



## **BOARD GOVERNANCE MANUAL**

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**APPROVED BY  
THE BOARD OF TRUSTEES**

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## 1. INTRODUCTION

This Board Governance Manual (“Board Manual”) has been approved by the Board of Trustees (“Board”) of the International College of the Cayman Islands (“ICCI”). It sets out the governance structure and principles pursuant to which the Board exercises its responsibilities and carries out its duties of stewardship and accountability.

The Board Manual is reviewed and approved at least every two years, or as required. The Board Secretary, after consulting with the Board Chair, may make and publish amendments to this Board Manual that are minor or administrative in nature.

The policies and procedures outlined in this Board Manual are subject to the provisions of the *Memorandum of Association of the International College of the Cayman Islands (1970)* (see Appendix A) and the *International College of the Cayman Islands Articles of Association and Rules of Operation (1979, 2011)* (see Appendix B). They are also subject to the laws of the Cayman Islands, including the *Companies Law, Non-Profit Law and Education Law*. Where there is a conflict with Board Manual, these documents and the legislation will take precedence.

In instances where any other ICCI policies, procedures or internal documents conflict with policies and procedures outlined in this Board Manual, the Board Manual will take precedence.

## 2. ICCI OVERVIEW

ICCI is a private, non-profit and independent institution of higher education situated at Newlands, Grand Cayman.

ICCI currently serves between 120 and 150 students, primarily in subjects related to business administration, accounting and finance. It also offers programming in human resources, tourism and media management. Students can pursue an Associate’s degree, Bachelor’s degree or Master’s degree at ICCI, as well as their high school equivalency - General Educational Development (GED).

The ICCI academic year begins in September and is organized across four quarters. Courses are mainly offered in the evenings on campus or by distance.

### **Establishment of ICCI**

The history of ICCI begins with in 1967 with the Founding Committee that was organized by Dr. J. Hugh Cummings. In January 1968, the American Committee for the College of the Cayman Islands was formed to provide financial help for establishing the first institution of higher education in the Cayman Islands.

In 1969, an American Friends Service Committee volunteer work camp began construction of the first campus building, Friends Hall, located on land donated by the Hon. James M. Bodden. In 1970, an Operation Crossroads Africa volunteer work camp helped to complete construction on the building by early 1971.

ICCI began classes on September 24, 1970.

### **3. BICAMERAL GOVERNANCE FRAMEWORK**

Both the Board and Academic Council are governing bodies of ICCI. Bicameral governance delineates the strategic oversight of the Board from the academic responsibility of the Academic Council.

#### **Board Role**

The Board's role is to be informed about and to ask questions about all facets of ICCI, but not supervise or direct the day-to-day activities, risks and successes of the organization. The Board sets the overall vision and strategic direction, periodically assesses the operational status relative to that direction, and leaves the day-to-day operational issues to ICCI's President. The Board is responsible for the business of ICCI – its administration, finances, operations, assets, role in the community and the integrity of such.

#### **Academic Council Role**

The Academic Council has a more focused responsibility for the academic integrity of ICCI, subject to the Board's involvement where academic matters interface with matters of business and the larger community.

All academic matters are the concern of the Academic Council that shall consist of faculty representatives as Lead Instructors. Students shall also be selected to serve on the Academic Council. The Academic Council Shall be chaired by the Chief Academic Officer and shall report minutes, including recommendations to the President.

The President plays a bridging role between the Board and the Academic Council.

### **4. BOARD RESPONSIBILITIES**

The Board is responsible for the management, administration and control of the property, revenue, business and affairs of ICCI. The Board fulfills its duty by delegating to the President responsibility for the day-to-day operations of ICCI within the parameters set by the Board and requires regular reporting from the President. Trustees serve part-time, and the Board's role is one of governance and oversight of ICCI.

#### **Human Resource Responsibility**

Regarding human resources, the Board:

- a) Appoints the President as the Chief Administrative officer of ICCI, sets the President's salary or remuneration, and defines the President's duties and tenure of office;
- b) Monitors and evaluates the President's performance;
- c) Oversees President succession planning and ensures plans are in place to deal with a planned or emergency departure of the President;
- d) Provides advice and counsel to the President in the execution of the President's duties;
- e) Ensures that ICCI human resources strategies provide for the development of key personnel consistent with the future leadership needs of ICCI;

- f) Approves Terms and Conditions of Employment; and
- g) Ensures ICCI's compensation and human resources philosophies and strategies are in keeping with ICCI's mission, vision, values and goals, as well as with legislative requirements.

### **Strategic Responsibility**

ICCI's President, in consultation with internal and external stakeholders and in accordance with ICCI's fiscal accountability to funders, formulates operating and capital plans and budgets. These are then assessed and ultimately approved by the Board.

Regarding strategy, the Board:

- a) Reviews and approves ICCI's vision, mission and priority statements;
- b) Participates in the development of and approves ICCI's strategic plan;
- c) Oversees the ongoing implementation of ICCI's strategic plan and establishes key performance measures;
- d) Reviews and approves ICCI's annual capital and operating budgets;
- e) Monitors ICCI's performance against the various plans and budgets, and approves revisions to the plans and budgets as required; and
- f) Seeks advice from the President and the Academic Council on the establishment or discontinuation of programs or services.

### **Risk Management Responsibility**

The primary responsibility for ICCI's risk management is vested in the President and overseen by the Board.

ICCI's President is responsible for establishing processes, procedures and mechanisms by which key matters of risk are identified and ensuring that strategies are developed to manage such risks.

Regarding risk management, the Board:

- a) Understands the key strategic risks to ICCI;
- b) Ensures, through regular reviews and assessments, that the President has established appropriate systems to manage these risks; and
- c) Receives regular reports from the President on the management of material risks to ICCI.

In particular, the Board will review with the President the policies and procedures that are in place to identify, manage and monitor material risks including, but not limited to:

- Financial impacts to ICCI's physical assets and financial resources;
- Human resource impacts to ICCI's ability to invest, manage and support its human resources;
- Operational impacts to ICCI's ability to manage day-to-day programs, processes, engagement and the effective and efficient use of its resources;
- Regulatory and compliance impacts to ICCI's ability to adhere to all applicable laws;
- Strategic and reputational impacts to ICCI's ability to achieve strategic goals and objectives; and

- Safety and security impacts to ICCI's ability to protect itself and its stakeholders from harm.

### **Financial Responsibility**

Regarding financial management, the Board:

- a) Directs and oversees ICCI's internal and external audit;
- b) Verifies that the President and finance staff are applying appropriate audit, accounting and financial reporting principles;
- c) Verifies that internal financial and operational controls and information systems are in place and functioning satisfactorily; and
- d) Reviews and approves ICCI's annual audited financial statements.

### **Monitoring and Reporting Responsibility**

Regarding monitoring and reporting, the Board:

- a) Monitors ICCI's performance against the objectives set out in the strategic plan and agreed-upon key performance measures;
- b) Identifies and monitors quantifiable measures and benchmarks relating to the academic and overall experience of ICCI students, and establishes processes to obtain student feedback; and
- c) Ensures ICCI's financial position is reported fairly and in accordance with generally accepted financial reporting standards.

### **Code of Conduct**

Regarding the conduct of Trustees and employees, the Board:

- a) Establishes, and updates as required, a Code of Conduct for Trustees which includes the duties of Trustees, the Board or its Committees in conflict of interest situations; and
- b) Approves a Code of Conduct for all ICCI employees and monitors through the President, compliance with all significant policies that govern ICCI's operations.

### **Communication Responsibility**

The President is the primary spokesperson for ICCI and the Board Chair is the primary spokesperson for the Board. As authorized by the President, ICCI has additional spokespersons for specific subject matters.

Regarding communications, the Board:

- a) Ensures ICCI has a plan in place to communicate effectively with students, faculty, employees, government, stakeholders and the public.

### **Government Relations Responsibility**

Regarding government relations, the Board:

- a) Works collaboratively with the Cayman Islands Government;

- b) Requires the President to submit information required by the Government, inclusive of annual filings, both promptly and adequately; and
- c) In a timely manner, keeps Government informed of material issues that could affect ICCI or ICCI's ability to comply with relevant regulations.

### **Governance Effectiveness Responsibility**

Regarding governance, the Board:

- a) Establishes and maintains this Board Manual;
- b) Reviews and updates the Board's governance policies referred to in this Board Manual at least every two years or more frequently as required;
- c) Develops a plan for long term Board composition and updates the list of skills required for the Board;
- d) Provides an orientation session for Trustees;
- e) Annually examines the effectiveness of the Board and the current Board Chair; and
- f) Annually examines its relationship with the President, the Academic Council and Government.

### **Reliance on President**

In carrying out its responsibilities, the Board relies on the President to provide it with accurate, timely and complete information.

### **External Advisors**

In carrying out its responsibilities, where appropriate and in consultation with the President, the Board is entitled to retain and rely on external professional service firms, consultants and advisors (collectively "External Advisors") as needed to fulfill its mandate.

When the Board retains External Advisors, the Board must ensure that any relevant information, findings or recommendations of the External Advisors be immediately reported to the President via the Board Chair.

## **5. BOARD STRUCTURE**

### **Composition**

There shall be at least twenty Trustees.

As stipulated below, the Board shall name individuals as Ex-officio Members of the Board. Ex-officio Members share important perspectives during Board discussions and help to better connect the Board with vital parts of the ICCI community. However, Ex-officio Members are not considered part of the Board's consensus decision-making.

By virtue of their position, the President is an ex-officio member of the Board.

On recommendation of the President, the Board shall select one ICCI student, one ICCI staff member and one ICCI faculty member to serve as Ex-officio Members of Board.

## **Term Length**

Except when filling vacancies of unexpired terms, Trustees shall be named for a five-year term to expire at the end of the Academic year. If approved by the Board, a Trustee may be considered for re-appointment to a succeeding term following review and assessment by the Board.

Except when filling vacancies of unexpired terms, student, staff and faculty shall be named as Ex-officio Members for a two-year term to expire at the end of the Academic Year. Student, staff and faculty may be considered for re-appointment to a maximum of one succeeding term following review and assessment by the Board.

## **Eligibility**

The following persons are not eligible to be or to remain Trustees:

- a) An employee of ICCI;
- b) Member of the Cayman Islands Parliament;
- c) Members of the public service in the Ministry of Education;
- d) Members of the Cayman Islands Education Council; and
- e) Members of the public service designated by the Minister of Education.

A student shall cease to be an ex-officio member if not registered as an ICCI student in the preceding, current or upcoming academic quarter.

Staff or faculty shall cease to be an ex-officio member upon termination of their employment with ICCI.

## **Standing Committees**

The Standing Committees of the Board are:

- a) Executive
- b) Finance and Audit
- c) Planning and Advancement

In addition, the Board has the power to appoint ad hoc committees it considers necessary and advisable. The Board shall decide the membership, term and responsibilities of each ad hoc committee.

## **Board Relations with President**

The Board appoints the President of ICCI and delegates to the President overall responsibility for the operations of ICCI within the parameters set by the Board.

This Board Manual establishes the roles and responsibilities of the Board in relation to the President. Trustees may direct questions or concerns to the President through the Board Chair. The Board Chair is also the Chair of the Executive Committee, which is responsible for human resource matters pertaining to the President.

## 6. BOARD CHAIR POSITION DESCRIPTION

### Election and Term

The Board Chair shall be elected by the Board on a two-year term at the Annual Meeting.

### Role

The principal role of the Board Chair is to provide leadership to the Board and ensure the Board meets its obligations and fulfills its governance responsibilities. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and President, and represents the Board internally and externally, including acting as a spokesperson on behalf of the Board. The Board Chair acts as a signatory representing ICCI and the Board, as authorized by the Board.

The Board Chair shall preside at meetings of the Board and shall work in conjunction with the Board Secretary and President to formulate the agenda for Board meetings.

### Eligibility

The Board Chair must be an appointed Trustee.

### Duties and Responsibilities

The Board Chair:

- a) Acts as a liaison between the President and the Board;
- b) Fosters a constructive relationship between the Board and President through regular contact;
- c) Acts as a sounding board, counselor and confidant for the President;
- d) Provides support and mentorship to the President;
- e) Ensures appropriate and timely communication between the Board, stakeholders and the President; and
- f) Seeks to ensure that President presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities;

In consultation with the Board Secretary and President, the Board Chair:

- a) Develops and sets the Board meeting agendas and discusses materials required to ensure Trustees have sufficient background information to enable them to prepare for the meeting;
- b) Ensures minutes are accurately recorded and presented at subsequent meetings;
- c) Calls meetings of the Board;
- d) Presides over Board meetings;
- e) Conducts Board meetings in an efficient, effective and focused manner;
- f) When not a member of a certain Committee, may nonetheless attend that Committee's meetings as a non-member;
- g) Determines whether or not a conflict of interest exists in relation to a Trustee; and
- h) Signs documents on behalf of the Board as authorized by the Board.

To ensure overall effectiveness of the Board, the Board Chair:

- a) Leads the Board in fulfilling its governance responsibilities;
- b) Ensures the Board has cohesion of direction and purpose at a policy and strategic level;
- c) Maintains an appropriate boundary between the Board and staff responsibilities;
- d) Liaises with Committee Chairs to ensure coordination between the work of the Committees and the Board, and ensures satisfactory Committee reports for the Board;
- e) At meetings, encourages participation of all Trustees and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Trustees;
- f) Builds consensus and develops teamwork within the Board;
- g) Fosters ethical and responsible decision making by the Board;
- h) Ensures that each Trustee is contributing to the Board's work;
- i) Makes themselves available to individual Trustees for questions, counsel and discussions relating to ICCI;
- j) In concert with the President and Board Secretary, provides new Trustees with information on the Board's current issues as part of the Trustee orientation;
- k) Keeps the Board up to date on all significant developments at ICCI, both at and between meetings; and
- l) As the Chair of the Board's Executive Committee, coordinates the Board and Trustee self-evaluation processes.

## **7. DEPUTY BOARD CHAIR POSITION DESCRIPTION**

### **Election and Term**

The Deputy Board Chair shall be elected by the Board on a two-year term at the Annual Meeting.

### **Eligibility**

The Deputy Board Chair must be an appointed Trustee.

### **Duties and Responsibilities**

The Deputy Board Chair:

- a) In the absence of the Board Chair or as required, assists the President and Board Secretary in developing and setting Board meeting agendas;
- b) Assists the Board Chair in coordinating and providing leadership to the Board;
- c) Assumes leadership responsibilities for key initiatives or activities, as assigned;
- d) Performs the Board Chair's duties in their absence, including an unplanned vacancy until a successor is chosen by the Board; and
- e) Attends community and ICCI events on behalf of the Board Chair, as assigned.



## **8. BOARD SECRETARY POSITION DESCRIPTION**

### **Appointment**

The Board Secretary shall be elected by the Board on a one-year term at the Annual Meeting.

### **Eligibility**

The Board Secretary must be an appointed Trustee.

### **Duties and Responsibilities**

The Board Secretary supports the Board by coordinating and facilitating the activities of the Board and Board Committees to ensure the effective and efficient operation of ICCI's governance.

The Board Secretary is responsible for the organization and administration of all Board related matters and the organization and maintenance of governance records, including governance compliance matters. They work with the President on agendas and work planning for the Board to ensure the timely submission of reports to the Board.

Other duties include:

- a) Recommending an annual schedule of Board Meetings;
- b) Ensuring appropriate minutes for the Board are recorded, including decisions of the Board; and
- c) Ensuring the Board remains up-to-date on the implementation of past decisions.

## **9. INDIVIDUAL TRUSTEE POSITION DESCRIPTION AND CODE OF CONDUCT**

### **Standards of Conduct**

Individuals named as Ex-officio Members shall be treated as Trustees under the Code of Conduct. However, Ex-officio Members are not considered part of the Board's consensus decision-making.

In discharging their responsibilities, each Trustee must:

- a) Act honestly, in good faith and in the best interests of ICCI; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

In keeping with these responsibilities, a Trustee is required to:

- c) Act in the best interests of ICCI as a whole and not in their self-interest, nor in the interest of a particular group or constituency;
- d) Comply with ICCI policies, including the Board Governance;
- e) Comply with all applicable laws;
- f) Make full and timely disclosure of any conflicts of interest in accordance with procedures set out in this Manual in order to protect the integrity of ICCI; and

- g) Keep information confidential as appropriate, including all information associated with In Camera meetings and Closed Meetings. The duty to maintain information in confidence continues after a Trustee ceases to be a Trustee.

### **Complaints Procedure for Breaches of the Code of Conduct**

Complaints cannot be made anonymously.

The personal privacy of an individual who makes a complaint in respect of this Code (“Complainant”) will be respected as much as is possible given the circumstances.

All complaints received from Trustees in respect of the Code shall be referred to the Board Chair, other than complaints with respect to the Board Chair. All complaints received from Trustees in respect of the Code that relate to the Board Chair shall be referred directly to the Deputy Board Chair.

Upon receipt of a complaint, the Board Chair (or the Deputy Board Chair, as applicable) shall conduct such an investigation as they consider appropriate. This will include interviewing both the Complainant, and the person about whom the complaint was made.

The person conducting the investigation will ensure any documentation obtained or generated as part of the investigation is retained in a secure location.

The Board Chair (or the Deputy Board Chair, as applicable) will report the results of the investigation to the Board.

### **Punitive Action for Breaches**

Should the Chair (or the Deputy Board Chair, as applicable) conclude that a Trustee has contravened any provision of the Code, the Board has the power to impose punitive action, including one or more of the following:

- a) Issue a letter of reprimand;
- b) Pass a resolution removing a Trustee from the Board for cause; or
- c) Request that the Trustee resign.

### **Confidentiality**

All disclosures will be kept confidential unless the matter disclosed constitutes an actual or potential threat of serious harm to ICCI, its students or employees or to the general public.

### **Relationship with President, Staff and Faculty**

Each Trustee should be available as a resource, acting as a sounding board or providing advice as required. However, engagement should always respect the roles of the Board Chair and President as outlined in this Board Manual. The Board acts collectively, and no Trustee has the authority to direct any employee of ICCI.

Trustees may direct questions or concerns at any time through the Board and Committee meetings, or through the Board Chair to the President.

## **Public Statements**

The President is the primary spokesperson for ICCI and the Board Chair is the primary spokesperson for the Board.

The Board speaks with one voice; although each Trustee has an important role as an ambassador of ICCI, no Trustee may speak on behalf of ICCI (e.g., to government or the media) in their capacity as an individual Trustee unless specifically asked or authorized to do so by the Board Chair.

Trustees are expected to avoid speaking against or undermining any decision of the Board, regardless of whether the Trustee agrees with that decision.

## **Community Engagement**

Trustees are valuable ambassadors of ICCI who are well positioned to establish and foster strong relationships through two-way dialogue with community members and partners. Each Trustee is expected to listen to community members and partners and to share with them ICCI's unique mandate, mission and character as an institution of higher education.

Trustees may be asked to engage with ICCI's communities and stakeholders, and have typically welcomed the opportunity to do so. Trustees may also be asked to participate in, and act as official representatives of ICCI at certain events organized by the Board or ICCI (such as Board-hosted receptions, awards ceremonies and Convocations).

## **Informed Decision Making**

Trustees must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While the President will provide Trustees with the information that the President thinks Trustees need in order to discharge their responsibilities, Trustees have a responsibility to review all meeting material and information provided and request any additional information they think necessary to make an informed decision. Requests for information are directed through the Board Chair.

Trustees are expected to be knowledgeable about ICCI's vision, mandate, priorities and operations.

## **Board Activity**

During Board meetings, a Trustee is expected to exemplify the expectations and standards of conduct outlined in this Code, including but not limited to:

- a) Be prepared and well-informed on relevant issues (through pre-read materials or otherwise);
- b) Bring their own experience, wisdom, judgment and influence to bear constructively on issues;
- c) Interact with fellow Trustees, the President and guests in a respectful, courteous and constructive manner;
- d) Speak and act independently while remaining collaborative;
- e) Express opinions in a clear and respectful manner;

- f) Express points of view for the Board’s consideration even if they may seem contrary to other opinions previously expressed;
- g) Ask probing questions when appropriate;
- h) Listen to, and exercise tolerance for, others’ perspectives;
- i) Be adaptable, flexible and open-minded in the consideration and implementation of change;
- j) Exercise a logical, rational approach to problem solving;
- k) Analyze issues from many perspectives, considering the impact of decisions on ICCI’s internal and external environments (e.g., students, faculty, employees, stakeholders, Government and community);
- l) Be innovative and resourceful in developing solutions;
- m) Whenever possible, advise the Board Chair and President in advance of introducing significant and previously unknown information;
- n) Focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of ICCI; and
- o) Once Board decisions are made, support those decisions in a positive manner.

In carrying out their responsibilities, each Trustee is expected to be actively engaged in and add value to the Board’s work. Those Trustees who have particular areas of expertise are expected to use their unique skills and experience to the benefit of the Board, for example by contributing to discussions on topics within their area of expertise.

### **Attendance**

Trustees are expected to maintain an excellent Board and Committee meeting attendance record. The Board Chair should engage any Trustee that is absent from more than half the scheduled meetings over the course of a year and should discuss how to improve attendance.

Any Trustee may bring forward a motion to remove another Trustee based on issues of attendance. However, issues of attendance will be considered as part of the Board evaluation process.

### **Confidentiality of Board Information**

Board confidentiality is essential to ensure that full and frank discussion of issues deemed as confidential may take place in an atmosphere free from the risk of inappropriate disclosure. All information shared by Trustees and those presenting information to the Board shall be treated with utmost confidentiality, except when it is clearly understood that the information is in the public domain.

Trustees may only disclose confidential information to external third parties when disclosure is authorized or required by law or an enactment in a court proceeding. Any other external disclosure of confidential information is subject to prior approval of the Board Chair and President.

### **Trustee Background Checks**

ICCI is required under the Education Regulations (2017) to register with the Education Council every three years. All Trustees are required to provide a criminal records check to ICCI so they may be included as part of the institution’s registration.

Trustees that have been convicted in the Islands or outside the Islands of an offence, which the Education Council determines may render that person unsuitable to be associated with an educational institution, may prevent the successful registration of ICCI.

### **Removal**

The Board may resolve to remove a Trustee from the Board at any time.

### **Resignation**

A Trustees resignation becomes effective at the time ICCI receives a written resignation from them, or at the time specified in the resignation, whichever is later.

## **10. PRESIDENT POSITION DESCRIPTION**

### **Introduction**

This position description describes the roles and responsibilities of the President of ICCI. It should be read in conjunction with the President’s employment agreement.

### **Appointment**

The Board has the power to appoint the President as the Chief Administrative Officer of ICCI.

By virtue of their position, the President is also an ex-officio member of the Board. In this capacity, they will provide important insight into operational matters during Board discussions. However, they will not be part of the Board’s consensus decision-making (i.e., they do not vote).

### **Role**

The President is the Chief Administrative Officer of ICCI and must generally supervise and direct the work of ICCI. The President has overall responsibility for leading and managing ICCI through the development and implementation of strategies and policies. The President is also responsible for overseeing the maintenance and development of building and property as directed by the Board.

### **Accountability**

The President is accountable to the Board.

### **Leadership Responsibilities**

In leading ICCI, the President:

- a) Manages ICCI academically and operationally within the objectives set out in the strategic plan and agreed-upon performance measures;
- b) Provides leadership in the establishment and articulation of ICCI’s vision, mission and strategic priorities;
- c) Ensures that ICCI operates within established policies and strategic priorities by apprising the Board of all matters affecting its responsibilities;

- d) Develops and implements operational policies and procedures to guide ICCI within the framework of the vision, mission and strategic priorities approved by the Board;
- e) Directs and monitors ICCI's activities in a manner that ensures the assets of ICCI are safeguarded and optimized;
- f) Summons meetings of a faculty or staff when the President considers it necessary or advisable to do so;
- g) Establishes staff or faculty committees the President considers necessary or advisable; and
- h) Plays a bridging role between the Board and the Academic Council.

### **Strategic Responsibility**

Regarding strategy, the President:

- a) Makes any necessary recommendations to the Board and Academic Council and reports on any matter referred to the President by the Board or Academic Council;
- b) Monitors ICCI's educational, administrative and financial performance and provides reports as appropriate; and
- c) Prepares and publishes an annual report on ICCI's progress.

### **Board Responsibilities**

The President supports the Board Chair and the Board:

- a) In carrying out the Board's governance responsibilities, including the timely provision of relevant and complete information; and
- b) By attending all Board meetings.

### **Financial and Risk Management Responsibilities**

Regarding financial and risk management, the President:

- a) Prepares and submits to the Board an annual budget for review and approval;
- b) Ensures the integrity of ICCI's internal control and management systems;
- c) Identifies and ensures reporting to the Board on the principal risks of ICCI and ensures the implementation of effective systems to manage those risks; and
- d) Makes reasonable efforts to ensure that funds are raised and grants are obtained to fulfill the operational requirements of ICCI.

### **Human Resource Responsibilities**

Regarding human resource management, the President:

- a) Establishes and maintains a Board approved organisational design that is appropriate for the effective and efficient operation of ICCI;
- b) Establishes and maintains a Board approved plan for staff development and succession, including President succession planning; and
- c) Following appropriate notice to the Board, appoints, promotes, suspends or removes members of faculty and staff of ICCI.

## **External Relations**

Regarding external relations, the President:

- a) Acts as the primary spokesperson for ICCI and oversees ICCI's interface with the public and stakeholders;
- b) Develops and implements a communications program to support ICCI's strategic objectives, including promoting ICCI's brand and marketing learning opportunities; and
- c) Develops and maintains effective relationships with government.

## **11. BOARD MEETING GUIDELINES**

### **Frequency**

The Board is required to meet twice per academic year but will strive to meet at least once per quarter. Additional meetings may be called by the Board Chair or at the request of the President.

The Board will hold its "Annual Meeting" before the end of the Spring Term of the Academic Year. Attendance at the Annual Meeting is of the utmost importance.

Board Meetings will typically be scheduled at least three months in advance.

### **Location**

Board meetings will typically be held at the ICCI Campus and Trustees should always strive to attend meetings in person.

With prior notice to the Board Chair and Board Secretary, a Trustee may participate in a Board meeting by telephone or video.

### **In Camera Board Meetings**

If discussing any of the following, the President and all others who are not Trustees, including other Ex-Officio Members will be excused:

- a) The President's appointment, performance, evaluation or compensation;
- b) The President's annual goals;
- c) President succession planning;
- d) Board or Trustee evaluations; or
- e) Any other matters related to Board functioning.

Immediately following this debriefing session, the Board Chair may report to the President on issues discussed at during the In Camera Board Meeting, as appropriate.

### **Agenda**

The Board Chair, in consultation with the President and with support from the Board Secretary, develops the agenda for each Board meeting. The Deputy Board Chair may also support the development of the agenda.

The agenda and supporting materials should be distributed to Trustees ten working days in advance of the meeting.

Trustees who wish to suggest items for discussion at Board meetings and additions to the agenda should contact the Board Chair or the Board Secretary at seven working days prior to the Board meeting. The Board Chair may exercise their discretion whether to include the suggested item on an upcoming Board meeting agenda.

### **Procedures at Meetings**

There is no threshold for quorum. All Trustees present at regularly set or duly called meetings may conduct official business.

The Board will make decisions through consensus in order to promote effective communication, mutual understanding and shared responsibility among all Trustees.

To ensure that the Board operates in a transparent and equitable manner, the board recognizes four levels of consensus:

- a) **Unanimous Consensus** when all Trustees fully agree on a decision or proposal. This means that all Trustees have no objections or concerns, and they fully support the decision.
- b) **Consensus Minus One**, also known as near-unanimous consensus, when all Trustees except one fully agree on a decision or proposal. The dissenting Trustee has concerns or objections but is willing to stand aside and not block the decision.
- c) **Consensus with Reservations** is when Trustees agree to a decision or proposal, but some Trustees have concerns or reservations. These Trustees are willing to support the decision, but they want their concerns or reservations to be recorded.
- d) **Modified Consensus** is when all Trustees agree to a decision or proposal with some modifications or changes. These modifications are made to address concerns or reservations of some Trustees, and once the modifications are made, all Trustees fully support the decision.

Board meetings will adjourn four hours after the scheduled time of commencement. The time for adjournment may be extended for a maximum of 30 minutes at a time at any meeting by a successful motion for extension, which is not debatable.

Robert's Rules of Order (current edition) apply to Board meetings, subject to the provisions of this Board Manual.

### **Minutes**

The Board Chair is provided with the draft minutes of each meeting of the Board as soon as possible after each meeting. Once approved by the Board at its next scheduled meeting, the minutes serve as the official record of the meeting and are filed in a secure location.

The Board Secretary may make minor/administrative corrections to approved Board or Committee minutes, provided the corrections are approved by the Board Chair or respective Committee Chair.



## 12. COMMITTEE OPERATING GUIDELINES

Each Committee's Terms of Reference are set out separately in this Board Manual. The provisions below identify the operating guidelines applicable to all Committees.

### **Purpose**

The purpose of Board Committees is to provide in-depth concentration in key areas of Board responsibility and to help the Board carry out its work.

### **Mandate**

Each Committee reviews its own Terms of Reference annually and submits any substantive proposed changes to the Executive Committee for review and recommendation to the full Board.

### **Accountability, Decision-Making and Recommendations**

Each Committee is accountable to the Board.

The Board may confer on the Committees power and authority to act for the Board. However, no Committee has the power and authority to act for the Board unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise (for example, through a motion at a Board meeting).

As such, the Committees have no authority to direct the President, ICCI faculty and staff, nor may they speak for or commit ICCI unless specifically authorized by the Board through the applicable Committee Terms of Reference or otherwise.

In the absence of express authority to act for the Board, decisions, if any, made by a Committee are recommendations to the Board in respect of the subject on which it was created to advise. The Board takes into consideration, but is not bound by, Committee recommendations.

Regardless of whether the power and authority to act for the Board has been delegated to a Committee, no Committee may make a decision that may have a material impact on ICCI's strategic plan; such decisions must be made by the Board.

Decisions made by a Committee are determined by consensus.

### **Composition**

The Board Chair recommends Committee Chairs and Committee Members for approval of the Board. A Trustee may belong to more than one Committee at one time.

A Committee Member may be removed or replaced at any time by the Board Chair and will cease to be a Committee Member upon ceasing to be a Trustee.

The Board Chair may be self-appointed to any Committee. The Board Chair is an ex officio member of all Board Committees when they are not otherwise appointed a member. When serving on a Committee in an ex officio capacity, the Board Chair observes, provides advice and oversees the coordination of the Committee's work in relation to the Board, but does not vote.

## **Meetings**

Each Committee meets at least four times per year. Additional meetings may be held as deemed necessary by the Committee Chair or as requested by any two Committee members. The Committee Chair will share a schedule of planned meetings with the Board.

Subject to the exception below, when not a member of a certain Committee, an individual Trustee may attend that Committee's meetings as a non-member upon notice to the Board Secretary and Committee Chair. When attending a Committee meeting in this capacity, the Trustee observes the meeting, but does not vote.

Due to the sensitivity of issues discussed, attendance at Executive Committee meetings is limited to Appointed Members.

## **Agenda**

The Committee Chair develops the agenda for each Committee meeting.

Under normal circumstances, the agenda and supporting materials are distributed to Committee Members at least ten working days in advance of the meeting. Material should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered and decisions, if any, sought from the Committee.

Trustees who wish to suggest items for discussion at Committee meetings and additions to the agenda should contact the Committee Chair at least seven working days prior to the Committee meeting. The Committee Chair may exercise their discretion whether to include the suggested item on an upcoming Committee meeting agenda.

## **Minutes**

A Committee Member will volunteer to take minutes at each meeting. One approved by the Chair, minutes are distributed to the Board as part of their next meeting package.

When discussing sensitive matters, a Committee may move to an in camera session.

## **Reporting**

At the next Board meeting, the Committee Chair provides an oral report that summarizes, at a high-level, what the Committee has been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's work plan.

## **External Advisors**

In carrying out its responsibilities, where appropriate (i.e., considering ICCI's internal resources, and the Board budget and subject to ICCI's procurement practices) and in consultation with the President and approval of the Board Chair, each committee is entitled to retain and rely on external professional service firms, consultants and advisors (collectively "External Advisors") as needed to fulfill its mandate.

When a Committee retains External Advisors, the Committee must ensure that any relevant information, findings, or recommendations of the External Advisors be immediately reported to the Board Chair and President, as appropriate.

### **13. EXECUTIVE COMMITTEE TERMS OF REFERENCE**

#### **Purpose**

The purpose of the Executive Committee (“Committee”) is to develop and recommend ICCI’s approach to good governance and ICCI’s governance framework, support and oversee Board recruitment and to lead processes to support and evaluate the effectiveness of the Board, Committees, Board Chair and individual Trustees.

The Committee also assists the Board in fulfilling its obligations relating to ICCI’s human resources philosophies and strategies, including succession planning and significant human resources policy development. Stemming from this role, the committee also leads the President’s performance evaluation, goal and objective setting, and compensation.

#### **Composition and Quorum**

The Committee is composed of at least five Trustees, inclusive of the Board Chair who is the Committee Chair, the Board Deputy Chair and Board Secretary.

Given the nature of Committee responsibilities, Ex-officio Members of the Board may not be appointed to this Committee.

There is no threshold for quorum. All Committee members present at regularly set or duly called meetings may conduct official business.

#### **Governance Responsibilities**

The Committee:

- a) At least every five years, reviews the governance framework (including this Board Manual) for ICCI and advises the Board regarding:
  - Areas of concern;
  - Best practices; and
  - Recommended changes;
- a) Ensures appropriate structures and procedures are in place to allow the Board to function effectively;
- b) Annually reviews the composition of the Board as a whole and recommends, if necessary, changes to the Board composition that include an appropriate balance of knowledge, experience, skills, expertise and diversity;
- c) Annually or as vacancies arise, works with the Board Chair and President to identify any gaps that should be filled by newly appointed Trustees;
- d) Leads the Board Chair and Deputy Board Chair succession planning process;
- e) Oversees the annual review processes for evaluating the effectiveness of the Board;

- f) Periodically reviews and assesses ICCI's governance communications to stakeholders and the general public with respect to its policies and practices in the area of governance, including the communication contained on ICCI's internal and external websites;
- g) Considers recommendation from the Academic Council regarding the creations, suspension or termination of programs;
- h) Reviews and ensures the adequacy of ICCI's Code of Conduct for Trustees; and
- i) Reviews Conflict of Interest declarations from Trustees.

### **Human Resource Responsibilities**

The Committee:

- a) Ensures ICCI's compensation and human resources philosophies and strategies are in keeping with:
  - ICCI's vision, mission, values and priorities; and
  - legislative requirements;
- b) Oversees the appointment process for the President;
- c) Leads the development of the President's annual goals and objectives, for recommendation to the Board;
- d) Leads the President's annual performance and compensation review, for recommendation to the Board; and
- e) Annually reviews ICCI's organizational structure and succession plans.

## **14. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE**

### **Purpose**

The purpose of the Finance and Audit Committee ("Committee") is to assist the Board in fulfilling its obligations and oversight responsibilities relating to the internal and external audit processes, financial reporting, risk management and the system of internal controls that management and the Board have established, and when required, to make recommendations to the full Board for approval.

The Committee also assists the Board in fulfilling its obligations and oversight responsibilities relating to financial planning, investments and real property.

In the process of overseeing ICCI's audit procedures, the Committee will have unrestricted access to ICCI's personnel and documents, and will be provided with the resources necessary to carry out its responsibilities, including external advisors.

### **Composition and Quorum**

The Committee is composed of at least five Trustees.

Ex-officio Members of the Board may be appointed to this Committee.

Committee members should be financially literate, have legal acumen or have experience in facilities management. At least one member of the Committee must have a financial designation or

significant relevant financial management expertise. The Chair of the Finance and Audit Committee must not be the Chair of the Board.

There is no threshold for quorum. All Committee members present at regularly set or duly called meetings can conduct official business.

### **Financial Planning Responsibilities**

The Committee:

- a) Reviews and makes recommendations to the Board in respect of:
  - Financial plans and budgets;
  - The appropriateness and validity of any material assumptions and estimates used in the preparation of such plans or budgets;
  - The consistency of the plans and budgets with strategic plans, policies, objectives and initiatives approved by the Board;
  - Any significant assumptions, forecasts, targets or performance goals used by ICCI in the preparation of the financial plans and/or budgets; and
  - Setting, determining and collecting fees; and
- b) Ensures the Board receives, on a timely basis, meaningful financial information regarding ICCI's current financial status and up-to-date forecasts required to make decisions.
- c) Reviews the prepared financial statements for recommendation to the Board.

### **Property**

The Committee:

- a) Recommends to the board any policies and procedures respecting the management, governance and control of ICCI's real property, buildings and structures; and
- b) Oversees facilities planning and real property matters.

### **Compliance Responsibilities**

The Committee:

- a) Confirms the appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertains their adequacy and the levels of compliance;
- b) Reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of ICCI;
- c) Reviews the submission of regulatory reports to external bodies; and
- d) Reviews such other matters that the Committee or the Board deems advisable or timely;

### **Risk Management Responsibilities**

The Committee:

- a) Provides leadership to the Board's overall approach to risk management oversight;
- b) Understands the material risks to ICCI;
- c) Reviews and makes recommendations on ICCI's risk management controls and policies and seeks input and assistance from other Board Committees as appropriate;

- d) Reviews the President’s system to manage risks; and
- e) Verifies ICCI is adequately insured, as applicable, to cover material business risks and uncertainties.

### **External Audit Responsibilities**

The Committee:

- a) Reviews and recommends to the Board the terms of the External Auditor’s engagement;
- b) Recommends to the Board the appointment of the External Auditor;
- c) Monitors the performance of the External Auditor;
- d) Holds in camera meetings with the External Auditor, without the President or other ICCI employees present;
- e) Reviews the post-audit recommendations of the External Auditor and reviews ICCI’s internal response and subsequent follow-up to any significant weaknesses;
- f) Reviews the evaluation of internal controls by the External Auditor, including any recommendations for improvement of ICCI’s accounting procedures and internal controls, together with the response from the President and other finance staff; and
- g) Directs the External Auditor’s examinations of particular areas of concern with respect to internal controls.

## **15. PLANNING AND ADVANCEMENT COMMITTEE TERMS OF REFERENCE**

### **Purpose**

The purpose of the Planning and Advancement Committee (“Committee”) is to assist the Board in the development and implementation of strategic plans, special projects and special events.

The Committee also advises the Board on strategies to strengthen the reputation of ICCI, increase performance, increase revenues and fundraise (i.e., advancement).

### **Composition and Quorum**

The Committee is composed of at least five Trustees.

Ex-officio Members of the Board may be appointed to this Committee. The President will also attend Committee meetings as an ex-officio member.

There is no threshold for quorum. All Committee members present at regularly set or duly called meetings may conduct official business.

### **Strategic Planning Responsibilities**

The Committee:

- a) Oversees the development of the ICCI Strategic Plan;
- b) Presents the draft ICCI Strategic Plan to the Board for approval;
- c) Recommends to the Board key performance indicators stemming from the Strategic Plan;

- a) Monitors implementation of the Strategic Plan and provides a summary of progress at the Board's Annual Meeting;
- b) Reviews the feasibility of proposals from the President, Trustees or external parties for a new or modified program or service in the context of the ICCI Strategic Plan;
- c) In reviewing proposals for a new or modified program or service, solicit recommendations from the President and Academic Council; and
- d) Make recommendations to the Board regarding changes to a program or service in alignment with the ICCI Strategic Plan.

### **Special Projects Responsibility**

The Committee:

- a) Reviews proposals to the Board from the President, Trustees or external parties regarding special projects; and
- b) Makes recommendations to the Board regarding proposed special projects, including the feasibility of the project timeline, resource needs and linkages to the ICCI Strategic Plan.

### **Special Events Responsibility**

The Committee:

- a) Make recommendations to the Board regarding special events, including Commencement, award ceremonies and any other regular or ad hoc event approved by the Board; and
- b) Support the coordination of such events.

### **Advancement Responsibility**

The Committee:

- a) Develops a strategy for advancement of ICCI, including strengthening the reputation of ICCI and increasing external funding;
- b) Regularly reviews changes to external funding and identifies opportunities for growth; and
- c) Provides strategic advice to the Board Chair on opportunities for external engagement that strengthen the ICCI brand.

## **16. BOARD COMPOSITION AND SUCCESSION PLANNING**

### **Introduction**

Effective Boards are composed of Trustees having the right combination of personal attributes and relevant skills and experience.

All Trustees are responsible to act in the best interests of ICCI at all times. The duties and responsibilities of individual Trustees are set out in the Individual Trustee Position Description and Code of Conduct.

As set out below, the Board maintains a framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for appointment to the Board.

### **Personal Characteristics**

All Trustees should be committed to ICCI's vision, mission and values and possess the following personal characteristics:

- a) Commitment to innovative and interdisciplinary education;
- b) Integrity and accountability;
- c) The ability to express views in a collegial manner;
- d) Informed judgment;
- e) The ability to provide wise, thoughtful counsel on a broad range of governance issues;
- f) A preference for Board and team performance over individual performance;
- g) High performance standards;
- h) A history of achievements that reflects high standards for themselves and others;
- i) Ability to commit the time required; and
- j) No actual, potential or apparent conflicts of interest.

### **Specific Skills and Experience**

Trustees, as a group, should possess a combination of skills and experience relevant to ICCI's strategic goals and the Board's oversight responsibilities. The specific skills and experience sought may change from time to time in keeping with changes to ICCI's internal and external opportunities or challenges.

Relevant skills and experience include:

- Higher education
- Finance and accounting
- Business (executive) management
- Information technology
- Risk management
- Strategic planning
- Marketing and communications
- Labour relations and human resources
- Legal expertise
- Public sector processes
- Previous/outside leadership experience
- Governance and board experience
- Community involvement

### **Board Leadership**

In order for the Board to be effective, it is important that the Board include some Trustees who have the necessary skills, experience and desire to fill key leadership positions on the Board including the Board Chair, Deputy Board Chair and Board Secretary.

### **Diversity**

Within the context of the required Board skills, consideration is given to bringing together a diverse group of Trustees with the goal of creating robust Board dynamics, fulsome Board discussions and ensuring different perspectives are brought to issues. Diversity in this context includes diversity of



backgrounds, perspectives and problem-solving approaches. The Board should also reflect cultural, gender and other forms of diversity relevant to the communities served by ICCI.

### **Process for Identifying Required Skills and Experience**

All Trustees play key roles in identifying the needs of the Board and potential candidates to fill those needs. However, the Executive Committee leads the process to identify specific skills and experience desired in new Trustees to fill upcoming vacancies, including:

- a) The optimal attributes desired for the Board as a whole;
- b) The skills, background and experience of continuing Trustees; and
- c) The “priority needs” (i.e., those attributes that should be added and/or strengthened on the Board) to be filled in the appointment of new Trustees.

## **17. ORIENTATION AND PROFESSIONAL DEVELOPMENT**

The Executive Committee, with the assistance of the President, ensures there is an orientation program for new Trustees.

### **Goals**

The goals of the orientation program are to:

- a) Ensure that each new Trustee has a clear understanding of ICCI’s formal governance framework, including the role of the Board, its supporting committees and the Academic Council, and the expectations in respect of individual Trustee’s performance;
- b) Help each new Trustee build an understanding of ICCI, its operations and working environment including:
  - Its strategic goals and initiatives;
  - Summary details of its principal assets, liabilities and significant commitments;
  - Its major risks and risk management strategy;
  - Key performance indicators;
  - Any operational or financial constraints imposed by legislation or otherwise;
  - The roles, responsibilities and expectations of Trustees outlined in the Board Manual, including the code of conduct, conflict of interest and confidentiality provisions;
- c) Build a link with the individuals who make up ICCI, including:
  - Opportunities to meet and get to know fellow Trustees;
  - Meetings with President and key staff;
  - Visits to ICCI’s campus to meet faculty, staff and students; and
- d) Build an understanding of ICCI’s main relationships, including Government, key constituencies and other key stakeholders.

## **Materials**

New Trustees receive a comprehensive set of briefing materials including:

- a) The Board Governance Manual;
- b) The most recent strategic plan;
- c) The most recent budget;
- d) Minutes from the previous year's Regular Board Meetings;
- e) A schedule of dates for upcoming Board meetings and Committee meetings; and
- f) Minutes from the previous year's Committee meetings for any Committee that the Trustee will be joining.

## **Process for New Trustees**

Each new Trustee is expected to participate in ICCI's Trustee Orientation Program.

The Board Secretary works with the President to ensure that arrangements are made for the orientation program for a new Trustee. The program is scheduled as soon as possible after their appointment. The program also includes specific orientation in respect of any Committees that the new Trustee will be joining.

# **18. BOARD AND TRUSTEE EVALUATION**

## **Introduction**

The Board is committed to Board evaluation, the purpose of which is to provide Trustees with an opportunity each year to examine how the Board and Board Chair are performing, which may also include examining the performance of the Board's Committees, Committee Chairs and individual Trustees, and to identify opportunities for improvement.

## **Process**

The process used varies from year to year. Each year, the Executive Committee recommends the annual review processes for evaluating the effectiveness of the Board and the Board Chair, which may also include an evaluation of the Committees and individual Trustees. The process is appropriate to the Board's stage of development and takes into account past Board evaluation processes and results.

The Executive Committee may engage an outside advisor to assist in the design and implementation of the evaluation process.

The evaluation process may include an evaluation questionnaire, interviews, facilitated discussions or any combination of methods.

## **Board Evaluation Objectives**

The objectives of the Board evaluation process are to:

- a) Assess the overall performance of the Board and measure the contributions made by the Board to ICCI in keeping with stakeholder expectations;

- b) Evaluate the mechanisms in place for the Board to operate effectively and make decisions in the best interests of ICCI;
- c) Add value to ICCI; and
- d) Achieve and maintain excellent governance practices.

### **Areas of Board Evaluation**

Board evaluation is designed to review the effectiveness of the Board. Typical assessments evaluate the following areas:

- a) The quality of Board meetings including appropriateness, effectiveness and sufficiency of topics, time allocation, pre-meeting information packages and presentations;
- b) Board dynamics, including the quality of the discussion;
- c) The appropriateness and sufficiency of financial and operational reporting;
- d) The quality of the relationships between the Board, President and Academic Council;
- e) ICCI's practices with respect to business conduct and ethical behaviour;
- f) Trustee training and education;
- g) Board processes with respect to strategic planning, risk management, President evaluation, succession and compliance; and
- h) The Board's relationship with the Government, key stakeholders and the public.

### **Board Chair Evaluation Objective**

The objective of the Board Chair evaluation process is to provide feedback to the Board Chair to improve the overall performance of the Board Chair and, in turn, the Board.

### **Areas of Board Chair Evaluation**

The Board Chair evaluation is based on the expectations of the Board Chair set out in the Board Chair Position Description, and covers such areas as:

- a) Integrity and ethics;
- b) Management of Board meetings;
- c) Management of information flow between the Board and President;
- d) Management of the Board's decision-making processes;
- e) Relationship with the President;
- f) Relationship with Trustees; and
- g) Relationship with key stakeholders and the public on behalf of the Board.

### **Objectives of Individual Trustee Self-Evaluation**

The objective of individual Trustee self-evaluation is to provide aggregate feedback to the Board on individual Trustee performance and effectiveness so the Board may identify opportunities for improvement.

### **Areas of Individual Trustee Evaluation**

The individual Trustee self-evaluation is based on the expectations of individual Trustees set out in the Individual Trustee Position Description and covers such areas as:

- a) Key areas of contribution;
- b) Level of engagement;
- c) Communications style; and
- d) How Trustee's contributions could be greater.

In most cases the evaluation process will highlight positive attributes and identify opportunities to maximise the impact of Trustees moving forward. However, any Trustee who has not generally been an active participant in matters concerning the Board, has not attended two consecutive meetings without informing the Secretary of the Board, or who has not attended the Annual Meeting may be dropped on action of the Board.

## **19. PRESIDENT EVALUATION**

### **Introduction**

The annual evaluation of the President is one of the most important responsibilities of the Board and is carried out under the leadership of the Executive Committee. A formal evaluation process makes performance expectations clear for both the Board and the President and provides an opportunity for the Board and President to have an open, frank and constructive discussion regarding the President's leadership of ICCI.

The main objectives of the President evaluation process are to:

- a) Assess the President's past performance and award as appropriate;
- b) Assess the President in light of the future leadership needs of ICCI and set strategic goals and objectives for the President for the upcoming year; and
- c) Strengthen Board/President relations.

While the Executive Committee provides leadership in carrying out the evaluation process, it involves input from the whole Board.

### **Performance Benchmarks**

The President has general responsibilities to lead ICCI as set out in the President's employment agreement and the President Position Description in this Board Manual.

In addition to the President's general responsibilities, each year the President and the Board agree on specific performance goals and objectives for the President for the upcoming year. The annual performance goals and objectives typically reflect:

- a) Key performance measures for ICCI developed by the Board for the upcoming year related to ICCI's strategic plan;
- b) Specific goals related to the President's leadership of ICCI, including eight key task areas:
  - Institutional Agenda
  - Academic Leadership
  - General Management and Planning
  - Fiscal Management and Budgeting
  - Internal Relationships

- External Relationships
  - Decision Making and Problem Solving
  - Modeling ICCI Values; and
- c) The President’s personal professional development goals.

### **Annual Performance Evaluation**

The President’s performance is evaluated annually. The President is evaluated on:

- a) Execution of the President’s responsibilities as Chief Administrative Officer of ICCI; and
- b) Achievement of the annual performance goals as set out in the President’s annual goals and objectives.

### **Process**

The President evaluation process involves the following broad steps:

- a) In the Spring of each year, the President prepares annual performance goals and objectives for the next academic year, specifying how progress against each target will be measured. The President shares those targets with the Executive Committee, which reviews and, if necessary, amends them in consultation with the President. The targets are then presented to the full Board for discussion in June or September, revised if required, and approved.
- b) Mid-way through the academic year, the Board Chair and President review and discuss the President’s targets and progress against them.

In the Spring of each year, the President evaluation process takes place as follows:

- a) The President prepares a written self-appraisal, rating their performance against the President’s general responsibilities and the previously agreed-upon annual goals and objectives;
- b) The President’s self-appraisal is provided to the Executive Committee;
- c) The Board Chair obtains input from all Trustees as to the President’s performance via a written survey questionnaire, Board discussion or some other format;
- d) In addition to feedback from Trustees, the Board through the Board Chair may obtain feedback from various stakeholders relevant to ICCI;
- e) All feedback is consolidated by the Executive Committee and discussed in confidence with the Board;
- f) Following discussion by the Board, the Executive Committee meets with the President to provide the President with a written summary of the Board’s evaluation.
- g) The President may provide the Board with a written response to the review, through the Board Chair.
- h) The Board’s evaluation and the President’s response are placed in the President’s file.

### **Contract and Compensation Review**

The President’s performance evaluations will be considered when considering renewal of their contract and determining remuneration.

## 20. PRESIDENT SUCCESSION PLANNING

### Introduction

The purpose of succession planning is to ensure that, as ICCI grows and changes, the right leadership is in place for ICCI to achieve its strategic objectives. The Board is directly responsible for President succession planning and is responsible to ensure the President has appropriate succession plans in place for key positions.

### Overview

Planning for President succession involves a discussion of:

- a) Based on ICCI's strategy, what attributes are needed in a future President, in both a planned and emergency succession situation?
- b) Who within ICCI are seen as potential successors?
- c) What development, if any, is required to prepare potential successor candidates for the future President role?
- d) If there are no internal candidates, what are the plans to prepare for emergency and planned transition?

The Board and President should be aligned in their views of potential internal candidates and their developmental needs. There should also be a logistics plan prepared in anticipation of an emergency and planned transition to ensure confidence in the process to both internal and external stakeholders.

Responsibility for the succession planning process is shared among the Board, the Executive Committee and current President.

### Board Roles and Responsibilities

The Board is responsible for:

- a) Ensuring there is a succession plan in place for the President that includes:
  - A description of attributes that are key to the President's ability to lead the successful execution of ICCI's strategic plan;
  - An assessment of potential candidates who could fill the President's role on an interim basis should there be an emergency or unplanned departure of the President; and
  - An assessment of potential President successor candidates.
- b) Ensuring that appropriate communications plans are in place should there be an unplanned departure of the President.

### Executive Committee Responsibilities

The Executive Committee annually:

- a) Leads the process, in collaboration with the President, to develop the President succession plan; and

- b) Reviews and updates the President succession plan and leads the annual President succession plan review with the Board.

### **President Responsibilities**

The President:

- a) Establishes internal processes for identifying and developing ICCI's leaders in keeping with the leadership needs as identified through the strategic planning process;
- b) Works with the Executive Committee to develop a President succession plan;
- c) Develops a senior academic and administrative leadership succession plan to ensure continued strong leadership at ICCI as required to successfully execute ICCI's strategic plan;
- d) Provides periodic updates to the Executive Committee and the Board on the mechanisms that build leadership talent and succession capability in ICCI; and
- e) Ensures ICCI has appropriate criteria and processes in place to hire and retain employees in key leadership positions.

## **21. BOARD CHAIR SUCCESSION PLANNING**

### **Introduction**

ICCI maintains a Board Chair succession plan that is intended to ensure the stability, continuity, effectiveness and renewal of the Board Chair position. As set out below, the Board strives to select the Board Chair on the basis of consensus.

This section of this Board Manual should be read in conjunction with the Board Chair Position Description.

### **Key Skills and Experience**

Annually, the Board, supported by the Executive Committee, reviews the optimal key skills and attributes required of the Board Chair. The optimal skills and attributes, as approved by the Board are set out below. While it is recognized that no individual may possess all of these attributes, the ideal candidate to serve as Board Chair should display a significant number of them.

The Board Chair should demonstrate:

**Commitment to Higher Education:** a commitment to post-secondary education and ICCI's mission.

**Time Commitment:** the ability to commit the time required to devote to undertaking the Board Chair's responsibilities as set out in the Board Chair Position Description.

**Community/Business Credibility:** recognized stature as a business and/or community leader at a local or international level.

**Leadership:** a strong consensus builder and leader of people, with experience motivating and mentoring senior executives.

**Sensitivity to Academic Environment:** prepared to work collaboratively and respect the role of the Academic Council, students, faculty members and others involved in decision-making at ICCI.

**Board Experience:** an understanding of contemporary governance standards and expectations in the context of a higher education institution.

### **Accountability**

The Executive Committee is responsible to lead the Board Chair succession planning process to ensure ICCI has a Board Chair succession plan that gives consideration to:

- a) The requirements of the Board Chair Position Description;
- b) The incumbent Board Chair's performance review, tenure and future availability;
- c) ICCI's strategy and timelines for leadership renewal; and
- d) The availability of the Board Chair succession candidates.

In the event that the Executive Committee is required to lead a Board Chair transition process as outlined below, any members of the Committee who are interested in seeking the Board Chair position shall not participate in any of the Committee's discussions regarding Board Chair transition.

### **Process**

Individuals elected to Board Chair and Deputy Board Chair serve in those roles for two years. However, succession planning is an ongoing process and involves the following elements:

- a) On an annual basis, the Executive Committee reviews the Trustees to satisfy itself that there are candidates who could serve in the Board Chair and Deputy Board Chair positions;
- b) When recommending new candidates for the appointment to the Board, the Executive Committee considers the need for Board leadership, including the Board Chair and Deputy Board Chair positions;
- c) When consulting with the Board Chair regarding the recommendation of Trustees to serve as Committee members or Committee chairs, the Committee considers Board Chair succession; and
- d) When the Board Chair (or Deputy Board Chair, as applicable) position becomes vacant (the unplanned succession situation) or is anticipated to become vacant within the following year (the planned succession situation), the Executive Committee leads the transition process.

## **22. CONFLICT OF INTEREST**

### **Introduction**

All Trustees are expected to act with honesty, integrity and in ICCI's best interest, and to avoid circumstances that may place their own interest in conflict with ICCI's.

Conflicts of interest threaten the reputation of, or cause harm to, the persons involved and potentially undermine public confidence and trust in ICCI as a whole.

Conflict of interest exists in the following, or similar circumstances:



- a) Where the activities of a Trustee have the intention or effect of advancing their own interests or those of an associate in a way that may be detrimental, or potentially detrimental, to the normal operations, the integrity or the fundamental mission of ICCI; and
- b) In any situation when a Trustee has a personal or private interest sufficient to cause a reasonable person to question whether the Trustee is, or could be, influenced in the objective exercise of their duties to ICCI.

Compliance with these Conflict of Interest rules shall not relieve a Trustee from any obligation to ICCI imposed by any applicable law or contract. Consequently, a Trustee uncertain of their duties in any particular circumstance should raise this concern with the Board Chair in order to obtain appropriate guidance and advice.

### **Definitions**

- a) "Associate" means:
  - A spouse of the Trustee;
  - A son or daughter of the Trustee;
  - A relative of the Trustee who is living in the family residence, other than child, who is living in the family residence; or
  - A friend of the Trustee;
  - A corporation of which the Trustee beneficially owns, directly or indirectly, more than 20% of the voting rights attached to all outstanding voting securities of the corporation; and

A trust or estate in which the Trustee has a substantial beneficial interest or for which the Trustee serves as trustee;
- c) "Conflict of Interest" is a situation in which the private interests of a Trustee conflict, potentially conflict or appear to conflict with their duties to ICCI, including their duty to act in the best interests of ICCI, including actual, potential and apparent conflicts of interest, as follows:
  - An actual conflict of interest exists where a Trustee exercises an official power or performs an official duty, at the same time knowing that, in exercise of such performance, there is the opportunity to further a private interest;
  - A potential conflict of interest exists where there is some private interest that could influence the performance of a Trustee's duty or function or the exercise of power, provided that she or he has not yet exercised that duty or function;
  - An apparent conflict of interest exists where a reasonable person might hold the apprehension that a conflict of interest exists on the part of the Trustee;
- d) "Friend" means an individual with whom the Trustee is connected by frequent or close association;
- e) "Private interest" means a pecuniary or economic interest or advantage and includes any real or tangible benefit that personally benefits the Trustee or their associate;
- f) "Relative" means a relative by blood, adoption or marriage; and
- g) "Spouse" means a person to whom the Trustee is married or with whom the Trustee is living in a marriage-like relationship, including a person of the same gender, but does not include a person from whom the Trustee is separated or living apart.

## Duties

A Trustee's duties with respect to conflict of interest include the following:

- a) Trustees must act honestly, in good faith and in the best interests of ICCI. In placing the interests of ICCI ahead of their own personal or business interests, Trustees must:
  - Be honest in their dealings with ICCI and with others on behalf of ICCI;
  - Except for systemic conflicts of interests as discussed below, avoid situations where they could profit at the expense of ICCI, appropriate a business opportunity of ICCI or otherwise put themselves in a position of conflict between their own private interests and the best interests of ICCI;
  - Make full disclosure of all real, potential and apparent conflicts of interest; and
  - Immediately disclose any conflict of interest not previously declared, prior to discussion or decision of an issue.
- b) Trustees have a duty of continuing disclosure. If a Trustee becomes aware of a matter which he or she has a duty to disclose or report, the Trustee must advise the Board Chair as soon as is reasonably practicable and must refrain from any discussion, voting or participation with respect to the matter.

## Examples of Conflicts of Interest Relating to Trustees

The following examples provide guidance to Trustees in areas where Conflict of Interest or other ethical issues may arise. They do not constitute an exhaustive list. Further, these examples are provided for reference purposes and are not in substitution for any Trustee's obligation to ICCI imposed upon by the law.

**Corporate Opportunity** – No Trustee should receive personal financial benefit through the use or misuse of confidential information in relation to the business of ICCI.

Examples of situations that could contravene this policy are:

- Taking advantage, for personal gain, of a business opportunity known because of one's position with ICCI;
- Speculating on a specific basis on any commodity, product or real estate that is or is likely to be acquired or required by ICCI; and
- Conducting any private business activity from or by using any ICCI asset for personal purposes, unless expressly authorized to do so by consent of the Board, in writing.

**Investment Activity** – Trustees may not, directly or indirectly through associates, acquire or dispose of any interest, including publicly traded shares, in any entity when in possession of confidential information obtained in the performance of their duties with ICCI that could affect the value of such interest.

**Non-Profit Associations and Professional Associations** – From time to time, a Trustee may reach a position of leadership in a non-profit or professional association where he or she may be viewed as a spokesperson for that group. In such situations, the Trustee should take reasonable steps to ensure that when speaking on behalf of such an

association they are seen as speaking for the organization and not as a spokesperson of ICCI.

**Use of ICCI Property** – ICCI assets must not be misappropriated for personal use by Trustees. Trustees are entrusted with the care, management and cost-effective use of ICCI's property, including the use of ICCI's name, and should not make use of these resources for their own personal benefit or purposes. Trustees should ensure that any ICCI property assigned to them for business purposes is maintained in good condition, and should be able to account for such property.

### **Protocol for Dealing with Conflicts of Interest**

- a) A Trustee has an obligation to declare a Conflict of Interest at the earliest possible time and, in any event, prior to discussion or decision of an issue;
- b) Where a Trustee other than the Board Chair is unsure of whether they are in Conflict of Interest, that Trustee should raise the possible Conflict of Interest with the Board Chair, and the Board Chair determines whether or not a Conflict of Interest exists;
- c) If the Board Chair is unsure of whether they are in a Conflict of Interest, the Board Chair should raise the possible Conflict of Interest with the Deputy Board Chair, and the Deputy Board Chair determines whether or not a Conflict of Interest exists;
- d) A Trustee who perceives another Trustee other than the Board Chair to be in Conflict of Interest should identify the possible Conflict of Interest to the Board Chair at the first opportunity. The Board Chair determines whether or not a Conflict of Interest exists;
- e) A Trustee who perceives the Board Chair to be in Conflict of Interest should identify the possible Conflict of Interest to the Deputy Board Chair at the first opportunity. The Deputy Board Chair determines whether or not a Conflict of Interest exists;
- f) Where the Board Chair (or the Deputy Board Chair, as applicable) has determined that a possible Conflict of Interest does not exist, the Board Chair (or the Deputy Board Chair, as applicable) will report to the Board their findings at the meeting where the topic will be discussed;
- g) Where a Trustee has been declared by the Board Chair (or the Deputy Board Chair, as applicable) to be in a Conflict of Interest, and that Trustee does not agree with the Board Chair (or the Deputy Board Chair, as applicable) that a Conflict of Interest needs to be declared; or, where the Board Chair (or the Deputy Board Chair, as applicable) has reported to the Board their decision that a possible Conflict of Interest did not exist, and any Trustee disagrees with this decision, the Board Chair (or the Deputy Board Chair, as applicable) will:
  - Call an in camera meeting prior to the meeting at which the topic for which the possible Conflict of Interest may exist is scheduled to be discussed; and
  - Put the question to the full Board for a decision at the in camera meeting;
- h) The Board shall determine by majority vote whether or not a Conflict of Interest exists; and
- i) If a Trustee is declared by majority vote to be in a Conflict of Interest, they shall abide by the steps outlined below regarding declarations of Conflict of Interest.

## **Declaration of Conflict of Interest**

Trustees are required to sign a form annually that indicates compliance with this conflict of interest policy. Upon declaration of a Conflict of Interest at, or prior to, a Board meeting, the person recording the meeting's proceedings will note the declaration and the Trustee must, as applicable:

- a) Refrain from speaking, discussing and deciding on that particular matter, contract or arrangement; or
- b) Physically remove themselves from the proceedings during discussion or voting on that particular matter, contract or arrangement; and
- c) Refrain from further participation in any activities involved with the matter.

Where a Conflict of Interest is discovered after consideration of a matter, the Conflict of Interest must be declared to the Board and appropriately recorded at the first opportunity. If the Board determines that the Trustees involvement has, or could be perceived to have, influenced the decision, the Board must re-examine the matter.

## **Exemptions**

In extraordinary circumstances, where it is not contrary to the law and where it is clearly in the best interests of ICCI to do so, and upon a Board resolution, a Trustee may be exempted from a requirement of these Conflict of Interest provisions, following full and detailed disclosure by the Trustee of all material and relevant circumstances respecting the matter.

The Trustee must refrain from participating in any way in any decision-making respecting the subject matter of the Conflict of Interest except to the extent specifically authorized in the decision granting the exemption.

## **23. OATH OF OFFICE**

The Oath of Office is to be sworn, signed, and dated before the Board at the commencement of all Trustees' first meeting with the Board. The Board Chair administers the Oath of Office and signs the Oath of Office.

REGISTERED AND FILED  
AT C/1/122 THIS 14<sup>TH</sup> DAY  
OF September 1970.

**APPENDIX A:**

MEMORANDUM OF ASSOCIATION  
OF THE

REGISTRAR OF COMPANIES  
CAYMAN ISLANDS



INTERNATIONAL COLLEGE OF THE CAYMAN ISLANDS  
(A Private, Independent Institution)

1. The name of the company is International College of the Cayman Islands, (a private, independent institution).
2. The registered office of the company is situated at Newlands, Grand Cayman.
3. The company is organized as a private, independent institution of higher education. The college will be financed by tuition, fees, and private funds.
4. The tenure of the company shall be perpetual.
5. The purposes for which the company is incorporated are:

Whereas there was no organized school for higher education in existence in the Cayman Islands, and in view of the interest manifest, the following objectives for the establishment of such a school were adopted:

- (a) The college will attempt to fulfill the felt higher education needs of the Cayman Islands, including the need for technical and liberal arts education, for teacher preparation for the islands, and for a center for the islands' arts and crafts.
- (b) The educational philosophy of the college shall be that the educational experience is derived from the assumption that education is concerned with three broad areas: (1) the individual's understanding of himself, his society and other societies, and the relationship between them; (2) development of the student's personality and potential through exposure to as wide as possible a variety of aesthetic experiences, philosophies, and perspectives so that he will have the maximum freedom and resources in forming his own values; and (3) skill training which will allow the student to pursue his chosen vocation.

The founders of the International College of the Cayman Islands (A Private, Independent Institution) believe that understanding and development depend on the student's perception of the relevance of his learning to himself and his environment. They believe that knowledge cannot be imposed, but that learning is a dynamic process growing from the involvement of both teacher and student with the problems and experiences which affect them. The college will, then, encourage participation by the students and by the people of the Cayman Islands in deciding what educational experiences are relevant and in formulating college policy. The college will seek to safeguard the autonomy of each of its members.

- (c) To conduct an institution of higher education and to offer any and all courses and departments deemed necessary.
- (d) In connection with the aforesaid purposes, the company shall have the following powers:
  - (1) To acquire land for the purposes of the school, the title to such lands to be made out in the name of the company as set forth in Article I of the Memorandum of Association.
  - (2) To build, acquire and maintain any and all buildings needed for the carrying out of any work under the college's management.
  - (3) To receive by gifts or bequests lands, buildings, bonds, stocks, monies, endowments, annuities; and to invest endowments and annuity funds in lands, mortgages, bonds, and other securities.
  - (4) To enter into, make, perform, and carry out contracts of every kind for lawful purposes with any person, firm, association, or corporation.

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- (5) To borrow or raise money with or without security.
  - (6) To invest the monies of the company not immediately needed for its purposes in or upon such investments, securities, or property as may be thought fit.
  - (7) To engage in any other activities pursuant to the realization of such aims as an educational institution would want to accomplish.
6. The income and property of the company, whensoever derived, shall be applied solely towards the promotion of the objects of the company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the company provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the company, or to any other member of the company in return for services actually rendered to the company, nor prevent the payment of interest at a rate not exceeding six (6) per cent per annum on money lent, or reasonable and proper rent for premises demised or let by any member of the company.
  7. The liability of the members is limited. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member, or within one year afterwards for the payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up and for the adjustment of rights of the contributors among themselves such amount as may be required, not exceeding ONE JAMAICA (J\$1.00) DOLLAR.
  8. No board or committee shall have the power to dissolve the company without first having the concurrence of ALL of the board members present at a special meeting called for the purpose of dissolving the company.
  9. If upon winding up or dissolution of the company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid or distributed among its members but shall be given or transferred to a charitable, religious, or educational organization having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property amongst its or their members to the same extent as is imposed on the company, and if and so far as effect cannot be given to this provision, then to some charitable object to be determined by the Grand Court.
  10. There shall be no additions, alterations or amendments made to this Memorandum of Association unless the same shall have been previously submitted to and approved by the Administrator.
  11. True accounts shall be kept of any money received and expended by the company and of the property, credits and liabilities of the company. The auditing of the accounts shall be made at least once a year by properly qualified Auditors.
  12. Whereas the Founding Committee of the International College of the Cayman Islands (a private, independent institution) is desirous of being formed into a company in pursuance of this Memorandum of Association, has designated and authorized the persons whose names and addresses appear below to subscribe their names hereto.

<u>Name of Subscriber</u>	<u>Address</u>	<u>Description</u>
<u>J. Hugh Cummings</u> J. Hugh Cummings	<u>Newlands</u>	<u>Professor</u>
<u>Barbara J. Strain</u> Barbara J. Strain	<u>Farent. Grove</u>	<u>student</u>
<u>Elsa M. Cummings</u> Elsa M. Cummings	<u>Newlands</u>	<u>Professor</u>

Witnessed and Subscribed to before me, William S. Coe Notary Public  
for the Cayman Islands, on this 6th day of August, 1970

Seal



W.S. Coe  
Signature

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## APPENDIX B:

### INTERNATIONAL COLLEGE OF THE CAYMAN ISLANDS

(A Private, Independent Institution)

#### ARTICLES OF ASSOCIATION and Rules of Operation

(As revised on November 17, 1979)  
(and further revised 15 July, 2011)

#### Preliminary

1. (1) In these regulations "the Law" means the Company's Law.
- (2) Where any provision of the Law is referred to, the reference is to that provision as modified by any Law for the time being in force.
- (3) Unless the context otherwise requires, expressions defined in the Law or any statutory modification thereof in force at the date at which these regulations become binding on the Company, shall have the meaning so defined.

#### Board of Trustees

2. There shall be at least twenty (20) Trustees of the Company (hereafter referred to as the College). ~~Except when filling vacancies for unexpired terms, Trustees shall be named for a five-year term to expire at the end of the academic year. If approved by the Board of Trustees (hereafter referred to as the Board), a Trustee may be considered for re-appointment to a succeeding term following review and assessment by the Board of that member's successful completion of a previous term.~~

In addition to regular membership, two categories of appointment to the Board shall be recognized. Both of these categories are to be granted by the Board and have no term limit. They are ex-officio and emeritus members, defined as follows:

Ex-officio member: an appointment to the Board made in recognition of previous distinguished service to the College in the capacity of an Administrative Officer. Ex officio membership is to be granted in accord with the consensus of the Board.

Emeritus member: an appointment to the Board made in recognition of long-term or significant contributions to the College as a former member of the Board of Trustees. Emeritus membership is to be granted in accord with the consensus of the Board.

3. The property and buildings shall be held in the name of the Company by the Board of Trustees. However, the Administration shall be responsible for the maintenance and development of buildings and property with the approval of the Board.

4. The Board shall review and approve the initial appointment of adjunct and full-time Faculty, Officers, and Trustees. Re-appointment of Faculty, Staff and Officers is the responsibility of the President. Review and assessment of performance of individual Trustees is the responsibility of the Board.

5. The Board shall periodically review and determine the tuition and fees charged by the College. The Board is responsible for adequate financing of the College and for approval of the annual budget recommended by the President. That budget is to be distributed to the Board two weeks in advance of the Annual Meeting. At the Annual Meeting before the end of the Spring Term of the academic year, the budget is to be discussed and approved.

6. The Chairman of the Board of Trustees shall be elected by the Board for a two (2) year term at the Annual Meeting. The Chairman shall preside at meetings of the Board and be the spokesperson for the Board. The Chairman shall work in conjunction with the President to formulate the agenda for Board meetings and oversee enactment of policies made by the Board. In the absence of the elected Chairman, the Trustees shall appoint another member of the Board to preside at that meeting.

The Secretary of the Board shall be elected by the Board for a one (1) year term at the Annual Meeting. The Secretary is expected to prepare minutes of all meetings of the Board and to disseminate such minutes on a timely manner for review and approval at the next meeting of the Board. Committees of the Board shall designate a secretary to prepare minutes for the Board.

7. In order to facilitate action on specific goals and objectives, several special committees of the Board may be appointed. The Trustees may staff special *ad hoc* committees as are necessary to address specific needs of the Board or may appoint standing committees to perform routine and ongoing functions on behalf of the Board.

8. The Board of Trustees shall meet at least twice (2 times) per academic year. However, additional special meetings may be scheduled as necessary. Special meetings may be called by the President or by the Chairman of the Board, giving two weeks notice. Absence of Board members from special meetings because of scheduling conflicts shall not jeopardize the member's attendance record.

Any Trustee who has not generally been an active participant in matters concerning the Board, has not attended two consecutive meetings without informing the Secretary of the Board, or who has not attended the Annual Meeting may be dropped on action of the Board. The Board of Trustees shall serve as the policy making body of the College.

The Annual Meeting of the Board of Trustees shall be held before the end of the Spring Term of the academic year. Attendance at that meeting is of utmost importance. Absence of a Trustee from a regularly scheduled or special meeting of the Board, including the Annual Meeting, should be announced in advance by contacting the Secretary of the Board.



A policy on voluntary recusal of Trustees from discussions during Board meetings that may represent a personal conflict of interest due to the potential for business, financial or personal gain is in effect. Board members are required to sign a form annually that indicates compliance with this conflict of interest policy.

#### Faculty

The principal responsibilities of Faculty are teaching, research, and service. Because an important additional responsibility of the faculty is to ensure that the College fulfills its educational mission, faculty must be involved in generating and implementing policies that impact the College mission. On matters affecting academic goals and objectives of the College (e.g., curriculum, course content, pedagogy, advising, degree requirements, faculty scholarship, faculty rank, faculty service), responsibility for formulating and evaluating policy lies with the faculty through the Academic Council.

The faculty also may be advisory to the administration. The administration usually follows this advice, but when advice is not followed, the administration shall identify the reasons why the proffered advice is unwise or impracticable and shall inform the faculty of their decision. Another role of the faculty is to offer advice about administrative matters relative to the health and welfare of the college (e.g., assessment of faculty performance; selection of faculty representatives; prioritization of faculty duties; and faculty salary adjustments)

#### Academic Council

All academic matters will be the concern of the Academic Council that shall consist of faculty representatives as Lead Instructors. Students shall also be selected to serve on the Academic Council. The Council shall be chaired by the Dean of Instruction and shall report minutes, including recommendations to the President.

In order to assure university-level standards, the college shall use the consultative services of an international, regional or Cayman Islands academic accreditation agency of higher education. Affiliation with one or more such agencies provides guidance in curricular content, pedagogy, and evaluation of candidates for academic degrees. Awarding of all diplomas and certificates must be upon the recommendation of the faculty and Board of Trustees of the International College of the Cayman Islands.

9. Extra-curricular and community activities shall be under the direction of faculty-student committees. The Academic Council will have general oversight of their work and name faculty members to these committees. Student representatives will be selected by the student body.

#### Meetings

10. The meetings for business will be conducted after the manner of the Religious Society of Friends that is, unity of agreement will be sought in reaching decisions. 6

Meetings are conducted, therefore, in a manner which avoids the necessity of "taking sides" or defending fixed positions. This technique is known as Decision by Consensus (rather than vote).

11. All meetings except regularly set meetings shall be called only after giving at least ten days written notice thereof. All members present at regularly set or duly called meetings can conduct official business.

#### Officers

12. The administrative Officers of the College shall be the President, Treasurer/Business Manager, Dean of Instruction, and Registrar. Additional Officers shall be recognized as needs arise (e.g., Directors of Admissions, Graduate Studies and Library Services).

13. The President shall be concerned with the general affairs of the college and shall have special responsibility for property and building maintenance and for publicity and promotion. The President serves as the chief administrative officer of the College. The performance of the President shall be reviewed and assessed annually by the Board of Trustees. The President serves at the pleasure of the Board of Trustees.

14. The Dean of Instruction shall be concerned with all academic affairs of the College, shall be responsible for faculty meetings and in-service learning, and student advising and discipline. The Dean of Instruction shall serve as Chair of the Academic Council. The Dean of Instruction is responsible for the development and implementation of all programs leading to undergraduate degrees (Associate and Bachelors degrees).

15. The Registrar shall be concerned with keeping academic records and for maintaining current contact data for all students and graduates. The Registrar shall coordinate activities that track Alumni after graduation and monitor inactive student registrants.

16. The Treasurer/Business Manager shall be concerned with managing student accounts, accounts receivable, accounts payable and payroll. The Treasurer/Business Manager shall purchase equipment and supplies, and shall be responsible for human resource management. The Treasurer/Business Manager oversees auditing and adherence to all Cayman Islands government legislative requirements (e.g., work permits, insurance and pensions).

Individual payments by check of less than \$10,000CI require endorsement by the Treasurer/Business Manager alone. However, checks in excess of \$10,000CI require double authorizations from the Treasurer/Business Manager and the President or a presidential designee. Credit card payments of any amount are the responsibility of the Treasurer/Business Manager. The President is ultimately responsible for financial management of the College.



Seal

17. The Officers of the College are the only persons authorized to affix the seal of the college to any instrument. The Officers shall sign every instrument to which the seal of the Company is so affixed.

Changes and Additions

18. Changes and additions to the Articles of Association and Rules of Operation of the college shall be made with the prior consent of the Board of Trustees.

Initial Trustees

19. The initial members of the Board of Trustees together with the expiration date of their terms are as follows: G. Haig Bodden (1972), J. M. Bodden (1974), Mrs. Elsa M. Cummings (1973), J. Hugh Cummings (1974), Miss Tania Eden (1975), Mrs. Amy Wood Kline (1973), Miss Floris McCoy (1971), S. Lynn Parkinson (1975), Mrs. Elen C. Singh (1972).

These trustees have been appointed by the Founding Committee of the International College of the Cayman Islands (a private, independent institution).

Statement of Adoption

20. Whereas, the Founding Committee of the International College of the Cayman Islands (a private, independent institution) adopted these Articles of Association and Rules of Operation on April 14, 1969 at a special meeting called for that purpose, has designated and authorized the persons whose names and addresses appear below to subscribe their names hereto.

<u>Name</u>	<u>Address</u>	<u>Description</u>
(signed) J. Hugh Cummings	Newlands	Professor
(signed) Barbara J. Strain	Forest Grove	Student
(signed) Elsa M. Cummings	Newlands	Professor

Witnessed and Subscribed to before me,

6<sup>th</sup> Aug. 1970 (signed) W.S. Coe, Notary Public



**International College of the Cayman Islands ("ICCI")  
Payments Policy ("Policy")**

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REC'D From  
MATTHEW ADAM  
7/11/17

## **I. Purpose and Scope**

ICCI operates with a small team and a limited budget. As a result, all operating and capital expenditures, as well as financial commitments need to be approved as described below prior to being incurred.

Separately, all transactions are recorded into ICCI's accounting system by the Accountant from the business office who is not responsible for authorizing any transactions or making payments except as described below.

This Policy documents the authorization of the above transactions and the required signatories for payments. This Policy also discusses the recording of these transactions into ICCI's accounting system and the preparation and reporting of financial information to the President and the Board of Trustees for their review.

Changes to the Policy may be made from time to time as the operating environment of ICCI changes.

## **II. Authorization**

The documentation evidencing the authorization of all transactions needs to be retained and provided to the Officers to review prior to the Officer(s) executing the payment following criteria described below under Payments. This documentation could be in the form of an email or written approval and include documentation as described below. All approvals/documentation need to be provided to the Accountant who is responsible for recording the transactions after they are approved and maintaining this documentation. All transactions need to be directly attributable to ICCI's operations.

Purchase agreements and contracts for goods and services require an expressed written permission from the President's office. Before any order takes place, an approved purchase order or written authorization from the President must first be obtained. ICCI is not to pay for purchases made by an employee who has not first received an approved purchase order.

All purchase orders, adjustments, and/or revisions to purchase orders must be in writing from the President's office. The invoice amount of a purchase is not to exceed the amount approved by the purchase order.



**International College of the Cayman Islands ("ICCI")**  
**Payments Policy ("Policy")**

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Quotes can be requested but it should be made clear to the vendor that an order is not placed until the vendor has received an approved purchase order.

A petty cash voucher can be used for allowable purchases of \$300.00 or less, but must be approved first by the business office with notification to the President's office of the pending transaction. Petty cash vouchers eliminate the need to request purchase orders for small amounts. The petty cash system is only to be used to purchase unusual and unforeseen items. If similar purchases are expected to be made frequently, then these items will need to be transferred to a purchase order system. Receipts for petty cash purchases should be presented within two business days.

Estimated travel costs need to be approved in advance by the President who will ensure that the travel costs are within the approved Budget. Any amounts over budget need to be approved in advance by the Chair and Finance Committee. The Chair and/or the Finance Committee may also seek the approval of the other Trustees depending on the nature and amount of the estimated costs.

All transactions need to be supported by a purchase order, invoice, contract, agreement, signed employment contract and/or other supporting documentation as appropriate. The Accountant is responsible for comparing this documentation to the approved budget and highlighting any discrepancies to the President and Finance Committee. Any unauthorized transactions need to be brought to the attention of the President and/or Chair /Finance Committee immediately.

### **III. Payments**

Payments can be made in one of the following ways after the person(s) who signs the payment (ie. provides his/her signature on the cheque or wire transfer or provides written authorization to use the ICCI credit card) has also inspected the documentation authorizing/approving the transaction. The person signing the payment cannot be the same person who authorized the transaction.

*Under \$2,000: Need to be signed by one Officer.*

*\$2,000 - \$10,000: Need to be signed by two Officers.*

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**\$10,000 and above:** Need to be signed by two Officers and the Accountant needs to notify the Chair / Finance Committee.

**Wire Transfers:** Same approval/signatory policy as above.

**Payroll:** The faculty payroll is initiated by the Dean, reviewed by the President and then communicated by the President in writing to the Accountant for permission to pay. The staff payroll should not change from month-to-month as detailed by the annual budget approved by the Board of Trustees (some employees are paid by the hour but the total expenditure should still be within budget). However, on occasions when the monthly compensation is outside of the budgeted amount due to extra pre-approved work, the extra compensation needs to be approved by the President and a Trustee. Any change to the President’s monthly compensation specifically needs Board approval before being paid.

**Online Banking:** Same as approval/signatory policy as above. The Accountant or Business Manager originate the transaction in the online system and have “dual administrator control” and “view only” access to accounts without ability to approve/execute banking transactions. Officers are the only ones authorized to approve/execute online banking transactions based on the same approval/signatory policy as above.

**Bank Charges:** These are routine amounts automatically calculated by the Bank. Before these are recorded in the accounting system, the Accountant needs to review these amounts to ensure they are valid and accurate.

**Corporate Credit Card:** One corporate credit card will be provided to the President. The limit will be \$5,000. If larger purchases are required to be made (for example text books), then an online payment to the corporate credit card will be executed in advance based on the same approval/signatory policy as above for online banking.

**Donations:** The use of unrestricted donations will follow the same approval/signatory policy as above. Restricted donations need to be deposited into a separate bank account from ICCI’s other bank accounts. The Accountant is responsible for maintaining a summary (Restricted Donation Summary) of the amounts deposited into the restricted account and the subsequent use of these funds. The Restricted Donation Summary should be organized by fundraising project/initiative, and include the name of the donor, date and amount when funds were received. The Restricted Donation



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Summary should also include the date, amount and purpose when funds were used and the name(s) of who approved the use of the restricted funds. The use of restricted donations will follow the same approval/signatory policy as above except that the Chair/Finance Committee need to be notified when a payment is made out of the restricted donation account by being provided the updated Restricted Donation Summary the same day the payment is made.

**IV. Recording of Transactions and Preparation of Financial Reports**

Transactions are recorded into ICCI’s accounting system by the Accountant. The Accountant does not authorize transactions and is not the signatory for payments. The Accountant reviews each transaction to inspect the documentation authorizing the payment as described above and also inspects the signatories for payments to make sure they comply with the above criteria. Any exceptions are reported to the President and the Chair/Finance Committee.

The Accountant is responsible for preparing the following reports:

Immediately – Any major variances to the above process or significant budget variances are reported to the President and the Chair/Finance Committee.

Weekly - All variances to the budget are reported to the President and the Chair/Finance Committee.

Monthly – Balance sheet as of month end and income statement. The income statement should include current year to date actual amounts compared to prior year to date actual amounts. Cash flow projections for the upcoming 12 months.

Quarterly – Same as monthly in addition to (i) the income statement for each quarter compared to Budget for that quarter and (ii) the income statement year to date actuals compared to Budget year to date. In addition, the Restricted Donation Summary is provided to the Trustees quarterly.

Annually – Same as quarterly in addition to (i) financial statements to be audited by ICCI’s independent auditors and (ii) the ACICS annual report.

**V. Review of Financial Information**

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After the President and the Finance Committee reviews the above reports, these are to be provided to the Trustees by the President monthly, quarterly and annually as described above with explanations for significant variances.

**Employee Confirmation**

To be signed by all employees and trustees who would be involved with incurring, authorizing, recording or reviewing ICCI’s payments:

I confirm that I have read and that I agree to comply with the terms and conditions of the Payments Policy (Version 21 February, 2017). If there are unauthorized transactions directly attributable to my non-compliance with this Payments Policy, then ICCI is entitled to recover these unauthorized costs directly from my salary. I agree that my non-compliance with this Payments Policy may result in immediate disciplinary action including immediate dismissal.

Signed: \_\_\_\_\_

Date:                    /       /

Name: \_\_\_\_\_



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**Definitions**

*Accountant* – The person designated as the accountant responsible for maintaining the financial records of ICCI or his/her alternate as approved by the Board of Trustees.

*Board of Trustees / Board* – The Board of Trustees of ICCI.

*Budget* – The budget approved by the Board of Trustees of ICCI. The budget is normally approved annually, but if there are significant changes during the fiscal year to ICCI’s financial plan, updated budgets are approved from time to time.

*Business Manager* – The person designated as the Business Manager at ICCI.

*Chair* – The Chairperson of the Board of Trustees of ICCI.

*Dean* – The person designated as the Dean at ICCI.

*Finance Committee* – The Finance Committee comprising of at least one Board member of ICCI but may include other Trustees.

*Officer* – For the purposes of this Policy only, means Heather Bodden, Matthew Adam, and Andy Adapa.

*President* – The President of ICCI or his/her alternate.

*Trustee* – A member of the Board of Trustees at ICCI.

*Restricted Donation Summary* – as defined in this Policy.