



The **Amauta Foundation**  
2323 Broadway, Oakland, CA 94612  
[info@amauta-foundation.org](mailto:info@amauta-foundation.org) (email)  
+1.415.891.7090 (phone)

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## **Amauta Foundation Board of Directors Rules of Engagement**

This document is a “rules of engagement” for all Amauta Foundation Directors. It defines the main responsibilities of the Board of Directors and also defines standing rules for specific Director and Advisor responsibilities. This document is in addition to what is already defined in the Amauta Foundation Bylaws.

Every year at the annual Amauta Foundation Strategic Offsite the Board will meet to review responsibilities and measure performance and accountability by having an outside facilitator conduct an annual Board Retrospective. The retrospective will be publicly available to all Amauta Foundation members and students to insure transparency.

### **1.0 Current Amauta Foundation Board of Directors [April 14, 2014]**

Martin Caraves  
Angelica Godinez  
Tony Godinez  
Joseph Huayllasco  
Lilia Huayllasco  
Estela Lopez Gilliam  
Marty Quintanilla

#### **1.1 Advisors to the Board**

Monica Montenegro

### **2.0 Responsibilities of the Amauta Foundation Board of Directors**

The foundation for the Amauta Foundation Board responsibilities were taken from The National Center of Nonprofit Boards.

#### *2.1 Amauta Foundation Mission*

The Board of Directors is responsible for ensuring that everyone involved in the Foundation is educated and well connected with the current Amauta Foundation Mission Statement

*“The Amauta Foundation inspires, engages, mentors, and empowers underrepresented youth to pursue education and careers in **science, technology, engineering, and mathematics (STEM)** by immersing them in an innovative curriculum, thereby increasing the numbers of aspirants from traditionally underrepresented groups who enter and succeed in STEM. “*



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The Board is also responsible for periodically reviewing the Amauta Foundation Mission to make sure that all operations (organizational planning, constituents served), fundraising, and strategic road maps are in alignment. The Board is also empowered to change\add the Mission Statement when the need arises.

## *2.2 Executive Director*

Appointment of the Executive Director is the sole responsibility of the Board of Directors. In anticipation of the selection process the Board must clearly identify the executive needs of the Foundation and document a detailed job description for the Executive Director. Along with the roles and responsibilities, the Board needs to define key target objectives for the Executive Director on an annual basis. These key target objectives are used to periodically review the executive director in a 360 degree fashion.

## *2.3 Executive Director Support and Performance Review*

The Executive Director is to meet with all Board members on a regular basis to receive ongoing feedback on the execution of key target objectives. These meetings are the main responsibility of the Executive Director but all Board members must make themselves available for feedback and to offer other support when needed. The Board must pre-define when formal performance reviews are conducted.

## *2.4 Strategic Planning and Roadmaps*

Every Board member must be involved in strategic planning of the Amauta Foundation future goals. The ultimate vision of the Amauta Foundation, after being constructed and approved by the Board, must serve as the ultimate steer for all planning initiatives. There will be an annual Amauta Foundation Strategic Offsite to review mission, vision, conduct retrospectives, and to develop strategic roadmaps that will help steer Amauta Foundation Committees. Some Board members may serve on specific committees if they volunteer to do so. Below is a current list of the committees:

- Legal and Administration
- Fundraising
- Marketing
- Program
- Governance

All Board members must approve of the annual Amauta Foundation Strategic Roadmap.

Along with the strategic roadmap all Board members must approve of the overall strategic plan which includes the following:

- Vision and Mission Statement
- Future roadmap (2 years)



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- Current program and services
  - New programs and services
  - Organizational and Business Architecture
  - Financial Projections
  - Fundraising strategies
  - Marketing and Public Relations
  - Internal Performance Reviews

### *2.5 Ensure Adequate Resources*

Providing adequate resources is a primary responsibility of all Board members. Ensuring that all donations are tracked transparently and making sure that internal operations of the Foundation are adequately resourced is paramount to the Amauta Foundation success. Furthermore, while there will be a Fundraising Committee, it is every Board member's responsibility to look at their current network and influence potential donors and represent the Amauta Foundation in a positive way so as to guide potential benefactors to the Amauta Foundation.

There is absolutely no requirement or expectation for personal Board Member giving with respect to monetary donations. But there is an expectation of donation of time as defined by the Amauta Foundation Bylaws and this document addendum. In addition, there is an expectation that a percentage of the time given directly correlates to fundraising activities.

### *2.6 Managing Resources*

Amauta Foundation Board Members are the trustees of the Foundation. As such Board Members are responsible for the execution of the Foundation's mission and the fiduciary accounting for its operations. As defined by the Amauta Foundation Bylaws, Board Members are protected from liability for errors as long as the Board Member acts responsibly and in good faith.

The Board's main responsibility with respect to fiduciary matters it to help develop and approve of the annual budget. All Board Members will receive quarterly financial statements and monthly reports will be available to the Finance Committee, Treasurer, and Executive Director.

The Board is also responsible for sponsoring an annual audit by an independent accounting firm. All Board Members will have access to the final audit report.

### *2.7 Determine and Monitor the Foundation's Programs and Services*

The Amauta Foundation Board of Directors is responsible for ensuring that the current roster of programs and services is in alignment with the overall mission of the Foundation. Furthermore, the Board must take a role in reviewing competing priorities for resources and determine what programs and services take priority. The Board will



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decide what value metrics each program and service will publish to be able to adequately judge the effectiveness of the overall roster of programs and services.

### *2.8 Public Image*

Every Board Member is responsible for the Amauta Foundation's public image. The Foundation's overall guiding principle is that all operations are to be completely transparent internally and externally.

The Board must develop and support all marketing and public relations initiatives, ensuring that transparency and adherence to the Foundation's Mission and Vision are core values.

### *2.9 Court of Appeals*

When appropriate the Board is responsible for hearing personnel disputes brought forth by executives, officers, or staff members.

### *2.10 Board of Directors Performance Assessments*

Annual Board Key Target Objectives will be constructed and ratified for the Board as a whole. Every year the board will have an external facilitator hold an annual retrospective. The retrospective should give insight into all facets of the Foundation as defined by the Key Target Objectives:

- Mission and Vision
- Organizational Effectiveness
- Financial Planning
- Program and Service Execution
- Marketing and Public Relations
- Board Constitution and Organization
- Overall Governance

The output of the retrospective will inform potential changes in membership, program, etc. The constant iterative improvement of the Board's ability to execute will benefit volunteers, staff, and beneficiaries of the Amauta Foundation.

## **3.0 Advisors to the Board of Directors**

Because the Amauta Foundation is in very nascent stages of development we will have a small group of advisors that have general expertise and prestige in the areas of education and/or STEM. Advisors can offer advice and assistance on any project or Director responsibility listed above.