Foundation Board is the preservation and maintenance of an essentially American curriculum and of the international character of the School, in keeping with the School's Mission and Philosophy. It is essential that the Foundation Board ensure this concept is honored throughout all of the Foundation's institutions and activities and by all of the Foundation's and the School's management and employees.

Details as to the functioning of the Foundation Board, including procedures , policies and all related documents are maintained and regularly updated in the *Benjamin Franklin International School Policy Manual and Faculty and Students Handbooks*.

4 FOUNDATION BOARD AUTHORITY, DELEGATION AND RESPONSIBILITIES

The Benjamin Franklin Foundation (BFF) is governed by the Foundation’s Constitution and Bylaws and it will, at all times, abide by these governing documents. The Foundation Board may delegate its authority to its individual Board members (Trustees), Board Committees, Foundation and/or School employees, and/or other groups or individuals as it sees fit.

Any and all delegation of Foundation Board authority is in writing and requires an absolute majority vote of the Board for approval. Delegated authority is for a pre-specified and limited time, usually no longer than one academic year. The Board modifies its delegated authorities from time to time as it sees fit and reviews delegated authorities at least annually and typically at the beginning of each school year. Those onto whom the Board delegates authority are bound to report back to the Board on all decisions taken, in a timely manner. A summary of delegated authorities is maintained by the Board Secretary who updates it as modifications are made, and distributes it to appropriate parties.

The Foundation Board has the authority and responsibility to manage all of the Foundations activities, including the Benjamin Franklin International School. The Foundation Board is responsible for:

- Establishing the School’s mission and philosophy
- Establishing fiscal and strategic plans Determining the School’s program
- Setting all Foundation and School policy and ensuring that all management and procedures are aligned with policy
- Hiring, overseeing, supporting, evaluating and, when necessary, removing the Head of School (HoS)
- Overseeing the Foundation’s finances and determining Annual Budgets
- Overseeing all Foundation property

5 INDIVIDUAL BOARD TRUSTEES AUTHORITY

Individual Trustees have no authority to act except as authorized in accordance with the governing documents or by specific delegated authority or direction of the Foundation Board.

6 FOUNDATION BOARD TRUSTEE ETHICS

Trustees will only be concerned with, and motivated by, the best interests of the Foundation and the School, as a whole, in any matter that arises for their consideration.

7 TRUSTEE COMPENSATION AND SCHOOL FEES

Foundation Board Trustees are not compensated for their service on the Foundation Board nor do they receive any reduction of any kind in school fees.

8 CONFLICT OF INTEREST AND CONFIDENTIALITY

Trustees are required to comply with the Foundation's Conflict of Interest Policy (Appendix II *Benjamin Franklin Foundation Conflict of Interest Policy*), which sets out the definitions of, and procedures for addressing, conflicts of interest.

It is a conflict of interest for the spouse or partner of a Foundation Board member to be employed in any remunerated capacity by the Foundation.

In addition, all Trustees are required to adhere to the Foundation's policy regarding confidentiality, as set out in the *Benjamin Franklin Foundation Confidentiality Agreement* (Appendix III) intended to ensure that Foundation matters are held in the strictest confidence by all Trustees.

All Board members must sign these documents, agreeing to these terms, when joining the Foundation Board. Breach in either of these areas constitutes grounds for immediate removal of the Trustee from the Foundation Board.

9 COMPOSITION OF FOUNDATION BOARD

In accordance with the Benjamin Franklin Foundation Bylaws, the Foundation Board will be constituted of ten members, of which seven, including the President, will be U.S. citizens. The Foundation Board is self-perpetuating and members can serve up to three, three-year terms. Members can be chosen from within and outside the School community, depending on the Foundation's current needs.

The Head of School (HoS) and the Director of Finance and Operations (DFO) attend, ex-officio, all regular meetings of the Foundation Board with voice but no vote (*con voz y sin voto*); they do not attend executive (aka Trustees) meetings, unless specifically invited.

10 APPOINTMENT, RESIGNATION AND REMOVAL OF TRUSTEES

APPOINTMENT

Potential Board candidates may be proposed to the Board by current Foundation Board members at any time.

When a vacancy is anticipated on the Foundation Board, candidates are considered in terms of their skill set, experience and other relevant factors. Appointment of new Board members requires an absolute majority vote of the Board.

RESIGNATION

Trustees may resign from the Board at any time. Trustees who no longer have the time to fulfill their Foundation Board responsibilities and/or attend Foundation Board meetings, should resign from the Foundation Board. A Trustee's resignation must be given in writing.

REMOVAL

Removal of a Trustee from the Foundation Board requires an absolute majority vote of the Board.

11 TRUSTEE TERM OF OFFICE

Trustees can serve no more than three consecutive three-year terms.

When Trustees leave the Board before the expiry of their term a new Trustee can be elected to fill their seat and complete their term. This partial term is in addition to the maximum three consecutive three-year terms specified above. Trustees must be re-elected for each new term. This re-election requires an absolute majority vote of the Board.

12 FOUNDATION BOARD OFFICERS

The Foundation Board will elect Officers of the Foundation Board: President, Vice-President, Treasurer and Secretary. The election of Board Officers requires an absolute majority vote of the Board. Elected officers shall serve in the position for a term of two years, upon the expiration of which they may be re-elected for one additional two-year term. Officer terms may not exceed a Trustee's term on the Board. Board Officers have those powers provided for in the Foundation's Bylaws and those additional powers provided for in the Policy Manual and as delegated to them by the Foundation Board.

PRESIDENT

In accordance with the Foundation's Bylaws, the Foundation Board President must be a U.S. citizen. The President acts on behalf of, and as a representative of, the Board and has those powers and authorities as delegated to him/her by the Board.

VICE-PRESIDENT

The Vice-President of the Foundation Board works closely with the President of the Board and is apprised in an ongoing basis of all Board- related matters. In cases where the President is not available, the Vice-President assumes the President's responsibilities and duties in accordance with the Foundation by-laws, complying with Spanish Foundation law.

TREASURER

The Treasurer of the Foundation Board interprets the Foundation's financial information to the Board, raises financial issues for Board consideration and, together with the Board President, approves the Foundation's Auditor's report and Audited Financial Statements (*Cuentas Anuales*) and recommends these for Board approval.

SECRETARY

The Secretary of the Foundation Board manages the documentation of Board activities, including compliance with legal requirements. The Secretary is also a member of the Board's Executive Committee.

13 FOUNDATION BOARD MEETINGS

The Foundation Board will meet approximately once a month during the academic year. Additional ad-hoc and/or Trustees meetings may be scheduled as needed. Regular meetings of the Foundation Board include both Trustees and, ex-officio, the HoS and the DFO. Regular Board meetings and Trustees meetings may include other participants as are specifically invited.

13.1. RELEASE OF BOARD MEETING INFORMATION

Foundation matters will be held in complete confidence by all those participating in Board meetings and discussion.

The Board Secretary is responsible for the maintenance of the Foundation's *Libro de Actas* in English and Spanish and for ensuring that minutes of Foundation Board meetings are prepared as required by the *Proteccionado*. The Secretary will submit these to the President and Vice-President for review and approval.

14 FOUNDATION BOARD COMMITTEES, AND COMMITTEE CHARTERS

Many of the Foundation Board's duties and responsibilities are delegated to Board committees, which can be either standing or ad-hoc, depending on the nature of the work. Board committees can include special task forces and/ or sub-committees to address specific issues or projects, as needed. All Board committees, whether standing, ad-hoc, sub-committees, task forces or other, require a charter that sets out their purpose and areas of responsibility and authority. They required Board approval, which consists of an absolute majority vote of the Board.

Board committees and their charters must be reviewed at least once per school year. They are typically reviewed at the end of the school year, in preparation for the following year, or at the beginning of the school year, but can be modified if needed at any time.

Board members are responsible for service on Board committees and for providing such additional help on temporary projects as may be required from time to time. Failure to meet minimal service levels on committees may be cause to ask a Trustee to resign from the Board.

14.1. EXECUTIVE COMMITTEE

The Board may choose to create an Executive Committee. The Executive Committee coordinates, with the Board President, the work of the Board, serves as a sounding board for the HoS and the DFO, acts in place of the Board between Board meetings in the manner expressly delegated by the Board, and reports any actions to the Board in a timely fashion. When a situation arises which seriously threatens the welfare of a student or students, or the management and/or viability of the School or other activity of the Foundation, the Executive Committee may be appointed to advise the Foundation Board.

The membership of the Executive Committee will consist of at least three Trustees including the Board President, Vice-President, Secretary, Treasurer and a Board trustee.

All resolutions made by the Executive Committee will be documented and signed by the aforementioned Trustees who will be entirely and wholly accountable for the actions taken until such time as a full Foundation Board vote can be taken. This documentation will be filed along with the regular minutes of the Foundation Board.

14.2. CREATION, MODIFICATION AND DISSOLUTION OF BOARD COMMITTEES

New Board committees can be created and existing committees modified or dissolved, from time to time, as needs change and the Board sees fit. These committees can be created as standing committees, that is, more permanent in nature, or ad hoc, depending on the need and the work to be done.

All changes to Board committees, given that they represent changes in the Board's organizational structure, require Board approval. This approval requires an absolute majority vote of the Board.

14.3. BOARD COMMITTEE LEADERSHIP AND MEMBERSHIP

Each Board committee will be chaired by a sitting Trustee and, whenever possible, include at least one additional sitting Trustee.

Every committee must have, at all times, a minimum of three members, including the chair. If, for any reason, three members are not identified, then the committee chair will notify the Board who will aid in the identification of another suitable candidate.

14.4. BOARD COMMITTEE AUTHORITY

The primary role of Board committees is to review information, advise and make recommendations to the Board on matters within their area of concern. Committees and their chairs have authorities only as delegated by the Foundation Board. These authorities will be in writing and approved by a simple majority Board vote. These approved authorities will be valid only for the academic year in which they

were given and can be revoked by the Board at any time. Authorities of committees can be suspended by the Board President if he/she deems it necessary until such time as a Board review can take place

At no time and under no circumstances should Trustees and/or committee members act outside of their designated authorities or put the Foundation under any kind of legal or fiscal obligation to any individual, organization or fiscal entity, without clear designated authority to do so.

15 ADVISORY COUNCIL

The Board may choose to create an Advisory Council consisting of people with special skills and/or interests who are willing to contribute time and energy to the advancement of the Foundation or the School.

Appointment of Advisory Council members requires an absolute majority vote of the Board, and appointments are for the academic year, requiring re-appointment every year. Members of the Advisory Council receive no compensation of any kind and have no explicit powers, unless specifically delegated by the Board. Their role is to provide advice and support as deemed appropriate by the Board

16 HEAD OF SCHOOL

The Foundation Board is directly responsible for hiring, overseeing, supporting, evaluating and, when deemed necessary, dismissing the Head of School. The Head of School reports directly to the Foundation Board. Ex-officio, he/she participates in all regular meetings of the Foundation Board and may participate in each committee established by the Foundation Board, except the Executive Committee. The purpose of this position and the HoS responsibilities and authorities are set out below.

16.1. PURPOSE OF THE POSITION

The Head of School is the Administrative and Academic leader and shall be responsible for the academic quality, organization, operation, and administration of the total BFIS program. He is charged with executing the policies and decisions of the Board and recommending policies for the Board to consider for the improvement of the School.

As the Administrative Head, the HoS is responsible for the sound fiscal management of the School. Within the limits of established policy, he shall make decisions involving the activities and personnel of the School. He shall organize the School and its employees into an efficient and cooperative institution of professionally trained workers with emphasis on the importance of teaching and learning.

As the Academic Head, the HoS's major effort shall be in the field of educational leadership and supervision. He will assure the high academic quality of the educational program and provide for the continuous revision of courses of study and the overall curriculum (both formal and informal) to meet the changing needs of the students and the institution. The HoS shall be responsible for the safety,

welfare, and general development of the students within the School. He shall also stimulate the teachers to guide and direct the physical, mental, social, and emotional growth of those in their care.

The Head of School may delegate authority and responsibility to others at his discretion but, in every instance, he is responsible for the proper conduct of the School and its program.

16.2. SPECIFIC RESPONSIBILITIES OF THE HEAD OF SCHOOL

- Work in close partnership with the Foundation Board to ensure that the School's mission is reflected in all aspects of the School's activities. Articulate the mission to all constituencies - students, faculty and staff, parents, alumni, and the broader community - and support and model the mission and philosophy in working with all constituencies.
- Oversee the shaping of the School's program and the quality of life in the School community in keeping with the School's mission and the policies established by the Foundation Board.
- Develop the School's Annual Budget, subject to the approval of the Foundation Board
- Establish an effective manner of leadership and appropriately involve members of the administration and faculty in decision-making.
- Attract, retain, develop, and evaluate all personnel consistent with the School's Human Resource Management (HRM) policy and with the following additional stipulations:
 - The Board must approve any DFO candidate selected for hiring by the HoS and the Board must approval the dismissal of any DFO.
 - The DFO evaluation must include an addendum with comments provided by the Board.
- When deemed necessary, terminate personnel in accordance with the School's HRM policy and procedures. Termination of the DFO requires approval by the Board.
- Be accessible, within reason, and communicate effectively to all constituencies.
- Oversee the disciplinary program of the School
- Act as a representative and ambassador of the School within the broader network of schools, school leaders, school associations and within the larger community.
- Work closely with the Foundation Board in establishing enrollment and fundraising objectives and participate actively in achieving them.

- Assess the effectiveness of the School's programs according to metrics agreed upon with the Foundation Board and provide regular and timely reports on this and other relevant matters to the Foundation Board.
- Identify policy needs and participate actively in policy development, recommending to the Board the adoption of new policy in a timely fashion when necessary.

16.3. INCAPACITY OR ABSENCE OF THE HEAD OF SCHOOL

In the event of the incapacity or unanticipated absence of the Head of School, the Foundation Board shall designate an interim Head of School and specify any limits on his/her authority it deems prudent and necessary.

17 CONSULTANTS TO THE BOARD

The Board may engage consultants or independent contractors to assist the Board with its functions and obligations. The responsibilities of such consultants will be those agreed upon by the Board.

18 LIABILITY AND LIABILITY INSURANCE

The Foundation Board will ensure that it carries, at all times, adequate liability insurance. The current insurance policy can be found in the Office of the Director of Finance and Operations