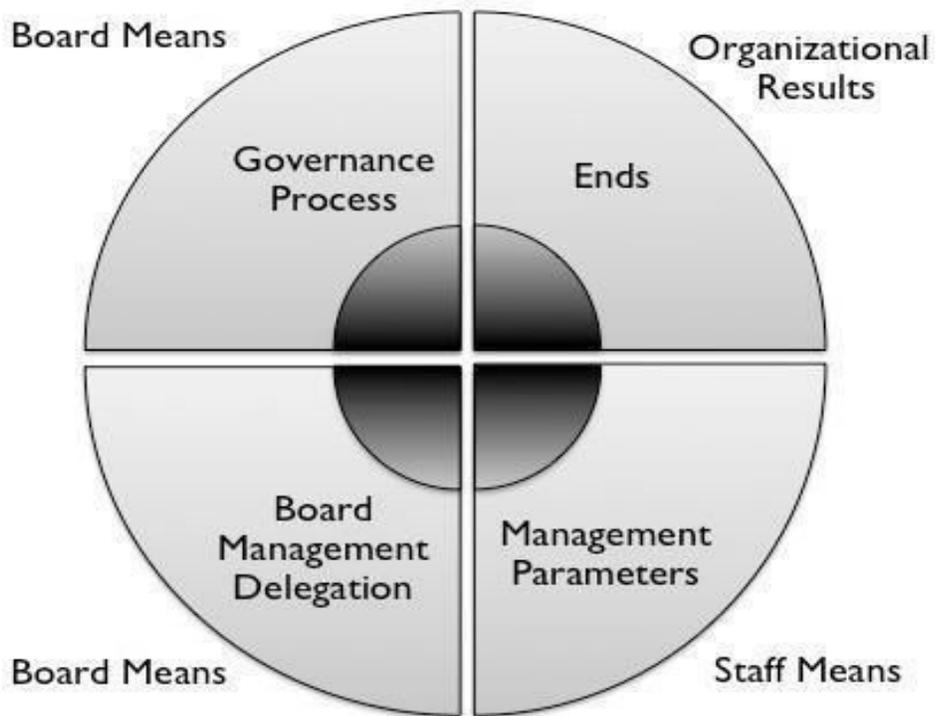




Board of Directors  
Governing Policies Manual



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## Introduction

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The ISTE 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).

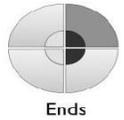
1. Purpose: This manual is designed to help the board approach decisions from the perspective of its own previously established standards, values and expectations by:
  - A. Elevating efficiency of having all ongoing board policies in one place.
  - B. Quickly orienting new board members to current policies.
  - 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 consistent with the law, the Articles of Incorporation and the ISTE 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 refine them as appropriate. 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 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 president, board committees or the CEO.

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## Policy 1.0 Ends/Priority Results

Date of adoption / Last revision: *July 19, 2017*

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- 1.1 Educators globally are empowered to use technology to transform teaching and learning, accelerate innovation and solve tough problems in education.
- 1.2 Vision: The global education ecosystem will value and embrace the best innovative tools and technologies in learning.
- 1.3 Learning: Educators possess the knowledge, skills and dispositions to apply existing and emerging technologies and digital resources to enable effective learning and create innovative learning environments.
- 1.4 Community: Educators and those interested in education transformation will have effective vehicles to share best practices, solve problems and collaborate in the creation of new teaching methodology and learning models.

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## Policy 2.0 Governance Process

Date of adoption / Last revision: *Dec. 9, 2016*

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

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




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## Policy 2.1 Governing Philosophy and Values

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Date of adoption / Last revision: Dec. 7, 2018

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The board will govern lawfully, using Policy Governance<sup>1</sup> 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, the CEO and the 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, orientation of newly elected board members prior to their being seated in a voting capacity, and professional development relevant for improved board member performance and informed decision-making. A formal self-review of board performance for the year will take place at the final board meeting of the calendar year.
  - B. Orientation for new board members will involve pairing the new board member with a veteran board member to support their transition to the board and, at a minimum, will address the following topics:
    - 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.).

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<sup>1</sup> 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](http://www.policygovernance.com)

6. Although the board may change 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 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 policies.
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.




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## Policy 2.2 Board Job Products

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Date of adoption / Last revision: *Dec. 7, 2018*

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On behalf of the membership and the wider educational community, 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 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. Communication: The board will inform the membership of ISTE’s accomplishments on their behalf, and of 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. Governance process: Specification of how the board conceives, carries out and assesses its own work.
  - C. Management parameters: Constraints on executive authority defining the boundaries of prudence and ethics within which all executive activity and decisions must take place.
  - D. Board/Management delegation: How authority is delegated to management and how its proper use is 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 the ends and adherence to executive limitations.



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## Policy 2.3 Board Work Plan and Agenda Preparation

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Date of adoption / Last revision: *Dec. 7, 2018*

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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 December so that administrative planning and budgeting can focus on both long- and short-term ends priorities in the subsequent fiscal year.
2. Work plan development: The president during their first year (or the president-elect in the year preceding their presidency) president's second year) will prepare and present, for the board's consideration and approval by the last meeting of the year, a suggested work plan for the following year. Considerations should include:
  - A. Board education: Identification of topics that will elevate the board's understanding primarily of external issues and trends that impact the 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 the 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 governance 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 president 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 president 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 seven 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 at the meeting 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 Jan. 1 of the following year.

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## Policy 2.4 Board President’s Role and Authority

Date of adoption / Last revision: Dec. 9, 2016

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As ISTE’s “chief governance officer,” the president’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 president 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 include only those issues which, according to board policy, clearly belong to the board to decide, consider, monitor or to otherwise inform or 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 president 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 president may use any reasonable interpretation of these policies.
  - A. The president is empowered to preside at board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - B. The president has no authority to make decisions within the board’s ends and executive limitations policy areas. Therefore, the president has no authority to supervise or direct the CEO.
  - C. The president may represent the board to the membership and outside parties in announcing board-stated positions and in stating president decisions and interpretations within the area delegated to the president.
    - i. The president may delegate this authority but remains accountable for its use.
  - D. Except where specified otherwise in bylaws or board policies, the president may appoint board members, or others as appropriate, to serve on board committees.
  - E. The president will act in liaison with — and at their discretion may seek perspectives and advice from — past presidents and past board members.

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## Policy 2.5 Board Members' Code of Conduct

Date of adoption / Last revision: Dec. 7, 2018

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The board expects ethical and businesslike conduct from its members. 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, regardless of the member's personal position on the issue.
3. **Duty of loyalty:** Board members must demonstrate unconflicted loyalty to the organization including 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 themselves 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 they 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 board member 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, they 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 of all board matters.
- 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 president. If the president is the subject of the concern, it should be brought to the past-president or president-elect.
- 9. If a board member is alleged to have violated this code of conduct:
  - A. The president (or past-president or president-elect, if the president 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 president (or past-president/president-elect) will put the issue on the agenda for closed session. The respondent board member will be allowed to present their 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 it's consistent with the bylaws.



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## Policy 2.6 Board Members' Individual Responsibilities

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Date of adoption / Last revision: Dec. 7, 2018

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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 ISTE Annual Conference & Expo and board activities/events at the annual conference.
3. Board members, other than for emergency situations, who are not able to attend board meetings in person must seek approval by the board president not less than two weeks in advance of meetings.
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 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 president, 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. Board members should notify the board president in the instance of press coverage or personal / professional incidents that may inadvertently impact ISTE.
11. **Communication of trends and 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.
12. **Support ISTE's corporate relations program:**
  - A. Board members will support the revenue-generating corporate relations program by participating as needed in face-to-face or virtual meetings with representatives of high-level, year-round ISTE sponsors where the board members share their expertise and vision on a topic of interest to the sponsor and/or the broader edtech 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.

13. Participation in organizational activities:
  - A. In addition to board meetings, board members are expected to actively engage in the broader ISTE community including, but not limited to, the following:
    - i. Attend the annual conference and board events/activities.
    - ii. Attend linkage activities.
    - iii. Attend any called meetings in compliance with board bylaw Article 3, Section 4.
  - B. Board members are also encouraged to:
    - i. Attend affiliate and PLN events.

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## Policy 2.7 Board Committee Principles

Date of adoption / Last revision: Dec. 14, 2013

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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, they 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: Dec. 7, 2018



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. Minutes will be kept of all committee meetings and will be 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 president, preparation and/or review of proposed policy or bylaw revisions and implications for board consideration.

Deliverable #3: As requested by the board president, 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 CEO, board president, president-elect or past president 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: Includes CEO and is chaired by the board treasurer plus four additional members (at least two must be board members) appointed by the board at its first meeting each year.
- C. Authority: To incur costs only as budgeted for the audit committee functions and management time as needed.

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 developed with input from the Advisory Stakeholder Group will be presented to the board in Q4 for approval.  
  
Deliverable #4: Recommendations for board consideration for appointed director positions.
  - B. Membership: 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. The board president will propose for the board's consideration a Member Advisory Group of up to four representatives (from PLNs, corporate members, Young Educators Input Group 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 record keeping 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 president 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 its behalf.
  - B. Membership: Five members, including a committee chairperson, appointed by the board president 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 with, staff functions.

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## Policy 2.9 Board Nominations and Elections

Date of adoption / Last revision: Dec. 7, 2018

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The work of the ISTE Nominations Committee is critical to ensuring a successful board election. The committee is co-led by the current president and past president or president-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.

1. Board nominations
  - A. The nominations committee establishes the timeline for when elections are to be held and new candidates are to take office.
  - B. The committee reviews and, if required, amends the nomination packet that includes, but is not limited to, the nominations and election process, work of the board, responsibilities of board members, application and statement of background check of nominees.
  - C. The committee works with staff on final approval of communications to members and external parties related to the election.
  - D. The committee creates and leads the Ballot Selection Committee that is made up of the two co-leaders of the committee, one appointed board member and three ISTE members who represent member groups such as affiliates, PLNs and corporate members. This committee reviews, scores and selects the final slate of candidates that will be recommended to the board for approval.
  - E. The committee communicates with all nominees regarding their selection status for the final slate.
  - F. Upon conclusion of the election, the nominations committee will notify all candidates of the outcome, whether they won or lost, and secure appropriate commitments from the winners.
2. Board elections
  - A. Elections are conducted annually from early November through early December and all ISTE members in good standing may vote.
  - B. Election information, including candidate information, will be promoted to the membership on the ISTE website.
  - C. Winning candidates will be announced to the membership in mid-December and new board members will commence their three-year terms on Jan. 1.
  - D. The board will devise a set of guidelines for campaigning during the election cycle.

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## Policy 2.10 Budgeting for Board Functions

Date of adoption / Last revision: Dec. 7, 2018

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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. In accordance with the Board Travel Policy, 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 2.8 above).
  - G. Board contingencies.
  
3. The board will establish its budget for these prerogatives for the next fiscal year during the December meeting.



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## Policy 2.11 Member Code of Conduct

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Date of adoption / Last revision: Dec. 7, 2018

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This professional ISTE 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 that 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.
  - C. 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.
  - B. To report an incident or problem, please file a written complaint to the ISTE Board of Directors at [board@iste.org](mailto:board@iste.org) . The board will evaluate the concern and may do one or more of the following, depending on the findings:
    - i. Contact the complainant and/or the offending member directly for further explanation.
    - ii. Convene the ISTE Board of Directors for handling according to the ISTE Member Code of Conduct incident procedures.
    - iii. Revoke the offending member's membership with no refund.

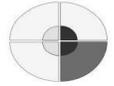
This code of conduct is regularly reviewed and revised by the ISTE Board of Directors.

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## Policy 3.0 General Executive Constraint

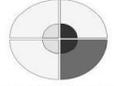
Date of adoption / Last revision: *Dec. 9, 2016*

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Management Parameters

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



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## Policy 3.1 Treatment of Members/Consumers

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Date of adoption / Last revision: Dec. 9, 2016

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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.
5. Fail to forge strong partnerships with organizations that share a common cause or be commonly regarded as noncollaborative.
6. Allow ISTE to be regarded as out of touch with educational innovation and application of technology for learning.

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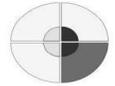
## Policy 3.2 Treatment of Staff

Date of adoption / Last revision: Dec. 7, 2018

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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, that 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 or be without access to a human resource contact to report concerns or request advice.
3. Retaliate or allow retaliation against any employee for nondisruptive 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. 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.
5. Submit monitoring reports for this policy that do not include summary data on the following:
  - Full-time employee (FTE) count by division
  - FTE location
  - Year-to-date staff turn over
  - Staff vacancies
  - Material changes to the employee handbook
6. Allow staff who oversee remote employees to be untrained with regard to best practices for managing remote workers.
7. Permit remote work by staff without the benefit of clearly stated and understood employee policies governing expectations for remote workers.
8. Operate without a plan for monitoring and improving workplace culture that includes regular polling of staff perceptions and satisfaction regarding the ISTE working environment.

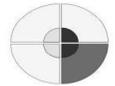


## Policy 3.3 Financial Condition and Activities

Date of adoption / Last revision: Dec. 7, 2018

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 plus the value of combined credit card limits.
  - B. The CEO will not borrow funds, with exception of:
    - i. Credit cards used for normal business purposes and paid in full within the current billing cycle, except in extenuating circumstances, in which case they will be paid in full within the next billing cycle and reported to the board during the next monitoring of CEO performance.
    - 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 percent for ISTE's annual membership conference and exhibition, but no less than \$250,000; and
  - B. Greater than 25 percent for nonconference 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, 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 30 days of payment and provide regular updates to the Audit Committee.
10. Submit monitoring reports for this policy that do not include office total annual rental cost and monthly rental costs per ISTE FTE.

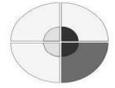


## Policy 3.4 Asset Protection

Date of adoption / Last revision: Dec. 7, 2018

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.
  - B. Against liability losses to board members, staff or the organization itself in an amount greater than the average for comparable organizations.
  - 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 advisers. Accordingly, the CEO may not engage parties already chosen by the board to act in the capacity of consultants or advisers to the board.
12. Change the organization's name or substantially alter its identity in the community.
13. Refresh or promulgate new versions of any variety of the ISTE Standards without prior board approval of a road map that includes gathering feedback from the field, product creation targets, costs, revenue projections, if any, as well as any departures from current practice.
14. Operate without a multi-year strategy to address the diversification of revenue for ISTE where conference income is strong but is a smaller percentage of ISTE's income relative to other income streams.



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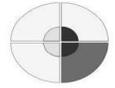
## Policy 3.5 Budgeting / Forecasting

Date of adoption / Last revision: Dec. 7, 2018

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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 percent of total expenses to emergency reserves, until reserves reach a threshold of 25 percent of annual operating expenses.
5. Do not provide for the board's governance prerogatives (see *Budgeting For Board Functions* Policy), such as costs of fiscal audit, board development, board and committee meetings, Membership Linkage Committee budget, directors' and officers' liability insurance, and board legal fees.
6. Do not provide for the board information on how the budget and, in particular, expenditures of strategic investment funds (surplus) supports the ends and strategic goals.



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## Policy 3.6 Compensation and Benefits

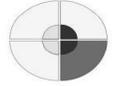
Date of adoption / Last revision: Dec. 7, 2018

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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 their own compensation.
2. Change their 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 repeating obligations with consultants or contract workers for longer than 18 months without board approval; 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.
7. Establish bonus compensation programs for ISTE employees without board approval.



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## Policy 3.7 Emergency Management Succession

Date of adoption / Last revision: Dec. 14, 2013

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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: Dec. 7, 2018

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 be unaware of relevant trends, press releases, information regarding keynote speakers for the ISTE conference, upcoming initiatives or events, 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.
  - C. Monitoring information.

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## Policy 4.0 Board/Management Connection

Date of adoption / Last revision: *Dec. 14, 2013*

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The chief executive officer (CEO) is the board's official connection to the operating organization, its achievements and its conduct.

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## Policy 4.1 Unity of Control

Date of adoption / Last revision: *Dec. 7, 2018*

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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 by the board 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: Dec. 9, 2016

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.
6. A strategic plan developed by the CEO with input from the board will be the primary vehicle for achieving synergy and focus around meeting ISTE's ends. The strategic plan will have a three- to five-year horizon and will connect available resources to organization activities in both the near and long term. The board and CEO will work together to establish the timeline for the development of such plan and the periodic review and updating of the plan.

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## Policy 4.3 Accountability of the CEO

Date of adoption / Last revision: *Dec. 14, 2013*

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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 subsets 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 their policy interpretations, along with data supporting their 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 their 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: Designated board members or a 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.
  - 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

<b>POLICY</b>	<b>METHOD</b>	<b>FREQUENCY</b>	<b>ONGOING SCHEDULE (BY BOARD MEETING)</b>
Ends/Priority Results			
1.0 Broadest End	Internal	Annually	June
1.1 Vision	Internal	Annually	September
1.2 Learning	Internal	Annually	December
1.3 Community	Internal	Annually	March
Management Parameters			
3.0 General Executive 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	March / June / Sept. / Dec.
	Direct inspection (audit comm) External (Auditors Report)	As deemed necessary by the board  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




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## Policy 4.5 Board Access to Internal Auditor (CFO/COO)

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Date of adoption / Last revision: *Dec. 1, 2017*

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Direct but limited access to the board by the chief financial officer (CFO)/chief operations officer (COO) 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 their own work, if the CFO/COO or other position of financial accountability feels that the CEO has failed to address the impropriety, the CFO/COO or other position of financial accountability must report that impropriety to the board president.
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. Operational impropriety includes any violation or apparent violation of generally accepted human relations issues such as, but not limited to, harassment or substance issues.
3. Nothing in this policy impedes the CEO from exercising their 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 No. 1 above can indicate that in the opinion of the CFO/COO or other position of financial accountability, an interpretation made by the CEO is not "reasonable."
4. The CFO/COO or other position of financial accountability is in all other ways 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 official access of the officer working in the internal auditor capacity as described in this policy or seek to inappropriately influence the content of the reporting by the officer working in the internal auditor capacity 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.

[Revised and Board Reapproved: Dec. 7, 2018]