



ALTAMIRA
INTERNATIONAL SCHOOL

GOVERNING AUTHORITY

HANDBOOK

2023 - 2024

AIS





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At the heart of Altamira International School's governance structure lies a deep commitment to learners and the institution's identified priorities. To uphold this commitment, the governing authority regularly reviews its policies and decisions, working collaboratively with institution leaders to enhance the institution's overall improvement. The policies and decisions set forth by the governing authority reflect this dedication and serve as guiding principles for the institution's continuous improvement. Moreover, the collaborative efforts between the governing authority and institution leaders play a pivotal role in driving positive change and advancing the institution's mission.

The governing authority conducts periodic reviews of its policies and decisions to ensure alignment with the institution's mission, vision, and values. Input from various stakeholders, including faculty, staff, students, and parents, is solicited during the policy review process to ensure that diverse perspectives are considered. Policies and decisions are informed by relevant data, including academic performance metrics, student feedback, and emerging trends in education. The governing authority is committed to continuous improvement, and policies are revised or updated as necessary to reflect best practices and evolving needs.

1. Functioning of the Governing Body

The school is a family-owned non-profit corporation. The Shareholders Assembly is the supreme governing body and normative governing body of the Corporation, ensuring compliance with its social purpose, mission, and the principles and values that have represented it since its inception. It is composed, with the right to voice and vote, of all Founding and Associated Members who maintain their membership, are in good standing with the entity for all purposes, and Honorary Members.

The Shareholders Assembly is the governing body of the Corporation primarily responsible for appointing and evaluating the Director, ensuring the financial viability of the institution, and directing, controlling, and defining the general policies of the Corporation.



Members of the Corporations Shareholders Assembly are classified as follows: 1) Founding Members, 2) Associated Members, and 3) Honorary Members.

Founding Members of the Corporation are individuals who conceived, promoted, convened, and contributed to its establishment by making initial contributions and signing the Constitution Act dated January 30, 1998, notarized under Public Deed No. 689 of Notary Public No. 4 of the Barranquilla Circuit on March 30, 1998.

Associated Members of the Corporation are natural and legal persons who, after the signing of the constitution act, are admitted as such in accordance with these statutes and corresponding regulations, and who pay the contribution set by the General Assembly. As of the date of this Reform, the Associated Members who signed Act No. 129 on December 24, 2021, are considered as such.

Honorary Members of the Corporation are natural and legal persons who, due to their academic and professional competencies, experience, professional trajectory, and contributions to administrative and/or scientific activities, significantly contribute to the fulfillment of the institution's social purpose. Their appointment shall comply with the regulations established by the General Assembly in this regard.

The governing authority and institution leaders have clearly defined roles and responsibilities that complement each other in advancing the institution's improvement agenda. This clarity ensures effective coordination and collaboration across all levels of governance.

Each member of the governing authority and institution leadership brings unique perspectives, expertise, and resources to the table. By leveraging these diverse assets, they can address complex challenges and capitalize on opportunities for growth and innovation. The collaborative approach to governance allows for continuous evaluation and adjustment of policies and strategies. Regular feedback

loops and performance assessments ensure that initiatives remain responsive to changing needs and circumstances.

2. General Functions of the Governing Body

Clear roles and responsibilities are defined for both the governing authority and institution leaders to facilitate effective collaboration. Through ongoing dialogue and strategic planning, the governing authority and institution leaders work together to articulate a shared vision for the institution's future. This shared vision serves as a guiding light, inspiring collective action and fostering a sense of unity and purpose.

The Shareholders Assembly's overall functions are delineated in the bylaws of the Altamira International School Corporation, in accordance with Colombian educational laws and the Institutional Educational Project (PEI). The governing authority's policies are designed to prioritize the needs and well-being of learners. These policies encompass various aspects of the institution's operations, including academic programs, student support services, and extracurricular activities.

The governing body is empowered to act only when duly convened and in the absence of the Director. Individual members of the governing body do not possess authority within the school unless they hold another position of authority within the institution, such as the Director or teacher representatives. Transparent and open communication channels are established to foster dialogue and collaboration among all stakeholders.

The governing authority and institution leaders work together to articulate a shared vision for the institution's future, informed by its mission and strategic goals. It is expected that members of this governing body participate and support, either actively or by their presence, in the various activities of the school to which they are invited (such as home activities, social responsibility, extracurricular activities, etc.).

The commitment of the governing authority and institution leaders to reviewing policies and decisions underscores their dedication to advancing the institution's mission and serving the needs of its learners. Through collaborative efforts and a

commitment to continuous improvement, Altamira remains steadfast in its pursuit of excellence in education.

3. Specific Functions of the Governing Body

The Shareholders Assembly serves as the pivotal decision-making body within our school, representing the collective voice of stakeholders. With responsibilities ranging from ratifying foundational documents to electing leadership and overseeing strategic initiatives, its functions encompass all aspects of school operations. They are responsible for:

- Approve the Bylaws and their amendments.
- Issue regulations and statutory provisions necessary for the proper functioning of the Corporation within the terms of these bylaws.
- Establish the Higher Council.
- Elect the Assembly representatives to the Higher Council.
- Designate and approve new associate and honorary members.
- Decide on the loss of membership status.
- Select, appoint, evaluate, and remove the Director of the school. Determine his remuneration.
- Selection and appointment of the Legal Representative and their Substitute.
- Select and appoint the Auditor and their substitute. Determine their remuneration.
- Approve the regular and special positions deemed necessary for the proper functioning of the Corporation, regulate their functions, and establish their allowances or compensation.
- Approve any modification to the academic and administrative organizational structure of the school.
- Authorize, in general, benefits or extralegal benefits for the society's personnel.
- Manage the economic and financial administration of the Corporation and the school.

- Study, approve or disapprove, definitively, the financial statements and management reports at the end of the fiscal year presented for consideration by the Director and Legal Representative.
- Allocate the Surpluses at the end of the fiscal year in accordance with the Development Plan of the Corporation and in accordance with the provisions of the Tax Statute to remain in the Special Tax Regime.
- Grant authorizations to the Director and Legal Representative in the cases and with the requirements demanded by Law or these bylaws, to dispose of or acquire movable and immovable property in the Corporation.
- Make reserve allocations deemed necessary to defend the Corporation's assets.
- Decree the dissolution and liquidation of the Corporation, applying the qualified majority specified in these Bylaws.
- Exercise supreme direction over the Corporation and ensure the fulfillment of its social purpose, interpret the bylaws, establish the general orientation and policy of its activities, and oversee the proper functioning of the educational institution.
- Approve the Code of Ethics and Good Governance and appoint the members.

Through decisive leadership, thoughtful governance, and a steadfast commitment to the well-being of our educational community, the Assembly plays a central role in shaping the future of our institution. With dedication and collaboration, we strive to uphold the highest standards of academic excellence, student welfare, and community engagement. Together, we remain steadfast in our pursuit of creating an inclusive, nurturing, and enriching learning environment for all.

4. Core Values

Within the Corporation, we deeply respect children and young people of all genders, believing that they all have the right to receive an education that is challenging and supportive of their developmental, emotional, linguistic, and cultural needs. Our focus extends beyond providing a rigorous curriculum that fosters bilingualism; we also aim to instill foundational pillars such as honesty, respect, service, and kindness in their formation.

- **Honesty:** Being honest means respecting others by telling the truth, admitting mistakes, being reliable, and acting with integrity, even when the outcome is not in one's favor.
- **Respect:** Respect entails considering the impact of our actions on others, being inclusive, and accepting others for who they are, even when they are different. It involves respect for parents, teachers, elders, laws, social norms, community property, as well as respect for life, nature, and animals.
- **Service:** Service involves collaborating, cooperating, or helping others without feeling subservient, commanded, or humiliated. It is about meeting the needs of others with a positive attitude and genuine interest, while being attentive to the needs of others.
- **Kindness:** Kindness entails being worthy of love, being affectionate, caring, gentle, courteous, pleasant, helpful, and amiable, even humorous and cheerful.
- **Responsibility:** Being aware of one's obligations and duties, understanding one's rights, and accepting responsibilities in various spheres, from school to social contexts.
- **Perseverance:** Perseverance is the ability to maintain effort and interest despite problems or difficulties that may arise.

5. Ordinary and Extraordinary Meetings

The ordinary meeting of the Assembly shall be held annually during the first three (3) months of the year, no later than March 31st, for the purpose of examining the financial, economic, commercial, and administrative situation of the company, appointing administrators and other officials of its choice, determining the economic guidelines of the company, considering the accounts and balance sheet of the last fiscal year, deciding on the allocation of surpluses, and agreeing on all measures aimed at ensuring the fulfillment of the corporate purpose.

The convocation shall be made by the Director and Legal Representative. If not convened, the Assembly shall meet on its own accord on the first business day of April at ten in the morning (10:00 a.m.), at the offices of the main domicile where

the administration operates, and in such case, it shall convene and decide validly with a plural number of persons representing the majority of its members; if the number of persons representing the indicated majority does not attend this meeting, the Assembly shall meet again on its own accord seven calendar days following at ten in the morning (10:00 a.m.), at the offices of the main domicile where the administration operates, and in such case, it shall convene and decide validly with a plural number of persons, regardless of the type of member who attends; in case the indicated days are Saturdays, Sundays, or holidays, the meeting shall be held on the next business day.

Extraordinary meetings shall be convened when unforeseen or urgent needs of the Corporation arise, either by the initiative of the Director and Legal Representative, or the Auditor, either at their own initiative or upon mandatory request by members representing no less than forty percent (40%) of its total members. During these meetings, the Assembly may not address topics not included in the agenda outlined in the meeting notice, unless a universal quorum is present to do so.

6. Training

The School Shareholder Assembly recognizes the importance of equipping its members with the knowledge and skills necessary for effective governance and decision-making in our educational institution. This training policy aims to ensure that assembly members remain informed about the latest trends, best practices, and regulatory requirements in school management, thereby contributing to the school's long-term success and sustainability.

Training Objectives:

- To enhance members' understanding of school governance principles, decision-making processes, and regulatory compliance.
- To keep members abreast of modern educational trends, innovations, and emerging challenges.
- To empower members to identify and mitigate external risks that may impact the school's operations and mission.

- To foster a culture of continuous learning, collaboration, and improvement within the School Shareholder Assembly.

7. Training Components:

Educational Workshops and Seminars:

- Regularly organize workshops and seminars focusing on key aspects of school governance, leadership, and strategic planning.
- Invite experts and practitioners to share insights, best practices, and case studies relevant to school management and governance.

Strategic Planning Sessions:

- Facilitate strategic planning sessions led by external consultants to refine the school's vision, mission, and strategic objectives.
- Encourage active participation from assembly members to ensure alignment of strategic goals with the school's mission and values.

Financial Management Training:

- Provide training sessions on financial management principles, budgeting, and financial reporting to enhance members' financial literacy and oversight capabilities.
- Collaborate with financial experts to develop sound financial strategies and policies that support the school's fiscal health and sustainability.

Risk Assessment and Management:

- Conduct training sessions on risk assessment and management to help members identify, prioritize, and mitigate potential risks to the school's operations and reputation.
- Engage external consultants to assess external risks and develop risk mitigation plans tailored to the school's specific needs and context.

Professional Development Opportunities:

- Encourage members to pursue professional development opportunities, such as attending conferences, webinars, and training programs relevant to school governance and leadership.

- Provide support and resources to facilitate members' ongoing learning and skill development.

8. Preparation and Convocation of Meetings of Governing Bodies

The agenda and the information required for decision-making must be distributed to the members of the governing bodies in such a way as to allow for sufficiently informed deliberation.

For the above purposes:

The agenda of each meeting will be established by the presiding officer. The Director in the case of the Superior Council of School Governance, and the President in the Shareholders Assembly.

The convocation and the agenda, along with the information and documentation regarding the topics to be discussed, will be distributed to the members of the governing bodies at least five (5) business days in advance. It is expected that members of the Assembly and the Council prepare themselves before the meeting with the documentation sent to expedite the decision-making process.

Other members of the governing bodies may request the inclusion of a topic on the agenda, and it will be included at the discretion of the Director or the President of the Shareholders Assembly, unless its inclusion is requested by the majority of the other members of the governing bodies, in which case it will be mandatory.

9. Permanent Committees and Ad Hoc Advisory Committees of Governing Bodies

Governing bodies may establish permanent committees (specifying their expertise, number of members, etc.) or ad hoc advisory committees as deemed necessary to provide support and guidance. These committees and commissions will be specialized and their function is to advise the governing bodies on specific issues. These bodies will have no additional responsibilities other than advisory roles and, under no circumstances, may they make decisions on the matters they are studying unless the governing bodies delegate decision-making authority on

specific issues to them in an extraordinary manner, in which case such decision shall be recorded in writing in the corresponding minutes of the meeting on the date the decision was made.

Permanent Advisory Committees of governing bodies must have regulations defining their scope, composition, and functions. Each regulation must be approved by the corresponding governing body. Members shall be elected annually at the first regular meeting of each academic year or as per the needs. Notwithstanding the above, there will be a permanent Financial Committee, advising the Superior Council.

10. Receipt of Communications from Community Members by Governing Body Members

Given the evolving nature of communications, including the prevalence of email, chats, and various social media platforms facilitating contact among individuals, it is imperative to establish guidelines for governing body members of the School regarding the receipt of such communications.

When a member of any governing body of the School receives a communication from a community member containing a complaint, grievance, or accusation of any kind regarding any aspect or member of the school community, the member should request that the communication be directed to the school and follow the institution's established processes for presenting such information, either directly with the implicated party or their immediate superior.

Additionally, the recipient should assess the information received, considering its truthfulness, value to the school, and overall utility. If the recipient believes the information meets any of these criteria, they should forward it to the School's Director for determination of the best course of action. Initially, if the received communication pertains to matters outside the purview of governing bodies' functions, they should refrain from involvement unless the Director solicits their opinion, and it will be the Director's decision to inform and explain the matter to them.



If the complaint, grievance, or accusation involves the Director or if all possible avenues within the School, including those involving the Director, have been exhausted, the President of the Assembly shall decide on the handling of such information.

If the School is found to have followed due process as established by Colombian legal norms, the Educational Institutional Project (PEI), and the present Policy Manual, there shall be no right of appeal to the Superior Council, except in cases stipulated in the Coexistence Manual.

However, similar to most legal systems, there must be a mechanism for direct appeals to the Superior Council under specific circumstances to ensure natural justice. Therefore, appeals will be entertained when the argument is that the action or inaction taken or not taken by the School contradicts Colombian legal norms, the PEI, and/or the provisions of the present Policy Manual. In such circumstances, parents must submit a formal letter to the Secretary of the Superior Council presenting their appeal within 10 business days following the date the School announced its decision. The Superior Council will review the case at the next regular meeting and respond to the interested parties within ten (10) business days following the date of that meeting.

11. Relationship with the Superior Council and Director

The Shareholders Assembly is the highest governing body of the school and has dignitaries such as President and Vice President. The members of the Shareholders Assembly define the policies that will guide the Director in managing the school. The Shareholders Assembly may assign functions to the Director in addition to those established by current legal regulations and the Institutional Educational Project (PEI), and annually set its objectives.

Members of the governing bodies have the obligation to act as a collective and will not have power or authority of any kind when they decide to act individually, unless they have decided so in a meeting, and there must be a clear and complete record of such decision in the corresponding minutes along with the powers granted. The spokesperson will be the President or, failing that, the Vice President of the

governing body. Similarly, members of the governing bodies are not individually responsible for any decisions made by the collective body.

The Director is the substitute legal representative of the school and will be responsible for the administration, development, and implementation of the policies contained in this manual, making decisions as required, and putting all areas that make up the school into operation to ensure its functioning in service of the Institutional Educational Program (PEI). Likewise, the Director will be responsible for keeping the members of the governing bodies informed about the operation of the school (projects, achievements, and issues).

The Director must present quarterly to the members of the governing bodies a report on school life, including:

- Progress of his management, including performance against agreed-upon goals
- Project report and how to develop management
- Any administrative decision that the Director considers should be approved by governing bodies, not included among their functions.
- Information on disciplinary cases that have been brought or that he considers important for members of the Councils to know.
- Legal processes against the school.
- Any other administrative decision that the Director considers should be presented to the members of the governing bodies.

Members of the governing bodies, the Director, and the school staff will respect their functions and hierarchy according to the schools organizational chart.

The Director or his delegate in his absence may order the closure of the school, or any other measure deemed necessary, in cases of public disorder, natural disasters, or other situations in which the safety, hygiene, and health of the community members are at risk. To the extent that circumstances permit, this decision will be consulted with the President of the Shareholders Assembly and with the agencies responsible for public safety (Police, Firefighters, Civil Defense, Red Cross). These

situations should be reported to the President or Vice President of the Superior Council as soon as possible.

For emergency cases, the Director must define a crisis management structure that should be informed to the Shareholders' Assembly; and the Director, or whoever he delegates, will be responsible for developing and keeping up-to-date a database of community resources.

12. Announcements of Civic Strikes and/or Transportation Strikes

Invitations and calls for civic strikes, strikes, union marches, or other social protest activities, announced with more than three (3) days in advance, will not be considered as emergency situations.

In such cases, the Director must consult with the President of the Shareholders Assembly and make a decision of adherence or rejection in light of the school's values; accordingly, he will proceed to inform the entire community about the school's agenda on the days scheduled for the protests.

13. Directors Evaluation

The Shareholders Assembly will oversee the assurance of the quality of the educational and administrative services of the College. For this purpose, an evaluation of the Director will be conducted at least once every academic year. The evaluation will be carried out based on objective criteria, in accordance with the goals set for the respective academic year, and will be based on:

- 1.** The results obtained from the measurement of the school's management indicators defined between the Director and the Superior Council, which must be aligned with the school's strategic plan.
- 2.** The Director's opinion (self-assessment).
- 3.** The evaluation of the members of the Superior Council.
- 4.** The evaluation of a representative number of community members (students, parents, teachers, administrative staff, and students), which will be collected through a perception survey conducted by a specialized firm, to be

carried out according to the needs of the Shareholders Assembly, and at least every three (3) years, within the term of each Director's contract.

The results of the evaluation will be taken into account for the design of the work plan and evaluation criteria applicable for the following academic year. Additionally, these results will be disseminated to the school community through the website or any other appropriate means.

The policy has been modified to simplify and include reference to the measurement of management indicators and annual surveys of the Director's management as inputs for the evaluation process.

It was established that the annual survey will be conducted according to the needs of the Superior Council or at least every three years. Previously, it was mandatory to conduct it annually.

14. Conflict of Interest

Members of the governing bodies must act in the best interests of the school, in accordance with Foundation's Bylaws, the Institutional Educational Project (PEI), and policies adopted by the Shareholders Assembly, among others. Therefore, members of the governing bodies must always behave impartially, without any bias other than the desire to defend the interests of the school.

Members of the School's governing bodies must:

- Avoid, to the extent possible, situations where their interests conflict, or even appear to conflict, with those of the school. In cases where a conflict of interest cannot be avoided, they must declare the conflict of interest and abstain from participating in the respective discussions, deliberations, and votes.

Members of the School's governing bodies may not:

- Participate in tenders, directly or through a legal entity in which they are shareholders, owners of shares, quotas, or any other type of economic interest, to be contracted by the schools in projects in which the governing

bodies have influence. Except in cases where the Director considers it advantageous for the schools to contract with such a natural or legal person, in which case he must inform the Superior Council for authorization.

Members of the governing bodies who violate this policy will be liable for damages caused to the school as a result.

For the purpose of this policy:

Members of the governing bodies may not acquire assets known (or should be known) to be of interest to the school. A conflict of interest shall be deemed to exist when a member of any of the governing bodies is in a position to influence the adoption of a decision from which a direct or indirect advantage may accrue to themselves or to their relatives within the fourth degree of consanguinity, second of affinity, or first of civil law.

It shall be presumed, without limitation, that a conflict of interest exists when a member of any of the governing bodies is in a position to influence the adoption of a decision that affects or benefits their relatives within the fourth degree of consanguinity, second of affinity, or first of civil law, or legal entities in which any of the members, or their relatives within the aforementioned degrees, hold, directly or indirectly, a participation equal to or greater than ten percent of their capital or voting shares, or in which they exercise dominant influence in decision-making.

There shall be no conflict of interest when it comes to decisions that equally affect members of the school community or members of the community group to which the decision is directed.

Declaration of Conflict of Interest:

When a member of the governing bodies finds themselves in a conflict of interest situation, they shall promptly inform the corresponding body and refrain from participating in the respective discussions, deliberations, and votes. Their vote shall not be taken into account to determine the quorum or the majority decision.

In case of doubt, the respective member shall request the governing body to determine if there is a conflict of interest situation, providing relevant information. Before deciding the substantive issue, the governing body shall deliberate (without the participation of the respective member) and decide if there is a conflict of interest, and if so, exclude the member from discussions, deliberations, and votes on the substantive issue. The same procedure and effect shall apply in cases where the member of the governing body fails to declare the possible existence of the conflict of interest, and this becomes known to them through other means.

15. Application to Other Officials and Employees of the School

This policy shall also extend, as applicable, to members of committees established by the governing bodies and the school administration, as well as to the school's employees. Without prejudice to its application from the date of adoption, the Director shall establish regulations that shall include, among others, the following obligations for the school employees:

- Avoid actions, relationships, or decisions that contradict, or even appear to contradict, their duties as employees or the interests of the school.
- Refrain from the improper use of intellectual property, facilities, and other physical resources of the school (including supplies, office equipment, email, and other computer applications).
- Report, as soon as they become aware, theft or improper use of school property.
- Refrain from acquiring assets known (or should be known) to be of interest to the school.
- Abstain from holding shares, participation units, or any other type of economic interests in companies that provide goods and services to the school unless (i) the employee has expressly declared to the school that they hold such shares, participation units, or interests before the selection of the respective contractor and (ii) the Director expressly authorizes the hiring because it is subject to terms and conditions objectively more favorable than those offered to the school by other contractors.

- Declare in writing the existence of assets, businesses, or other financial interests that may generate a conflict of interest in the future, or relationships with (i) students of the school, (ii) other employees of the school, (iii) individuals providing goods and services to the school, or with owners, shareholders, employees, or officials of companies providing goods and services to the school.

This governance policy manual serves as the cornerstone of our school's commitment to transparency, accountability, and excellence in administration. By adhering to the principles and guidelines outlined herein, we ensure the effective stewardship of our educational institution, fostering an environment conducive to learning, growth, and community engagement. With collective dedication and steadfast adherence to these policies, we strive to uphold the highest standards of governance, thereby enriching the educational experience for all members of our school community.