

2.0 Board Policies and Procedures

2.1 Governance Model

The Board has adopted the "Governance as Leadership" Model of operating. This governance model dictates that the Board will operate in three modes: fiduciary responsibility (ensure the non-profit remains faithful to its mission while being accountable for performance and compliant with laws); strategic (set the organizational priorities and employ resources accordingly) and generative (the Board members engage in thought leadership, bringing wisdom and insight to critical issues)¹

2.2 Board Responsibilities

Consistent with the ASAG by-laws and AISG, Inc Constitution, primary responsibilities of the Board include, but are not limited to, hiring and retaining a qualified school director, formulating strategic policies for the school, review and approve budget plan and provide oversight to the final accounting of revenue and expenditure, determine the remuneration to the Director of School, amend the school constitution and other duties as laid out in the school constitution

The Board sets strategic policy and focuses on long range and strategic issues and does not become involved directly in specific management, personnel, or curricular issues.

2.3 Individual Board Member Responsibilities

Individual Board members have no authority over the school as individuals. Individual Board members agree to:

- Actively support and promotes the schools mission, vision, strategic goals and policy positions;
- Become knowledgeable about the school's mission, goals and represents them appropriately and accurately within the community;
- Stay fully informed about current operations and issues by attending meetings regularly and being well prepared for discussion topics;
- Separate the interests of the school from the specific needs of a particular child or constituency;
- Accept and support Board decisions. Once a decision has been made, the Board speaks with one voice;
- Keep all Board deliberations confidential;
- Guard against all conflicts of interest, whether personal or business related by disclosing potential or perceived conflict of interests and abstaining from any votes in which an

¹ *Governance as Leadership*, Cathy Trower

actual or perceived conflict of interest is apparent;

- Support the school and its head and to demonstrate that within the community;
- Adhere to the Code of Conduct as outlined in Appendix A;
- Exercise Duties of Care, Loyalty and Obedience;

2.4 Board and School Director Linkage

Governance as leadership philosophy regards the Board,s work as shared work with the Director; the Board,s work requires a true partnership between the Director and the Board. As with any partnership, below are guidelines for a constructive partnership.

2.4.1 Board's Role

- The Board Chair will be the Board,s official conduit of communication to the School Director;
- The Board,s sole official connection to the operational organization, its achievements, and conduct will be through the School Director;
- Maintain a cooperative and effective working relationship with the School Director;
- Maintain and develop a clear, written description of the duties and responsibilities of the School Director;
- Maintain a written procedure on the annual evaluation of the School Director, which will include an established timeline for implementing all elements of the School Director,s evaluation;
- Work together with the School Director to achieve annual Board goals;
- Adopt a policy of Unity of Control whereby only decisions made by the Board acting corporately will be binding on the School Director.

2.4.2 School Director's Role

- Lead the operational organization and keep the Board informed of the School,s work;
- Formulate operational strategies to address areas of concern and enhance areas of opportunity, and keep the Board informed of their work via an information dashBoard and other agreed upon updates;
- Work together with the Board to achieve annual Board goals;
- Maintain a cooperative and effective working relationship with the Board;
- Adhere to duties as laid out in the School Director,s contract.

2.5 Board Practices

2.5.1 Annual Board Goals

- Together with the Director, the Board will establish annual goals for the next school year at the Board Retreat in June;
- Annual goals will be approved no later than the September Board meeting;
- Annual goals will be shared with the ASAG at the October Parent Association Meeting; progress on annual goals will be shared with the ASAG at the May Parent Association Meeting;
- The Board will evaluate itself against these annual goals as part of the Board evaluation process.

2.5.2 Committees and Task Forces

- The Board will maintain two standing committees: Finance Committee and Governance Committee;
- The Board may create additional task forces, as needed, to accomplish annual goals (i.e., Elections Task Force in elections years, Master Planning, etc.);
- Staffing of the committees is consistent per the ASAG By Laws;
- All committees and task forces must be identified no later than the second Board meeting;
- Committees chairs or their designee must document all committee meetings within one (1) week of the committee meeting and submit minutes approved by all members present to the upcoming Board meeting for Board files (also see Section 2.54 Minutes).

2.5.3 Training

- Each member of the Board will be expected to participate in Board development programs in accordance with the Board's adopted practice. These include but are not limited to Board Retreats, conferences and recommended reading;
- Each new Board member shall receive and acknowledge receipt of a copy of the school Association By-laws, School Constitution and Policy Manual, promptly upon being appointed or elected to the Board;
- Each new Board member shall receive a copy of the school budget promptly upon being appointed or elected to the Board.

2.5.4 Meeting Minutes

Official Board meetings and Board actions:

- Official Board meetings and official Board actions will be documented by the Board

Secretary or their designee;

- Draft minutes of meetings and official Board actions should be distributed to meeting participants within one (1) week of the meeting and/or Board action;
- Minutes will be finalized and certified after full Board approval;
- All minutes will be saved via hard copy and electronically once fully approved and certified.

Board Committees

- Draft minutes of committee meetings must be distributed to meeting participants within one (1) week of the committee meeting;
- Final committee meeting minutes should be included as part of the official Board meeting.

ASAG Parent Association

- ASAG Parent Association meeting minutes will be documented by the Board Secretary or their designee;

2.5.5 Board Meetings

- The Board will maintain an up-to-date Board calendar; the calendar will be published to our website;
- A calendar of regularly scheduled Board meetings must be approved by the August Board meeting;
- Special meetings can be called in accordance with ASAG By Laws; special meetings are defined as Board meetings that are not on the calendar of regularly schedule Board meetings;
- Phone or video conference participation is allowed in accordance with ASAG By Laws;
- Meeting agendas are developed jointly by the School Director and Board Chair and may be supported by one additional Board member at either's request;
- Outside individuals (advisors, senior staff, consultants) may be invited to meetings dictated by the agenda;
- Executive sessions may be called by the Board Chair or their designee to discuss sensitive topics related to the generative, fiduciary or strategic work of the Board; executive sessions are defined as Board meetings excluding the School Director.

2.5.6 Board Retreats

- The Board will conduct two retreats annual, one in August and one in June;

- The retreat objectives will be approved by the full Board. Topics should include areas identified on the Board self-improvement, member orientation, training and annual goal planning.

2.5.7 Board Evaluation

- The Board will conduct an Annual Board Evaluation;
- The Board will approve annual goals no later than the first Board Meeting as input to the Annual Board Evaluation approved by the Board;
- Results and action items associated with the Board Evaluation will be addressed at the June Board Retreat.

2.5.8 School Director Evaluation

- The Board, in partnership with the School Director, will conduct an Annual Board Evaluation;
- The Board and School Director approve annual goals no later than the first Board Meeting as input to the Annual Review process approved by the Board;
- The Board will conduct an informal mid-year review no later than the January Board meeting and a final review by the May Board meeting. The Board chair will provide the final written summary, with input from the full Board;
- Any changes to the School Director Evaluation will come with mutual agreement between the Board and the School Director.

2.5.9 Communication to the Community

- The Board will maintain regular communication with the community, with the support of the School's Marketing and Communications Department, via the School Director;
- All Board Communication will come from the Board Chair, unless otherwise designated;
- Communication from the Board will be at a minimum quarterly, with additional updates to the community distributed as needed.

2.5.10 Board Officer Transition

- The Board will maintain four officers, Board Chair, Vice Chair, Treasurer and Secretary, per By-Law X of the ASAG By-Laws;
- When a new officer is elected, at least one, in-person transition meeting must occur within two weeks of the election.

2.5.11 Insurance

- The Board will carry the School Director's and Operators Insurance; the policy will be provided at the first Board Meeting.

2.5.12 Contracts

- The Board can enter into contracts only with full Board approval;
- A review of all contracts entered into by the Board must be reviewed and approved via an official Board vote;
- The Board Chair is the official signor on all Board-related contracts.

2.5.13 Expenses

- Board members may be reimbursed for reasonable expenses incurred while acting as a Board member, only with prior approval of the expense and receipts submitted.

2.5.14 Board Governance Policy Development

- Changes to this Board Governance Policy Manual may be made only by formal, majority approval at a Board meeting;
- Changes to the Board Governance Policy Manual will be tracked via changes form maintained as an official part of this document.

2.5.15 Board Assistant

- The Board will retain a Board Assistant who will be an employee of the School;
- The Board Assistant will perform such duties as shall be assigned to him/her by the directors.

3.0 Strategic Policies

The Board of Directors of the American International School of Guangzhou (the "Board") has adopted the following strategic policies for the American International School of Guangzhou ("AISG" or the "School"):

3.1 International and local faculty and staff members shall be recruited and retained who consistently support, promote, and apply the mission of the School.

In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

1. Performance standards and a process for appraising faculty and staff;
2. Compensation planning to ensure that salaries and benefits are competitive with benchmark schools;
3. An effective professional development program that supports the School-wide Strategic Plan;
4. An effective plan for conducting perception surveys of key stakeholder groups.

3.2 The educational program shall be designed, reviewed, and assessed to promote high achievement for all AISG students within the parameters of the School's mission and in reflection of an American-Style education internationally enriched by an international perspective.

In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

1. A challenging, engaging, and coherent written curriculum that addresses the needs of all learners;
2. A comprehensive plan for assessing student learning as an integral part of the educational program;
3. Approaches to learning reflect a thorough understanding of the learning process, and an emphasis on nurturing the whole child to be future-ready;
4. Admissions policies and procedures that accept students without discrimination on the basis of sex, religion, race, or nationality;
5. Admissions policies and procedures that evaluate the potential of an applicant to benefit from the educational services available at AISG and our capacity to meet the educational needs of the applicant;

6. Maintenance of our accredited status with the Western Association of Schools and Colleges accrediting agency.

3.3 The School's learning environment shall be safe, secure, healthy, and supportive of the mission

In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

1. Compliance with best practice guidelines for a comprehensive approach to Child Protection;
2. A Statement of Community outlining the expectations appropriate for constructive members of the AISG Community;
3. Divisional documentation outlining developmentally appropriate behavior guidelines for students;
4. Directives that the School shall be smoke-free.

3.4 Financial planning and resource allocation procedures shall be adequate to ensure the long- and short-term financial security of the School.

In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

1. Processes for presenting financial statements in accordance with US Financial Reporting Standards and for other reporting needs;
2. Auditing of financial statements of AISG Inc. and affiliates by an independent firm on an annual basis;
3. Provision (s) for the Board to approve the annual budget for the School;
4. Ensure AISG maintains emergency reserves equal to 25% of anticipated budget expenses;
5. Investment Policy;
6. Long-term Financial Planning

3.5 Strategic goals for the long-term development of the School shall be established through the WASC Accreditation Self-Study process, and periodically reviewed by the Board in collaboration with the Administration.

In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

1. Process to annually review AISG's strategic goals;
2. Maintenance of a data dashboard;
3. Maintenance of appropriate, annual risk management processes.

3.6 Communication and development programs shall support the mission and be consistent with the School's vision and collective commitments.

In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

1. Effective communication of the School's mission, vision, and collective commitments;
2. Establishment and operation of an Annual Fund and other fundraising vehicles as needed to provide for program enhancement;
3. Maintenance of an up-to-date marketing plan to continue to attract quality faculty, staff, and families to the school community and relevant external stakeholders.

4.0 Board Code of Conduct

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members. Accordingly:

1. Members must represent un-conflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services;
2. Members must avoid conflict of interest with respect to their fiduciary responsibility:
 - A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information;
 - B. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest that member shall abstain herself or himself without comment from not only the vote, but also from the deliberation;
 - C. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign;
 - D. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict;
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies:
 - A. Members' interaction with the Director or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized;
 - B. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions;
 - C. Members will give no consequence or voice to individual judgments of Head or staff performance;
4. Members will respect the confidentiality appropriate to issues of a sensitive nature.