

MetaDocencia's Governance

Mission, Vision and Values

Our Mission

To advance innovation with a local perspective that responsibly builds scientific and technical capacities through the co-creation of networks, learning spaces, and accessible resources for Spanish-speaking communities.

Our Vision

We work to make the production, communication, and application of scientific and technical knowledge equitable globally.

Our Values

- Education
To contribute to the progress of society through community and individual learnings.
- Science and Research
To promote knowledge generation based on theory, reasoning, experience, and evidence.
- Community
To work for and with other people, putting collective interests upfront any individual interest.
- Integrity
To act following these values, building and sustaining trust, through openness and transparency (with attention to privacy), and by being accountable for our actions.
- Wellbeing
To treat other folks with kindness, empathy and respect. We seek to understand each other and prioritize mental and physical health, to maintain a healthy and safe work environment.
- Diversity
To recognize our differences from other people and respectfully welcome all differences.
- Inclusion

To open all doors for as many persons as possible, through universal accessibility to our resources and recognition for the work done.

- Autonomy

To act responsibly and according to individual, collective, or regional criteria.

- Versatility

To adapt our actions to the different situations that may arise.

Community Guidelines

Our community guidelines orient all activities and proposals developed by MetaDocencia. They were created collaboratively, taking into account our vision, mission and values.

People participating in MetaDocencia's activities accept, respect and encourage compliance with these community guidelines. We are committed to fostering an open, safe and friendly environment by sustaining restorative practices. The guidelines are available on our [website](#).

Scope. These Community Guidelines apply to all spaces related to MetaDocencia. This includes our email accounts, Slack, social networks, courses, workshops, discussions, our GitHub organization and all its repositories and any other media that is part of MetaDocencia.

Principles of Governance

MetaDocencia will be led by an Executive Team (ET) and an Advisory Committee (AC). These teams will lead MetaDocencia together with a Coordination Team and other teams responsible for specific tasks such as Accessibility, Teaching, Communication, Communities, Research, Impact Measurement, Infrastructure and Community Guidelines.

Executive Team

Composition. The Executive Team (ET) will be led by a Project Director (PD) and an Advisory Committee Chair (ACC). Both will assume the position of Co-Executive Director.

Functions. The ET will lead the executive work carried out by the PD and the ACC, who will jointly take strategic and operational decisions on a day-to-day basis according to the guidelines proposed by the AC. If they do not follow these guidelines by November 2023, they must justify the reasons for not doing so (go to section [On the nature of the AC's decisions](#)).

Meetings. The ET will meet weekly and will act according to the agenda of the day prepared by PD and/or ACC.

Decision making. Decisions will be taken by agreement between both members. In case of irreconcilable differences within the ET, an extraordinary meeting of the AC will be called, who will recommend the course of action to be taken.

Renewal. The renewal of PD will be as decided by the AC. ACC renewal is detailed in the section [AC: Composition](#).

Project Director

These are the functions and responsibilities of the person who leads the project:

- A. Lead the ET.
- B. Officiate as PD for MetaDocencia's fiscal sponsorships.
- C. Represent MetaDocencia internally and externally.
- D. Execute and supervise the execution of all of MetaDocencia's regular tasks according to its vision, mission and values.
- E. Propose and implement strategies that guarantee the subsistence of the organization in the medium and long term.
- F. And all the functions that may arise as necessary to carry out the mission of MetaDocencia.

Advisory Committee

Composition. The Advisory Committee is composed of a minimum of five people. 49% of its members (two people in the case of five members) will receive periodic payments with funds managed by MetaDocencia. The remaining 51% (three people in the case of five members) will be aligned with the values of the organization and will not receive periodic payments from MetaDocencia. At least 60% (three or more people in the case of five members) of the members of the AC must be of Latin American origin. In addition, the composition of the AC will include people with diverse characteristics to make MetaDocencia a richer and more representative space. The number of members may be increased in each revision of the MetaDocencia Governance.

The Advisory Committee will be led by a Chair/President (ACC). The ACC will be one of the persons of the AC who receive periodic payments with funds managed by MetaDocencia. It will be elected by consensus among the persons that comprise the AC. In case of temporary absence of the ACC at the AC meetings, the AC may be led by the other person on the board who belongs to the MetaDocencia internal team. In case of vacancy of the position, the AC shall

appoint an interim ACC to assume the functions of the ACC until a new ACC is appointed. The ACC shall be part of the Executive Team.

Election of members. One month prior to the renewal of the members of the AC, PD and ACC will open an internal call for applications from the MetaDocencia team that will remain open for ten working days. At the end of the period, the PD and the AC will nominate between six and ten people to fill the available positions. For the final election, the entire team of active MetaDocencia collaborators, including PD and ACC, will choose the five people they consider best to form the new AC, according to the characteristics detailed in the section [AC: Composition](#). The new AC will be made up of the two paid members of MetaDocencia and the three external members who obtain the most votes. In the event of a tie, ACC will break the tie. In cases where it is not necessary to renew the entire ACC, the available positions will be open for election using this same procedure.

Office Terms. ACC and *ad honorem* members of the AC are elected for two-year terms, subject to annual review of their mandates, and eligible for another term/other terms. They will be eligible for re-election. The position of the other AC member who receives periodic retributions from MetaDocencia shall be a one-year term. They may be reelected only if there are no other nominations for the same position during internal call nominations.

Active participation. A person is considered to be actively participating in the AC if he/she was present in at least 75% of the annual meetings. It is intended and expected that each member of the AC will notify the ACC, via Slack or other institutional channel, if circumstances do not allow them to meet the minimum required dedication (approximately two hours per month) to vote and/or carry out the tasks at any time during the year. ACC will keep a record open to the rest of the AC of absent and/or inactive persons.

Absence or inactivity of members. Absence or inactivity is defined as missing more than one of the scheduled meetings. Exceptions to this definition may be contemplated for absences due to force majeure. In case of prolonged inactivity, inability or resignation of any member of the AC, the position shall be considered vacant and an extraordinary meeting shall be called to propose new profiles to complete the office term.

Meetings

Quorum. The meetings of the AC shall require the presence of one-half plus one of the active members. In addition, at least one person paid by MetaDocencia must be present before a CA meeting takes place.

Character and frequency. The AC shall convene in regular meetings and shall have the possibility of scheduling extraordinary meetings.

- **Regular meetings.** Regular meetings of the AC will be quarterly, agreed upon at the beginning of each year and at rotating schedules to benefit participation of MetaDocencia's team. Between regular meetings, the ACC will share a monthly asynchronous report to keep the AC up to date on the work done.
- **Extraordinary meetings.** An extraordinary meeting will be called when decided by the ACC or upon request of two of its members. Summons will be made through the available institutional channels, at least five and no more than ten working days in advance and considering the time availability of the majority of the members of the CA.

Modality. CA meetings will be virtual (or hybrid if possible) and synchronous, with asynchronous work to complete any activities that could not be undertaken synchronously. Meetings will have English-Spanish interpretation when necessary.

Transparency and publicity of the meetings. To implement the values of Integrity and Community, AC meeting agendas will be accessible by all members of the internal MetaDocencia team to consult and add items to, with prior notice to the ACC. Team members will be able to participate with voice but not vote.

In addition, AC meeting recordings and notes will be shared with the internal MetaDocencia team. Quarterly reports that prepared and submitted by the ACC to the AC will also be published on MetaDocencia's #consejo-asesor Slack channel to which the entire internal team will have access. An annual activity memoir will be prepared. Whenever meeting minutes and memos are shared openly, sensitive data privacy and protection must be taken into account.

Synthesis

AC meetings:

- will be **virtual and synchronous**, with asynchronous tasks if further work is needed.
- will be **open** to the MetaDocencia team, who will be able to add topics to the agenda and participate with voice but no vote.
- will be **recorded** and will be of public access for MetaDocencia's team.
- will have English-Spanish **interpretation** when necessary.
- will require the presence of **half plus one of the active members of the AC. At least one person who receives periodic payments with funds managed by MetaDocencia must be present.**

Voting

Agenda. Each meeting will have an agenda with the topics to be addressed, elaborated by ACC. The first version of this agenda will be shared through an exclusive channel for AC topics in the MetaDocencia Slack at least one week before each meeting and may be updated until the

previous day. Each member of the MetaDocencia internal team will be able to add topics or issues that they consider appropriate to be addressed collectively.

Voting modalities. In order to encourage the voice and vote of those who actively participate in the AC, two voting modalities will be enabled, one synchronous and the other asynchronous.

Informed voting. In order to encourage informed voting, the AC is committed to address the items by listening to all voices, considering both arguments for and against, in both voting modalities.

Types of voting. In the case of each proposal subject to debate, each active member may make a statement, indicating name and surname (roll call vote) and according to the times set for each modality: whether they "Agrees", "Disagrees" or "Abstains" from the initiative presented. In case of abstention, they must justify the reasons in the register provided in order to help us improve the decision-making process.

Procedure

1. **Synchronous mode.** After the discussion and exchange of different points of view, the topic is voted on. The person coordinating the meeting repeats and clarifies orally what is to be voted on, in order to encourage informed voting and allow everyone to know what is being voted on.

Recording and counting of votes. Then, the vote is recorded in a collaborative document specially enabled to do so in an open and reusable format ([Voting record that we use in MetaDocencia](#)), in which each person will have individual access to write their vote.

In case any person is unable for any reason to use that channel, the person who counts the votes will ask them to make a statement in some way and will facilitate their registration. This figure assists the person coordinating the meeting, accompanies the voting process, facilitates registration and promotes voting accessibility. Operationally, it replicates the instructions in the collaborative document and/or chat integrated in the video conference system.

2. **Asynchronous mode.** Voting is done in the same collaborative document specially enabled to do so (see [Voting: Recording and counting of votes](#)). It is explicitly announced in the Slack channel #consejo-asesor of MetaDocencia:
 - initiatives subject to voting
 - options for each initiative
 - deadline date and time for voting
 - link to the form for each person to register his or her vote.

Each person will have to vote whether they "Agree" or "Disagree" with each option or "Abstain" from voting on the initiative. Voting will close no more than 5 business days from the notification on the channel #consejo-asesor.

AC's decision making. Decisions must be approved by the affirmative vote of at least two thirds of those members who actively participate in the AC and must also include the affirmative vote of at least one of the persons of the AC who receive periodic retributions from MetaDocencia.

Tied votes. In the event of tied alternatives, the ACC's vote shall determine the winner. If this person abstains or is disqualified from voting because they do not have an active participation (see [AC: Active Participation](#)), the remaining paid person of the AC shall have the duty to resolve the issue with their vote between the tied alternatives.

Red flags. As a remedy in exceptional situations, PD or active AC members can activate this mechanism when they consider that the issues addressed or submitted to vote do not or may not comply with MetaDocencia's values. To do so, they can manifest themselves via Slack within 5 working days and the issue must be discussed again asynchronously or in an extraordinary meeting.

Recording and publicity of voting. The votes cast in both synchronous and asynchronous meetings will be open to the MetaDocencia team and will be documented in an internal and collaborative record enabled for this purpose, whose format was agreed upon by the MetaDocencia Governance team ([Voting record that we use in MetaDocencia](#)).

On the nature of AC decisions

- **First iteration.** AC decisions will be non-binding between December 1, 2022 and November 30, 2023, except for the functions mandated by the fiscal agreement (see items A and B in the section [Duties and functions of the Advisory Committee](#)). The Executive Team's commitment is to follow the recommendations of the AC. When the ET does not follow these guidelines, it should justify and document its reasons.
- **Next iterations.** The text in the previous item will be reviewed and, depending on the AC performance during its first term, the nature of the AC decisions may be modified to binding, with the commitment to move towards a more democratic and representative governance, increasingly reflective of MetaDocencia's values.

Duties and functions of the Advisory Committee

- A. Sign fiscal sponsorship agreements and any other documentation that may arise in the future and is necessary for MetaDocencia's operations.
- B. Hire, supervise, and terminate the PD mandate. Examples for the PD termination

include, but are not limited to: voluntary resignation, permanent disability that prevents them from holding the position (according to a medical certificate), abandonment of the position (verified by the ACC, with AC validation), or incurring in serious misconduct and/or conflict of interest that may affect MetaDocencia.

- C. Ratify, know, comply with, and enforce these internal regulations.
- D. Build general policies to set limits to the action of the MetaDocencia DT. For example, policies on conflict of interest, salary scales, transparency, and accountability.
- E. Validate the ACC.
- F. Suggest new members for the AC.
- G. Promote the orderly onboarding and offboarding of AC members.
- H. Guide and supervise the PD.
- I. Resolve conflictive or emerging issues by advising the DT.
- J. Provide feedback on activities and their alignment with MetaDocencia's mission, vision, and values.
- K. Contribute to the national, regional, and international positioning of MetaDocencia.
- L. Evaluate the performance of the Coordination Team and its strategic orientation according to the vision, mission, and values.
- M. Nurture and approve the annual work plan and budget.
- N. Represent MetaDocencia at different venues (for example, events, meetings, decision-making tables) to be determined by MetaDocencia's strategic planning.
- O. Provide support for economic sustainability by recommending participation in funding opportunities and building links with other communities.
- P. Delegate executive functions to the PD.
- Q. And all the functions that the AC considers necessary to advance the work and the mission of MetaDocencia.

Advisory Committee Chair (ACC).

These are additional functions and responsibilities of the Advisory Committee Chair:

- A. Be one of the members of the Executive Team.
- B. Organize the AC's meetings and be responsible for its operations.
- C. Supervise the PD weekly.
- D. Represent MetaDocencia.
- E. Authorize the PD's expenses and resources, not allowing funds to be used for goods or services unrelated to the development of MetaDocencia.
- F. Prepare monthly and quarterly reports for the AC.
- G. Prepare, with the support of the MetaDocencia Coordination Team, an annual report, the balance sheet and the account of expenses and resources. These documents will be reviewed and approved by the Executive Team. They will then be presented to the AC.
- H. And all functions that may arise as necessary to carry out MetaDocencia's mission.

Review of this governance and next iteration

The AC will review this document in depth in November 2023 based on lessons learned during its operation between December 2022 and October 2023. In agreement with subsection D of the section [Duties and functions of the Advisory Committee](#), the AC may add operating policies to this governance during that period. If any part of this document impedes the operation of the AC, minimal and strictly necessary modifications are acceptable.

Annex

Election of the members of the Advisory Committee. First iteration.

The first iteration carried out in November 2022 required the expansion and renewal of the AC members. Thus, the following changes happened:

- We added one active MetaDocencia team member
- We had to reelect, renew, or replace the two AC *ad honorem* members in functions until November 2022
- We chose a third AC *ad honorem* member in compliance with the AC required characteristics.

To carry out this foundational changes, the MetaDocencia Governance team decided:

- **To incorporate an active MetaDocencia team member to the AC**, the PD and the ACC opened a call to receive applications from the whole active MetaDocencia team to fulfill this new AC position. The elected person out of 4 applications was Laura Ascenzi.
- **To renew, re-elect, or replace current individuals and add one external member**, ED and ACC recommended three individuals that were validated by the Governance team: Malvika Sharan (re-elected), Eunice Mercado-Lara, and Emmanuel Iarussi.
- **In both cases**, ED and ACC studied the available options to form the new AC and communicated MetaDocencia's new AC to the Governance team two weeks before the start of its functions (December 1, 2022). Any person from the MetaDocencia governance team had the right to veto, requested via DP and CCA, and with the endorsement of two people from the team. There were no vetoes. The new AC was approved by 7 out of the 10 Governance members, all the persons present the day when this process was due.