

**INSTITUTO EDUCATIVO
DEL NOROESTE, A.C.**

Board Member's Guide

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BOARD MEMBER'S GUIDE**

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PRESENTATION

During its five decades, Instituto Educativo del Noroeste has sought to be systematically renewed, integrating men and women who, by a well-defined profile, demonstrate potential to contribute to the growth of the Institute as well as the development of CETYS and the community which it serves.

In retrospect, one of the greatest successes of IENAC has been to invest time in reflection and introspection, analyzing their own action in the light of the circumstances that each historical moment that the institutional life of CETYS has required.

Likewise, with the intention of achieving a better understanding of the role of the Board Member of an educational institution, IENAC has invested time in specialist advice and consultancy to continuously prepare to be a better body of Government and develop a better understanding of educational endeavor.

The Board Member's Guide here presented is the latest endeavor of the Civil Partnership to formalize a process of induction and preparation for the new members; we hope that here you can find information of great value which will facilitate your work as Board Member of this exciting cause.

WELCOME MESSAGE

Mexicali, B.C., June 14, 2011

Dear new Board Member:

Instituto Educativo del Noroeste Asociación Civil (IENAC), a non-profit institution, has sponsored CETYS University since 1961.

After the unanimous approval of the Assembly on May 6, 2011, you are part of the men and women who are members of IENAC. The plenary Assembly considered on a proposal from a group of Board Members that have the character that is required.

Congratulations on this distinction which in turn implies a major commitment and responsibility on your part.

In time you will decide if your participation in IENAC and the quality of education offered in this region of Mexico is something that matters in your life.

For almost five decades, IENAC has integrated men and women who, by a well-defined profile, demonstrate potential to contribute to the growth of the Civil Partnership as well as the development of CETYS and the community which it serves. You're one of the 106 members that make it up. Of these, 45 are partners and the rest are Board Members.

A Partner is that which is accepted by the Assembly when for some years he or she has shown that CETYS is something important for them, and demonstrates it with intelligence, passion, work and money. All Partners are Board Members per se.

The Board Member position is assessed each year, and every year the person who shows interest in the Mission of the CETYS is again proposed as such to the Assembly. Those who do not show interest are simply not considered again and cease to be Board Members.

Participation in IENAC is not joining an organization or chamber: participation in IENAC is a life project.

During your one-year tenure, with possibility of re-election, CETYS turns 50. In addition, the start of the 2020 CETYS Development Plan is of your concern, approved by the Assembly of a year ago. This Development Plan is ambitious. It will be a stepping stone that will necessarily mean more commitment. All, in a supportive manner, must meet this challenge.

This task that you and we have is not easy, nor it is to be taken lightly, it is a work of great significance and great responsibility: an obligation of men and women of any advanced community in the world, where the quality varies only in the degree of intelligence, coherence and affection with which it is fulfilled.

The mystic, commitment, responsibility and pride that imply having a seat in this Board, lies in your Honor: since, in essence, the educational quality of CETYS is deposited in the Honor of the Board Members.

We understand that the quality education of CETYS will be responsible for the quality of life and development of this community, State and region. We need highly trained graduates and citizens. Whatever the outcome, we must share with CETYS its character and its destination.

Today you integrate to this great project; I extend you the warmest welcome.

Congratulations.

**Juan Ignacio Guajardo Araiza
President of Instituto Educativo del Noroeste, A.C.**

STATUTES OF INSTITUTO EDUCATIVO DEL NOROESTE, ASOCIACIÓN CIVIL (Extract)

Attached you will find a document that integrates the Statutes of IENAC; for practical purposes, some of its most important points are listed as follows:

- The Association seeks to promote the validity of a scale of values that places the human, physical and spiritual person as the beginning and end of every society, and consequently the implementation of the individuals in society, as free being, responsible and with dignity, guided by the higher principles of moral order and driven by commitment to the pursuit of truth and the common good.
- The object of the Association will be to sponsor, foster, promote, or subsidize Centro de Enseñanza Técnica y Superior, which is also known as the CETYS University System.
- The Association may charge for the education provided, but all revenue received will be fully applied to promote educational activities, since it is not a lucrative partnership and none of its partners profit from it.
- IENAC is composed of Honorary Board Members, Senators, Associates and Board Members; a person who has been admitted as such by the Assembly is considered Associate.
- Only those candidates who share the endeavors embodied in the "Mission of the CETYS" and who commit to support permanently the following commitments will be considered Associate:
 - (i) Understand and endorse the Mission of CETYS University.
 - (ii) Work to ensure the permanence and projection of CetyS University.
 - (iii) Be promoter and show pride in forming part of CETYS University.
 - (iv) Ensure to the best of its ability, with own and/or unrelated effort, the relationship of resources in cash or in kind, for the achievement of the endeavors of the Association.
 - (v) Contribute to the best of its ability to achieve the endeavors of the Association. Collaborate in campaigns to obtain financial resources.

- (vi) Be familiar with CETYS University and keep informed about its activities.
- The supreme body of the Association shall be the Assembly of Associates. The administration of the Association will be headed by an Executive Committee composed of the President of the Association, who will be your President, two Vice-Presidents and the Treasurer of the Association, the President of CETYS University System, the Presidents and a Vice-President of each chapter of the Association, and two more Associates.
- It is up to the Executive Commission to:
 - (a) Appoint, assess and remove the President of the Cetys system.
 - (b) Listen, discuss and, when appropriate, approve the annual report of the President.
 - (c) Approve and if necessary, modify the Annual Budget, proposed by the President, and monitor its compliance.
 - (d) Propose to the General Assembly of Associates the members of the Nomination Committee.
 - (e) Administer the assets of the Association.
 - (f) Appoint commissions and committees of support giving them responsibilities and obligations.
 - (g) Approve and modify, when appropriate, the Statutes of the Cetys University System and other regulations as considered necessary.
 - (h) Approve the offer of new areas of knowledge in the Cetys University System.
- The Association will have a body for consultation and support called The Board which will be comprised of all the Board Members.
- Candidates to Board Members will be nominated according to their interest and participation in complying with the

commitments of the Association, ii) commitment and iii) identification with the Mission of CETYS University.

- The Board Members shall have the right to attend both the corresponding Board and Chapter meetings with full participation, and to participate and be part of the Support Committees. The chapters will be integrated by the Associates and Board Members who reside in the geographical area in which a Campus of the Cetys University System is established.

THE MISSION OF CETYS AS AN EDUCATION INSTITUTION

The Mission of CETYS is a document that describes its purpose and *raison d'être*, while defining its character as an educational institution. It is a forced reference against which contrasts all actions and decisions taken at CETYS. The Mission is a living, existing document respected by all, which is of singular importance for those who are part of the educational community of CETYS.

MISSION OF CETYS

The purpose of Centro de Enseñanza Técnica y Superior is to contribute to the training of people with intellectual and moral capacities necessary to participate in an important way in improving the country in an economic, social and cultural way. CETYS seeks to make as a result, those values indestructible in the consciousness of its students that traditionally have been considered as basic so that man can live in society in a peaceful manner and meet the needs that his laborious capacity allows him. Therefore, CETYS systematically promotes:

Building of character: foster assimilation of standards of conduct in students and the formation of habits to achieve their development as a person, by the proper use of their freedom and the harmonious and truly human functioning of the Social Community.

Graduates of CETYS must have the conviction that duty is to be fulfilled; that truth is heritage of no one, but must be sought by all; that goodness is a natural attribute of all mankind; and that the intelligence of man should not serve to distort him, because although the intellectual capacity and knowledge are essential, little does the person achieve in his role in society without tenacity in his purposes, because courage and audacity are also determining complements in the achievement of the goals that the individual has imposed to himself; that the idea of freedom should be understood by the largest number so the concept of development can exist; that earning the respect of the community must be a goal of every individual, but this cannot be achieved without first conquering the respect himself, through honesty of giving and receiving.

General cultural training: train students to the enrichment of their own personality, based on their creativity and the habit of continually learning to provide welfare and useful guidance to their fellow human beings.

Scientific training: train students to objectively understand the world around him and is oriented in life, so they can find objective solutions to problems posed as a man and as a professional in his social, political and economic environment.

CETYS justifies its *raison d'être* in the pursuit of excellence on the basis of the above mentioned values, and through three core functions: teaching, research and cultural extension.

Teaching: CETYS develops its teaching programs for the following levels: Technical, High School, Undergraduate, Continuing Education and Graduate Studies.

For the performance of its activities of teaching, it is the purpose of CETYS that all members of the faculty are excellently prepared people in their field of specialty, with a high sense of improvement, and that are not only convinced of the social principles before mentioned, but that they also have the capacity to transmit them to all their students.

Research: at CETYS, research is focused on the study of its own educational problems, as well as the detection of the human resources requirements that the community demands, so the educational options that help to satisfy them are set; research in specific fields of specialization of teachers will be driven by specific programs for each project.

The extension of culture: CETYS seeks, within the framework of its possibilities, to disseminate, preserve and promote systematically:

- Artistic and cultural expressions which uphold human beings.
- Scientific knowledge
- The bibliographic collections, laboratories and everything to the preservation and enhancement of cultural heritage received and achieved.

Institutional Values:

Truth
Justice
Freedom
Goodness
Beauty
Spirituality

This expresses our Mission as a University.

GENERAL STATUTES OF THE CETYS UNIVERSITY SYSTEM

The CETYS System has General Statutes, a document that details each of the points which are listed below and supports relevant institutional policies and regulations. For ease of the reader the contents of the General Statutes are listed; the full document can be downloaded from the website of CETYS, in the section corresponding to IENAC.

CONTENTS OF THE GENERAL STATUTES OF THE CETYS UNIVERSITY SYSTEM

BACKGROUND

THE CETYS UNIVERSITY SYSTEM

- Institutional Mission and Educational Model
- Substantive Functions
- Symbols of CETYS University

THE CETYS COMMUNITY

- CETYS Community

THE ORGANIC STRUCTURE AND THE CAMPUS

- IENAC
- The President of the CETYS University System
- General Campus Directors

EDUCATION SERVICES

- Study Plans and Programs
- Research Programs
- Extensionism
- Academic Support
- Student Services
- Boarding Services

THE ACADEMIC STAFF

- Types of Academic Staff
- Categories of the Academic Staff
- Entrance and Permanence of the Academic Staff
- Rights and Responsibilities of the Academic Staff
- Work Load of the Academic Staff
- Training and Development of the Academic Staff
- Assessment of the Academic Staff

THE STUDENTS

- Student Admissions
- Student Registrations
- Rights and Responsibilities of Students
- Learning Assessment
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- Professional Practices
- Certificates and Diplomas
- Academic Distinctions
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THE ADMINISTRATION OF RESOURCES

- Human Resources
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- Financial Resources

PLANNING

- Planning

ASSESSMENT

- Assessment

RESPONSIBILITIES AND SANCTIONS

MODIFICATIONS TO THE GENERAL STATUTES

TRANSITIONAL DISPOSITIONS

Development Vision

CETYS periodically embarks on Planning exercises that allow it to define a course and establish a strategic plan for achieving it. Throughout its life, CETYS has incursioned in 5 major planning endeavors.

The 2020 CETYS Development Plan, which was approved by the Assembly a year ago, includes the following vision of development:

2020 Vision

Within the framework of its Mission and its Values...

CETYS University is an institution of high quality education, globally competitive, working as a community of learning, and acknowledged by its actions and results for sustainable development.

INSTITUTIONAL IMPLICATIONS AND PRIORITIES

The Vision approved by IENAC defines the course that the institution will follow in the coming years, as well as the elements that identify it, as expressed in the previous section of this document. This vision is derived from a number of implications, including:

- Faculty of higher education (doctors) and Distinguished Lectures.

- An offer of value based on relevant institutional learning outcomes and employability of its graduates.
- A more international/global focus.
- Entrepreneurial training and business link.
- Programs of the highest quality, with emphasis on sustainable development, among others.
- Centers of excellence

Likewise, the following are identified as priority investment areas:

- Student life
- Centers of excellence, laboratories and other areas
- Distinguished lectures and faculty development
- Institutional learning goals
- Systems, technology platform, e-campus
- Scholarships

In addition to the above, there are prevailing projects that deserve special mention due to their importance:

- The organizational restructuring, with the purpose of strengthening the academic work and educational function of the institution.
- The international certification before WASC (Western Association of Schools and Colleges), a process in which we have made progress from several years ago and that poses a series of stages ranging from the eligibility and the application to certification, all within a framework of years of work.

In summary, CETYS 2020 defines a CETYS which is committed to its Mission and programs of the highest quality, with significance and acknowledgement that goes from a regional level to one with international recognition.

CETYS EDUCATIONAL MODEL

The Educational Model of the institution is the sum of components, principles and education approaches structured around educational and humanist philosophy of the institution and articulated to ensure compliance with the Institutional Mission.

The Educational Model of CETYS consists of three essential components: **philosophical principles, pedagogical principles and institutional learning outcomes**. Each of them is briefly described below:

PHILOSOPHICAL PRINCIPLES

Contained in the Mission of CETYS: contribute to the training of people with intellectual and moral capacities necessary to participate in an important way in improving the country in an economic, social and cultural form. Determine the type of person that wants to be formed, in this case, the education is dimensioned as a clearly intentional process towards comprehensive training and is detailed explicitly in the Mission of CETYS.

PEDAGOGICAL PRINCIPLES

- **Learn to do (skills and abilities)**
- **Learn to learn**
- **Learn to coexist**
- **Learn to be**

A particular curriculum, understood not only as the study plans in their curricular and co-curricular areas, but also as the design and implementation of other educational programs which will best achieve the objectives of each program, must respond to these precepts of the model.

Since no course alone is able to develop all these concepts, but it is true that the structure of the content, the working methodology of any course and extra-curricular program, and especially in the way of doing things, in the way of living, those principles should be reflected.

INSTITUTIONAL LEARNING GOALS

The third level of concreteness that CETYS poses to develop comprehensive training of its students, are the **Institutional Learning Goals or distinctive elements** of the CETYS University education:

- **Internationalization**
- **Entrepreneurial and innovation culture**
- **Linkage and social responsibility**
- **Culture of information**
- **Sustainability**

FINANCIAL MODEL

- CETYS University is a non-profit, private institution. It grows and develops through the auspices of IENAC and the community.
- As a Civil Association IENAC provides and manages through

their Board Members donations, support and resources that CETYS needs to operate an educational model as the one that characterizes it, as any of the top universities.

- CETYS then, operates by a model in which its tuition fees, even and when they could be perceived as high, cover only almost exactly its operating costs *. By this model, the development, construction of new buildings, and equipment is financed by donations and support from the community. In essence, its grounds and buildings of relevance have been proceeds from donations.
- The operating surplus, if any, is reinvested directly in educational, scientific and cultural activities and programs of financial support (scholarships). The Statutes of IENAC clearly indicate (Art. 6) that the institution will invest all its income in the above-mentioned areas.
- The social commitment from CETYS is reflected, among other aspects, in the large investment that it makes each year in scholarships. This is an opportunity to a large number of students of limited economic possibilities, but with the talent to reach a first level education.
- By not receiving public subsidies and operating as authorized grantor since 1961, CETYS grows to the extent of the economic support it receives from its community, alumni, etc. The institution is certified with Transparency from the Mexican Center for Philanthropy that supports the management of resources received.
- Currently, 8 out of every 10 students have scholarship or any other type of financial aid.

*

Cost components of quality Universities like CETYS, ITESM, Iberoamericana, UDEM: Instructors + programs + teaching infrastructure (library, laboratories) + technology (Internet, videoconferencing) + Sports Facilities + Exchange programs + Extension and linkage + security + personalized follow up + Certifications

PROFILE OF THE IDEAL BOARD MEMBER

Board Members must share the purposes and values that are identified in the Raison d'être of IENAC stated in the fifth article of the Statute of IENAC and in the document called "The Mission of CETYS", and must also endorse, on an ongoing basis, and with a high level of demand, the following commitments:

- **Know and endorse the Mission** of CETYS University.
- Work to ensure the **permanence and projection** of CETYS University.
- Be promoter and show pride in forming part of CETYS University.
- Contribute long-term and annually to the best of its ability, in cash or in kind, for the achievement of the purposes of the Association. Collaborate in campaigns to obtain financial resources.
- Be familiar with CETYS University and keep informed about its activities.
- Attend punctually to all the sessions of the Board, as well as meetings of their respective chapter and participate actively in its deliberations.
- Participate in at least one Support Committee of the Board and carry out the tasks which are entrusted to him.

In addition, the Board Member is required to effectively carry out the responsibilities and activities conferred upon him by the Assembly of Associates, the Board of the Association or by the corresponding Chapter Board, and to be concerned about the progress of the Association and to enforce all the rights that the law provides upon him to ensure that the purposes of the Association are met and that the patrimony is managed effectively.

STRUCTURE and COMMITTEES

ASSEMBLY

According to what is stated in the statutes, the General Assembly of Associates is the highest body of IENAC.

EXECUTIVE COMMITTEE

It is the body responsible for the administration of the Association and is composed by the President of IENAC, two Vice-Presidents, the Treasurer, the President and Vice-President of each chapter and 2 Associates, as well as the President of the CETYS University System.

THE BOARD

It is a body for consultation and support to the Association and shall be composed of Board Members, who may not be associated. Board Members are elected by the Assembly on an annual basis, on a proposal from the Nominating Committee.

THE CHAPTERS

There is a chapter of IENAC which is composed of Board Members and associates, who reside in the corresponding geographical area at each location where CETYS operates.

Each chapter works closely with the President and the Director of the respective Campus.

THE WORKING COMMITTEES

The Board forms committees for the better development of their work, which can operate at Campus and system (state) level. It is through the committees that an important part of the work of the Board Member is carried out, being these important bodies for consultation and recommendation for IENAC and the President.

The committees discuss topics of importance in depth regarding the institutional life; they analyze, deliberate and regularly present their recommendations to the Board, the Assembly and/or the President.

Currently, the following Working Committees operate at state level:

- Education Committee
- Planning Committee
- Library Committee
- Institutional Advance Committee
- Financial and Sweepstakes Committee
- Linkage Committee
- Nominating Committee
- Pensions Committee

When required, it will be possible to integrate committees specifically or to discuss specific matters (ad-hoc).

MAIN RESPONSIBILITIES OF THE DIRECTING BOARDS OF EDUCATIONAL INSTITUTIONS

- Define and clarify the Mission and Institutional Philosophy.
- Appoint, support and evaluate the President.
- Participate actively in the processes of planning.
- Be spokesperson, manager and promoter of the institution.
- Ensure the financial health of the institution and patrimony.
- Ensure the adequacy of financial resources.
- Establish policies necessary for efficient administration.
- Self-evaluate.

GUIDE OF CONDUCT FOR BOARD MEMBERS¹

Commitment to responsibility- It is duty of all Board Members to ensure the fulfillment of the Mission and academic integrity, maintain healthy finances, and ensure the permanence of the institution.

Commitment to wisdom- It is duty of all Board Members to use their best judgment in any decision concerning the future of the institution, as well as to exercise prudence in the control and management of financial resources.

Commitment with coherence- It is duty of all Board Members to act fairly in adherence to the ethics, values and integrity, even when not legally obliged to do so.

Commitment to objectivity- It is duty of all Board Members to act with full independence, objectively and without being influenced by personal preference or by subjective assessments.

Commitment to integrity- It is duty of all Board Members to reject and never give gifts or favors from and to people, companies or entities that have commercial relationship with the institution, keeping confidential information that should be maintained in such condition.

Commitment to loyalty- It is duty of all Board Members to avoid using their position or the institution's information to seek profit or personal gain, whether for themselves or a third party.

Commitment to their institution- It is duty of all Board Members to promote the good image of the institution and ensure the preservation of it, defend the good name of the institution to all things and avoid any action, omission, comment, pronouncement or signs that may violate its image.

Commitment to institutionalism- It is duty of all Board Members to know, understand, observe and respect forms, mechanisms, communication lines as well as the roles and responsibilities that define the relationship between IENAC and CETYS.

Commitment to the Civil Association- Finally, it is duty of all Board Members to act individually in accordance with the guidelines above, also understanding that they are part of a collegiate body which is IENAC and whose dynamic group must also be governed by the highest standards of ethics.

¹ Adapted from the document Ethical Guidelines for Board members, from the Association of Governing Boards of Universities and Colleges

REGARDING INTERACTION WITH THE INSTITUTION

One of IENAC's main responsibilities is to appoint the President of the Institution, who relies the administration of the institution and supervision of all those who work in it.

By the principle of shared responsibility, the President becomes the point of contact between the institution and IENAC. Board Members should channel their interactions with the institution through the President and officials of the institution will communicate with the Board only through and/or with full knowledge of the President.

Occasionally, and for practical purposes, Board Members establish direct communication with officials of the institution, or vice versa. When this occurs, it is important to ensure that the President is duly aware. A similar logic applies to the relationship between Chapter Board Members and their respective Campus Director.

REGARDING THE TIMELINESS AND QUALITY OF DECISIONS:

It is responsibility of Board Members to make decisions a) with the information at hand and b) based on their best judgment. This should clarify that a) they are expected to have the fullest possible information before making a decision, however, this should not delay the process unduly and b) that the better view must be based on experience and analytical capacity, weighed with the willingness to maintain an "open mind" at all times.

(a) Board Members have the responsibility of keeping informed about what the institution does and the status of the important institutional projects, or those who are in charge of the Committee (or committees) in which they participate.

(b) Supplementary to the above, they should appreciate the importance of regularly attending (well documented) the meetings of the Board.

INDIVIDUAL DECISIONS VS. GROUP DECISION-MAKING

It is crucial to understand and clarify the separation that must exist between the individual and the group views. Board Members must vote according to their personal convictions, however, once a group decision has been made (collegiate), which must obey to a democratic process, all Members are expected to its observance and support.

EXCEPTIONAL BOARDS

Exceptional Boards add significant value to their organization, making a tangible difference in the momentum and progress of its institutional Mission. Proper governance demands that the Board has its role of participation balanced in promoting the organization and monitoring it. The difference between a responsible Board and an exceptional one lies in: commitment, knowledge, work, involvement and communication.

The following twelve principles offer a description of what exceptional boards can achieve to become a strategic asset of the organization. Likewise, they provide the members with a vision of what is possible, as well as a way to add value to the organization they direct.

TWELVE PRINCIPLES OF INSTITUTIONAL GOVERNANCE THAT IMPULSE EXCEPTIONAL BOARDS²:

1. Constructive Partnership. They rule in constructive partnership with the President, recognizing that the effectiveness of the Board and the Executive Director are interdependent. They build their partnership through confidence, openness, respect and honest communication.

2. Moved by the Mission. They model and enforce the Mission, assist in the formation of a strong Vision, and ensure consistency between decision and the core values. They consider the questions inherent to the Mission, Vision, and Values not as a one-off exercise, but as a reflection of greater importance, which must permeate and on which it must deliberate.

3. Strategic thinking. They use their time to analyze/review truly important issues; they are continuously involved in processes of strategic analysis in order to refine the course of the institution. They not only tie agendas and goals with strategic priorities, but they also use them to set the targets of the Executive Director, establish work priorities, and prospect new trustees

4. Culture of inquires. They institutionalize the culture of asking, generating with mutual respect, discussions and constructive criticism which leads towards a shared decision-making and better sustenance. They are always looking for more information; they question the

² Extracted and adapted from: The Source: Twelve Principles of Governance That Power Exceptional Boards. Board Source. Approved by the Executive Commission of IENAC on Feb/28/06.

assumptions and conclusions, trying to generate solutions well supported in the analysis.

5. Independence of thought. They are independent thinking. Strictly avoid falling into conflicts of interest; the Board Members place the interests of the organization before everything else when they make decisions. They do not allow their votes to be influenced by the Executive Director or loyalty by seniority, position or reputation of other members of the Board, staff or donors.

6. Culture of transparency. They promote an *ethos* (way of being) of transparency by ensuring that donors, Board Members and other interested public have appropriate and timely access to accurate information regarding the finances, operations and results. They also extend transparency internally, ensuring that each of the members of the board have access to relevant information at the time of decision-making.

7. Consistency with integrity. Strongly promote ethical values and discipline of compliance, establishing appropriate mechanisms for active supervision. Use mechanisms such as external audits to ensure "measurable outcomes" and have sufficient control to deepen their understanding about the organization, and thus reduce the risk of dispensary, fraud or abuse of confidence.

8. Sustaining resources. They are the way of linking clear visions and ambitious plans with financial support, external advice and influence contacts required to carry them out. By interlacing budgetary processes with strategic planning, the activities that can be realistically financed are approved, ensuring that the institution has the capacity and the required infrastructure.

9. Results orientation. They focus on outcomes. They assess the progress of the organization towards its mission and assess the performance and functioning of programs and basic services. They measure efficiency, effectiveness and impact while at the same time determine the quality of the delivery of service by integrating the competition under standards of best practice and analyzing each investment return.

10. Intentionality of the Board. They are structured in a strategic manner to meet the essential governance duties and support the priorities of the organization. Making governance something intentional, not incidental; exceptional boards invest in structures and practices that can be cleverly adapted to changing circumstances.

11. Continuous learning. They perform under a culture of continuous learning, assessing their own functioning, determining the value added to the organization. They integrate learning opportunities to a routine of work for the governance and activities outside the Board.

12. Revitalization. They fuel and revitalize through renovation plans of Boards and a well analyzed inclusion of new members prospecting. They see the correlation between the mission, strategies and the composition of the Board; they note the importance of a fresh perspective and the risks of having closed groups. They revitalize the diversity of experience and continuous recruitment.