

Meeting of the GCREAS' Board of Directors

Dominican Republic, 19 of February, 2010

Aide Memoire

I. Introduction

- 1.1 Immediately following the signing of the GCREAS *Charter Accord* that launched the Organization and constituted its Board of Directors on February 19, 2010, the members of the said Board held their first meeting in the Council Room of the Ministry of Higher Education, Science and Technology of the Dominican Republic (MESCyT), Santo Domingo, with all the principal directors in attendance.
- 1.2 The following Principal Directors (PD) and Alternate Directors (AD) were present: Yvonne Marshall and Garth Kiddoe, PDs Jamaica; Miguel Escala and Rafael Rodriguez, PDs Dominican Republic; Martín Candanedo and Carlos McLean, PDs Panama; Noel Brown, AD Jamaica; Rafael González and José Antonio Lomba, ADs Dominican Republic.
- 1.3 The Board had the following work agenda:
 1. *Election of BD's Executive Committee*
 2. *Discussion and approval of the internal By-laws*
 3. *Creation of the Accreditation Council*
 4. *Plan for implementing the system*
 - a. *Legal incorporation of GCREAS*
 - b. *Creation of Executive Directorate*
 - c. *System's operational budget and funding*
 - d. *Plan for the 1st Accreditation Cycle*
 - i. *Identification of programs that will participate in the pilot accreditation*
 - ii. *Identification /training of pair evaluators and mentors for pilot accreditations*
 - iii. *Funding for training visits (shadow visitors) with DAAD, USA & Canadian embassies, SENACYT, MESCyT*
 - iv. *Shadow visits*
 5. *Miscellaneous.*

2. Main issues discussed and conclusions

2.1. Election of BD's Executive Committee

- 2.1.1 Pursuant to the stipulations of Article 22 of the GCREAS By-laws, the Board undertook to elect the Board's *Executive Committee*, which, by unanimous accord was constituted as follows: Garth Kiddoe, *Chairman*; Martín Candanedo, *Vice-Chairman*; and Miguel Escala

BY-LAWS OF THE BOARD OF DIRECTORS
OF THE GREATER CARIBBEAN REGION ENGINEERING ACCREDITATION SYSTEM
(GCREAS)

- Article 1.** Pursuant to the stipulations of the GCREAS Charter Accord and By-laws, the *Board of Directors* (BD) will establish, modify and generally endeavor to keep updated and apply the present *By-laws of The Board of Directors*; the same that will regulate the operation of the BD in addition to the stipulations of articles 23, 24 and 25 of the GCREAS By-laws.
- Article 2.** The BD will select, from among its Principal Directors: (i) a Chairperson, who will exert the maximum legal representation of GCREAS and will preside over the BD operation; (ii) a Vice-chairperson, who will take up the functions of the Chairperson in his/her absence and/or by his/her previous instruction; and (iii) a Treasurer, who will oversee all matters concerning the GCREAS finances. GCREAS' Executive Director, referred to in numeral 5 of the agreements section of the Charter Accord, will be the Secretary of the BD, and in this capacity will respond and report directly to the Chairperson.
- Article 3.** The individuals elected to the posts of Chairperson, Vice-chairperson and Treasurer will always have to come from different member countries in the GCREAS Organization; and when the period of the Chairperson is over according to the present By-laws, he or she will be automatically replaced in the post by the individual occupying at the moment the post of Vice-chairperson of the Board of Directors.
- Article 4.** The BD will be able to meet validly when and if a quorum of directors, principal or alternate in substitution of the principal, are present at the meeting. A BD quorum can be confirmed if a simple majority of principal directors or alternate directors representing principal ones (half plus one) are in attendance. In case the Chairperson and Vice-chairperson are absent from a valid meeting, the directors in attendance will elect an *Ad Hoc* Chairman for that meeting.
- Article 5.** The BD will endeavor to arrive at its decisions by consensus or, if this is not possible, by simple majority of votes. If and when necessary, the individual legitimately exerting the role of Chairperson will have the right to a double vote, in order to break up any tied vote. Whenever an Alternate Director is present in a BD meeting, he or she will participate as an observer with right of speech but not to vote, unless that Alternate Director was representing an absent Principal Director.
- Article 6.** A valid BD meeting can take place with attendance in person, or via teleconferencing, and voting on Board resolutions can take place in person, via teleconferencing or via e-mail.
- Article 7.** The Chairperson, Vice-chairperson and Treasurer of the BD will stay in their posts for a two-year period, which is the time that, according to the GCREAS By-laws, will normally elapse between two BD ordinary meetings, and may be elected for a single, additional, not consecutive, 2-year period. For the post of Chairperson of the BD no individuals of the same nationality can be chosen for more than two consecutive periods. Therefore, the BD will endeavor to assign the role of Chairperson, when appropriate, on a rotational basis between the several GCREAS member countries. In case that an individual occupying one of the three posts is separated from the member organization he or she

Treasurer. It was also decided that for the time the GCREAS Project continues to operate, the Project Coordinator, Hugo Pirela, will act as GCREAS' Executive Director and Secretary of the Board of Directors, pursuant to article 22 of the By-laws.

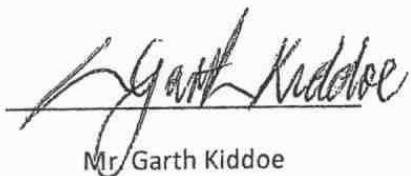
2.2. Discussion and approval of the internal By-laws

2.2.1 Based on a draft text submitted by the GCREAS Project's Coordinator and pursuant to article 24(i) of the GCREAS' By-laws, the Board undertook to discuss and approve its internal By-laws. After deliberations and several amendments to the original draft text, the Board of Directors By-laws were approved. (See final text attached to the present Aide Memoire)

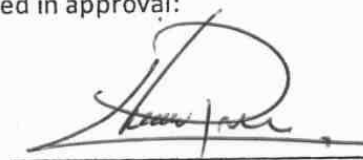
2.3. Adjournment

2.3.1 Given the absence of enough time to cover the rest of the points on the agenda, the Chairman decided to adjourn the Board meeting and instructed that those remaining points will be addressed when the meeting is re-convened at a point shortly after the present date.

With the authorization of the GCREAS Board of Directors, signed in approval:



Mr. Garth Kiddoe
Chairman



Dr. Hugo Pirela
Executive Director

Attachment: GCREAS' Board of Directors By-laws.

represents in GCREAS pursuant to the stipulations of article 23 of the GCREAS By-laws, the BD will immediately proceed to select a substitute person for the post.

Article 8. Independently of the Chairperson's nationality, the GCREAS BD meetings will take place on a rotational basis in each of the system's member countries, following a calendar previously agreed upon by the BD. The exception to this rule will take place when meetings adopt the modality of a teleconference. Each meeting will be convened on a date and based on a work agenda previously agreed, at least, two months in advance.

Article 9. In addition to its ordinary meetings, the GCREAS BD may convene at other times at the request of the Chairperson or of two of the Principal Directors, insofar as the summoning process complies with the stipulations of article 8 of these By-laws.

Article 10. In order to properly discharge the responsibilities and functions assigned to them in articles 22 and 24 of the GCREAS By-laws, the BD members will observe the following specific obligations:

- (i) Comply, and oversee the strict compliance, with what is stipulated in the GCREAS Charter Accord and By-laws, as well as in the policies, procedures and code of conduct adopted by the system;
- (ii) Collaborate to the best of their abilities, knowledge, and experience to achieve the maximum quality possible in the BD decisions and GCREAS operation;
- (iii) Attend the meetings to which they are summoned, according to the stipulations of articles 8 and 9 of these by-laws;
- (iv) Collect and faithfully represent the consensual opinions of their respective National Committees (NC) on the issues to be discussed in each of the ordinary or extraordinary BD meetings;
- (v) Actively share with all members of their respective NC the decisions adopted by the BD, and enforce compliance with its resolutions on matters of regulation, policies, procedure and code of conduct.

With the authorization of the Board Members, signs in approval:


Mr. Garth Kiddoe
Chairman