

The business and affairs of Washington International School, Inc. (the “*School*”) shall be managed by or under the direction of its Board of Trustees (the “*Board*”) in accordance with District of Columbia law. In performing his or her duties, the primary responsibility of each Trustee is to act in good faith and in a manner that the Trustee reasonably believes to be in the best interests of the School. The Board has developed specific expectations of Trustees to promote the discharge of this responsibility and the efficient conduct of the Board’s business.

EXPECTATIONS

The Board’s expectations of Trustees are informed by Principles of Best Practice published by the National Association of Independent Schools. The Board welcomes vigorous debate and strives for efficiency and consensus whenever possible. In the absence of consensus, the Chair’s discretion shall prevail regarding Board procedure and deliberations, including such matters as the length of debate on a question, the order in which motions are offered, the manner in which they are considered, etc. The Chair may, but shall not be required, to use or consult *Robert’s Rules of Order, Newly Revised* for Board discussion and deliberation.

1. **Commitment and Attendance.** All Trustees should make every effort to attend and be well-prepared for all meetings of the Board.
2. **Participation in Meetings.** Each Trustee should be sufficiently informed about the School’s history, goals, current operations and concerns, including its financial statements, and the risks and competition it faces. Trustees should review the materials provided by the School’s administration and advisors in advance of the meetings of the Board and should arrive prepared to discuss the issues presented. Trustees are expected to comport themselves in a civil and respectful manner that is consistent with the WIS Core Values. Trustees should focus on generative and strategic thinking and planning, and refrain from involvement in management or operational matters.
3. **Support of Leadership.** Trustees should actively and demonstratively support the Head of School and all final decisions of the Board. Trustees should bring concerns about potential problems to the attention of the Head of School or to the Chair.
4. **Loyalty and Ethics.** Trustees owe a duty of loyalty to the School. This duty of loyalty mandates that the best interests of the School take precedence over any other interests possessed by a Trustee. Any conflicts or potential conflicts must be disclosed by a Trustee prior to discussion of a matter or as soon as such Trustee learns that there may be a conflict or potential conflict in accordance with the *separate Conflict of Interest Policy*.
5. **Contact with Other Constituencies.** It is important that the School speak to its community and to the broader world with a single voice and that the Head (or Chair, where appropriate) serve as the primary spokesperson. *See separate Communications Policy*.

6. **Confidentiality.** The proceedings and deliberations of the Board are confidential. Each Trustee shall maintain in perpetuity the confidentiality of information received in connection with their service on the Board, and entrusted to them by the School or its constituents, except when disclosure is legally mandated and authorized. [*See separate Confidentiality Policy.*]
7. **Corporate opportunities.** Employees, officers and Trustees are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position that would otherwise be appropriate or of interest to the School; (b) using corporate property, information, or position for personal gain; and (c) competing with the School. Employees, officers and Trustees owe a duty to the School to advance its legitimate business interests.

EVALUATING BOARD PERFORMANCE

The Board conducts a self-evaluation at least annually to determine the effectiveness of its functioning and areas for improvement. The Board should periodically consider the mix of skills and experience that Trustees bring to the Board to assess whether the Board has the necessary tools to perform its duties effectively.

MAINTAINING TAX-EXEMPT STATUS

The Board conducts a periodic review to ensure that the School does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the School's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

ACCOUNTING CONTROLS

U.S. securities laws require public companies to maintain internal controls in relation to accounting or financial reporting and mandate that an independent auditor issue an audit report on these controls in conjunction with an annual audit of the financial statements. Although these legal requirements do not apply to the School, the School strives to maintain the highest standards of internal controls, including:

- The maintenance of records that accurately, fairly and in reasonable detail reflect transactions and dispositions of assets;
- Reasonable assurances that transactions are recorded so as to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures are made only in accordance with Administration authorization; and
- Reasonable assurances regarding prevention or detection of unauthorized acquisition, use or disposition of the School's assets.

RELIANCE ON ADMINISTRATION AND OUTSIDE ADVICE

In performing its duties, the Board is entitled to rely on the advice, reports and opinions of counsel, accountants, auditors, other expert advisors and the School administration. The Board shall have the authority to retain and approve the fees and retention terms of its outside advisors.