

Patronato de la Fundación Itaka-Escolapios, Junio 2017

REFLECTION ON THE BOARD OF TRUSTEES MODEL IN THE ITAKA-ESCOLAPIOS NETWORK

I. Background of the reflection

The Board of Trustees of the Itaka-Escolapios Foundation, at its meeting on February 24, 2017, addressed among other topics a reflection on the organizational changes needed in the Foundation and in the international Network.

This reflection is motivated, firstly, by the growth dynamics of the Itaka-Escolapios Network and the clear commitment to internationalize its organization, within the existing internal diversity and complexity. In this context, it is convenient to rethink the place of the Itaka-Escolapios Foundation, which is the legal entity (Spanish) originating from the Network.

In addition, more immediately, the recent appointment of the president of the Foundation as Provincial of Brazil-Bolivia (and therefore with residence and occupation outside of Spain), makes it convenient to clarify in a short time the model of the Foundation's Board of Trustees, and its role in relation to the Network, for what it implies in terms of its composition and its presidency.

Therefore, at the meeting of the Board of Trustees on February 24, once the reflection began, it was agreed to entrust the Executive Committee with the preparation of a proposal, for the purpose of being treated by the Board of Trustees at its next meeting (June 23) and take the appropriate provisions thereafter.

II. Starting point and current situation

On the differentiation between Foundation and Network

The "Itaka-Escolapios Foundation," created on March 9, 2001, is a civil legal entity subject to Spanish legislation (specifically, Law 50/2002 on foundations). The scope of action, as established in its current Statutes, is "the entire territory of the Spanish State, although it may extend its activities to any other countries in which the Order of the Pious Schools is present."

In the development of its implementation, and as a result of the opening of Itaka-Escolapios and the decision of other Piarist Provinces and Fraternities to share mission in network, Itaka-Escolapios has been deploying different presences, with different legal situations in them:

- Locations where the Spanish Foundation operates directly: Spain, Cameroon (delegation recognized by the authorities of the country), Italy (delegation in Rome, also recognized). The possibility of legal recognition of the Spanish Foundation only exists or is viable in some countries.
- Locations where it operates through civil entities called “Itaka-Escolapios” created under the corresponding national legislation: Brazil, Bolivia, Venezuela.
- In the rest of the locations, Itaka-Escolapios does not currently have legal recognition and operates through the legal channels available to the Pious Schools (either with the religious legal form or with other civilians).

When we talk about the “Itaka-Escolapios Network” we refer to the set of presences (with their teams and their shared projects), regardless of the legal coverage from which they operate. Always underlining the commitment to a single identity and a common and shared organization.

About the Board of Trustees of the Itaka-Escolapios Foundation

In accordance with Spanish legislation, every foundation must have a Board of Trustees as the highest governing body and representation thereof. The Board of Trustees is responsible, in general, for enforcing the foundational aims and ensuring the diligent management of the assets. The Board of Trustees must meet at least twice a year: one time to approve the action plan and the budget; a second time to approve the Annual Accounts. In addition, there are other foundational decisions that have to go through the Board of Trustees, such as the appointment of representatives or the opening of delegations.

In the case of Itaka-Escolapios, the Board of Trustees is formally appointed by the founding entities of the entity: in its origin, the Piarist Province of Vasconia and the Piarist Fraternity of Itaka (through the private association of the faithful “Communities of Itaka - Piarist Fraternity”). Currently, this role is assumed by the Province of Emmaus and the Fraternity of Emmaus.

However, beyond the foundational provision, for the appointment of members in the Board of Trustees there is an internal agreement according to which proposed representatives are included, in addition to those proposed by the Province and the Fraternity of Emmaus, those proposed by the Province of Bethany and the Fraternity of Bethany, as well as by the Order and by the General Fraternity.

According to the current Statutes, the number of trustees is between 6 and 20, with the Board of Trustees itself deciding at all times the exact number of its members, who will be appointed in accordance with the foregoing provisions.

Currently, this number is 7 members, namely: President; representative of the Province of Emmaus; representative of the Province of Bethany; representative of the Fraternity of Emmaus; representative of the Fraternity of Bethany; representative of the General Congregation of the Order; representative of the General Fraternity.

With respect to the figure of the President, according to the Statutes, this position is formally designated by the Provincial Father of Emmaus. This designation has been made only once, at the time of the Foundation’s constitution.

For the rest, the Statutes do not provide for limitation of the duration in the condition of member of the Board of Trustees, nor of the charges therein.

On the governance of the Itaka-Escolapios Network

As a consequence of the international development of Itaka-Escolapios, and in order to have an organ of maximum representation in which all the participating demarcations and fraternities are present, since 2012 the body called “Advisory Council” has been functioning.

The Advisory Council embodies the highest authority of the Itaka-Escolapios network, since it represents those who hold ultimate responsibility over the entity: the Order of the Pious Schools and its demarcations, and the Piarist Fraternities. It is the framework in which the most important decisions are made about the Network as a whole. However, since it is a broad space and difficult to convene, it has been meeting every three years or so. To date: May 2012, January 2015 and (in forecast) May 2018.

For the rest, by delegation of the Advisory Council and also of the Board of Trustees, there is an Executive Committee, a small team that fulfils the function of a permanent management body of both the Network and the Foundation. Likewise, there are also general and responsible teams in the field of the network in close connection with the Executive Committee.

III. Proposals for a new model

In view of the above, we note some elements in the organization that should be rethought and, if necessary, improved.

- The Board of Trustees, although its functions in principle refer to the Foundation, addresses reflections and makes decisions that are relevant to the Network as a whole. However, it has an important limitation in its composition: it only includes the representation of Spain, complemented with the broader representation that the Order and the General Fraternity provide. So far, it has been decided not to include trustees from other countries, due to the difficulty in attending meetings.
- The Advisory Council is a fundamental body, but due to its characteristics it can only be convened every certain number of years or in extraordinary circumstances. At some point, the possibility has been discussed of constituting a “permanent team” within in, representative of the entire Network but smaller, that could be convened more frequently for follow-up and promotion of the Itaka-Escolapios network.
- In the operational teams of the Network, such as the Executive Committee and the general teams, limitations are also perceived in terms of their composition and an increasing internationalization is sought in their vision and in the origin of their members.

Based on these findings, **the following advance elements are proposed:**

1. **Giving a new orientation to the Board of Trustees so that, while remaining formally the maximum governance of the Itaka-Escolapios Foundation, it will be a benchmark for the entire Network in terms of monitoring and globally driving Itaka-Escolapios. With this new orientation, the Board of Trustees will also become a permanent team of the Itaka-Escolapios Advisory Council.**

2. To this end, maintaining the current members and their titles, the composition of the Board of Trustees will be gradually expanded, to include some representatives of demarcations and fraternities of countries other than Spain (for example, reaching a Board of Trustees of 10 members instead of the current 7).
3. The Board of Trustees will be in charge of proposing new members and changes, after listening to the General Congregation and the General Fraternity Council, and will be ratified at each meeting of the Advisory Council. This is without prejudice to the necessary compliance with the statutory provisions and the corresponding formalities when appointing trustees by the founding entities.
4. Taking into account the new composition of the Board of Trustees, the format of the meetings will be rethought as necessary, maintaining the physical presence as the usual form of attendance, but at the same time admitting participation by videoconference. This is especially applicable for members not residing in Spain (it can also be considered that, on occasion, a meeting of the Board of Trustees takes place in a place different from Spain if the circumstances warrant it).
5. In addition, the internationalization of the general teams of the Network will continue, as well as the strengthening of the demarcational and local teams. Both are strategic lines and clear priorities in the development and consolidation of Itaka-Escolapios

IV. Network's teams, developing the proposal.

ADVISORY COUNCIL.

- *Representation of the General Congregation of the Order, the Council of the General Fraternity and of all the participating fraternities and demarcations (also open to other demarcations and fraternities interested).*
- *It meets on an ordinary basis every three years (in the middle and at the end of each six-year period of the Order), in a face-to-face meeting lasting several days.*
- *It approves the Strategic Plan, evaluates the general progress of the Network and makes major decisions on the main issues in the long term and on the conformation of the Board of Trustees.*

BOARD OF TRUSTEES.

- *Permanent team of the Advisory Council.*
- *It fulfils all the functions and formalities that the Spanish legislation assigns to the Board of Trustees of a foundation.*
- *It includes representatives of the General Congregation of the Order, the Council of the Fraternity and of several participating fraternities and demarcations (guaranteeing a certain geographical diversity: Europe, America, Africa, Asia...)*
- *It meets on an ordinary basis twice a year (at the beginning and in the middle of the calendar year). Possibility of participation by videoconference.*

- *It approves the annual plan, budgets and annual accounts of the Foundation, carries out the general monitoring of presences and projects, as well as the economy of the entire Network.*

EXECUTIVE COMMISSION.

- *Management team of the Network and the Foundation.*
- *Small number of members, with a high level of dedication to Itaka-Escolapios (seeking geographical diversity in its composition). It includes the President and the General Coordinator.*
- *It meets on an ordinary basis twice a month, by videoconference or in person when circumstances permit.*
- *It carries out continuous monitoring of presences and projects, taking ordinary executive decisions on matters of the Network and the Foundation.*
- *Depending on the topics to be discussed, members of the international team and general team coordinators can participate in its meetings.*

INTERNATIONAL TEAM OF THE NETWORK.

- *It is integrated by the Executive Committee, a representation of the Management team and the Resource Collection Team and all those responsible for Network contacts.*
- *It promotes and accompanies the development of Itaka-Escolapios in different countries.*
- *It meets quarterly, by videoconference or in person when circumstances permit.*

GENERAL TEAMS OF THE NETWORK.

- *By areas of work of the Network: **Volunteering, Awareness, Resources, Communication, Management, Training, Calasanz Movement.***
- *They meet according to the need, on an ordinary basis at least at the beginning and end of the year, to set the year's plan and to evaluate it.*
- *The Executive Committee meets with the coordinators of all teams, in the first quarter of the year, to share the plans of the year.*