

American School Association of Guangzhou

Board of Directors Board Governance Policies

As of May 2022

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1.0. ORGANIZATION

1.1 AISG Mission

AISG is a compassionate community providing inclusive pathways to empower all learners to make a positive impact.

1.2 AISG Vision

AISG will set the standard in creating unique, transformative learning journeys that will forge a globally connected community.

1.3 Collective Commitments

- We will take an active role in evidence-based collective inquiry - seeking, sharing, and implementing the most promising practices to optimize learning.
- We will embrace change.
- We will embrace innovation, leveraging technology to support student learning.
- We will empower students to take ownership over their learning through exploration and authentic application.
- We will take responsibility for student learning, and use evidence of student learning to inform and improve practice, and to ensure higher levels of learning for all individuals.
- We will be open, solutions-oriented, positive contributing members of our teams.
- We will nurture a growth mindset and challenge students to reach their potential.
- We will allow opportunities for student voice in their learning.
- We will foster positive relationships within and across communities

1.4 Expected Schoolwide Learning Results (ESLRs)

In addition to meeting the curricular standards (subject area knowledge, skills and understandings), and in keeping with the school's Mission, AISG students are expected to:

Standard 1: Learn with Enthusiasm, Self-Direction and Perseverance

Standard 2: Communicate and Collaborate Effectively

Standard 3: Think Critically and Creatively to Solve Problems

Standard 4: Demonstrate Global Understanding and Citizenship

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 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;

¹ *Governance as Leadership, Cathy Trower*

2.4 Board-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 Director
- The board's sole official connection to the operational organization, its achievements, and conduct will be through the Director.
- Maintain a cooperative and effective working relationship with the Director
- Maintain and develop a clear, written description of the duties and responsibilities of the Director.
- Maintain a written procedure on the annual evaluation of the Director, which will include an established timeline for implementing all elements of the Director's evaluation
- Work together with the 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 Director.

2.4.2 Director's Role

- Lead the operational organization and keep the Board informed of their 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 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 set up five standing committees: Finance Committee, Governance Committee, Election Committee, Director Development Committee, and Executive Committee
- The board may create additional task forces, as needed, to accomplish annual goals (i.e., Fund Raising Task Force, 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 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.
- A public version of these minutes will be made available for ASAG members within 2 weeks after the board meeting.
- All minutes will be saved 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.
- A public version of these minutes will be made available for ASAG members within 2 weeks after the board meeting.

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 Director Evaluation

- Formally evaluating the school director's performance is a critical function of the AISG School Board. The evaluation process is developed based on the AISG Director Contract. The Director evaluation is a critical process to assess the accomplishments and accelerate the professional development of the school director.
- The Performance evaluation includes 3 parts:
 - School Dashboard measurements
 - Completion of Director's goals
 - Association of international schools Head Evaluation (AISH)
- Approach: Mid-Year Review (December) + Annual Evaluation (June)

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 transition meeting must occur prior to the effective of the term. Governance Committee will facilitate the Board officer transition and provide needed transition materials.

2.5.11 Insurance

- The board will carry 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 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”) and the School leadership team should adopt the strategic policies to support the Strategic Framework for the American International School of Guangzhou (“AISG” or the “School”)

3.1. Strategic Framework Priorities and the focus of the strategic policies to support the Framework

 <p>School Improvement</p> <p><i>AISG will be a hub of education offering a learning environment that provides a transformative experience through its innovative programs, methods, and spaces, empowering students with the knowledge, skills, and character strengths necessary to be positively impactful global citizens striving to excel educationally and personally.</i></p> <p>Strategic Policies Will Focus On:</p> <ul style="list-style-type: none"> • Programming - unique, inclusive, experiential, transformational • People - talent acquisition/retention, career path, leadership development • Plant - pedagogy and innovative mission-focused facilities • Resources - financing, investing 	 <p>Expansion</p> <p><i>AISG will increase its influence through the physical expansion of its programming, leveraging its expertise to increase accessibility to a diverse population of students within Guangzhou and beyond.</i></p> <p>Strategic Policies Will Focus On:</p> <ul style="list-style-type: none"> • Programming - reach and scope, expertise, educational needs • People - strategic partnerships, recruit world-class talent • Plant - new locations, branch campus expansion • Resources – land, government relations, funding
 <p>Corporate Social Responsibility</p> <p><i>AISG will be a leading center of international education, recognized locally, regionally, and globally as a thought leader in curriculum, teaching and learning, and student experience.</i></p> <p>Strategic Policies Will Focus On:</p> <ul style="list-style-type: none"> • Programming - global citizen, learning experiences, positive impact • People - local, regional and international partnerships • Plant - established networks and foundations • Resources - relationships, aligned aspirations and passion 	 <p>Training & Consulting</p> <p><i>AISG will develop and leverage partnerships with businesses, educational institutions, alumni(ae) and non-profit organizations to create a service program that enriches the AISG community and establishes the school as a leading "Corporate citizen" in Guangzhou and beyond.</i></p> <p>Strategic Policies Will Focus On:</p> <ul style="list-style-type: none"> • Programming - center of expertise, collaborate, deeper knowledge • People - experts, consulting, extension of competencies, strategic partners • Plant - training center, onsite visits • Resources - financial

3.2. List of the Strategic Policies

3.2.1. Strategic Policies that are Responsible by the Board:

Governance and Standard - support the mission and vision of the school, and ensure our operation is consistent with the School vision and collective commitments. These policies are owned by the Board with support by the school director. The policies and procedures include, but are not limited to:

- Vision, Mission, Core Values, Institutional Commitments, and Strategic Framework
- AISG Governance Structure
- AISG In Bylaws
- AISG Board Governance Policies
- AISG WFOE Articles of Association
- Board Code of Conduct

3.2.2. Strategic Policies that are Responsible by the School Director and Leadership Team:

Finance and Operation - ensure the long-term and short-term financial security of the School. These policies are owned by School DFO. In support of this strategic matter, AISG will maintain policies and procedures that include, but are not limited to:

- Fiscal Management Control Procedure
- Financial and Budgetary Control and Approval Procedure
- Annual Budget Planning Procedure
- Audit Procedure
- Funds and Investment Policy
- Long-term Financial Planning

Division and Curriculum - 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, vision, and in reflection of our values. These procedures and policies are owned by the School Deputy Director. In support of this strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- School Calendar Policy and Process
- Assessment Policy
- Curriculum Review Guide
- Student Support Guide
- Anti- Bullying Policy; Inclusion Policy

Admission - Policies and procedures that evaluate the potential of an applicant and accept students without discrimination on the basis of sex, religion, race, or nationality. These procedures and policies are owned by the School Director of Admissions. In support of this strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Student Application Review and Placement Procedure
- Admissions Contracts
- Tuition Fee Policy and Tuition Fee Payment Procedure
- Re-enrollment Procedure
- Student Withdraw Policy and Procedure
- Parent Conduct Policy
- Student Intake Prioritization Policy

Human Resources - International and local faculty and staff members shall be recruited and retained who consistently support, promote, and apply the vision and mission of the School. These procedures and policies are owned by the School Director of Human Resources. In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Faculty, Admin and Staff Recruitment Process and Guidelines
- Orientation Policy and Guidebook
- Performance Management Framework, Performance Evaluation Procedure, Performance Improvement Plan
- Growth and Evaluation Policy, Growth Plan
- Employee Code of Conduct
- Disciplinary Policy, Procedure, Warning Form
- Compensation and Benefit
- Departing Employee Policy

Advancement and Communications - Communication and development programs shall support the mission and be consistent with the School's vision and collective commitments. These procedures and policies are owned by the School Director of Communications and Marketing. In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Employee Communications Policy and Guidelines
- External Sponsorship Policy and engagement
- Advancement Policy and Procedure
- Annual Fund
- Crisis Communication Policy and Procedure
- External communication and marketing to promote school equity and attract quality faculty, staff, and families to the school community and relevant external stakeholders.

Child Protection – Policies and Procedures that ensure a safe and secure learning environment in AISG. These procedures and policies are owned by the School Deputy Director. In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Child Protection Policy and Procedure
- Child Protection Screening Guide
- Child Protection Incident Management, Report and Resolution Form
- Child Protection Education

Technology - Policies and Procedures that ensure a safe and effective digital learning environment that empower all learners and support the school mission. These procedures and policies are owned by the School Director of Innovation and Technology. In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Technology Usage Policy
- Firewall, Password Policy for Technology Usage
- Antivirus
- Data Protection
- Software and Application Policy

Facilities – Ensure the effective usage and safety of our school facilities. These procedures and policies are owned by the School DFO. In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Facilities Usage Policy
- Facilities Rental & Liability Management and Agreement
- Large Event Procedure
- Campus Advertising and Solicitation Policy
- External Services Policy
- Security Policy

Crisis, Emergency Response – Prevent, and Guide the proposer management and response in crisis or emergent situation. These procedures and policies are owned by the School DFO. In support of the strategic policy, AISG will maintain policies and procedures that include, but are not limited to:

- Crisis Management Policy
- Crisis Assessment Procedure
- Crisis Communication Policy and Procedure

- Mental Health, Death, Serious Injury, Mass Illness or Outbreak Procedure
- Severe Weather and Natural Disaster Procedure
- Emergency Response Policy and Procedure
- Campus lockdown and evacuation procedure, Roles and Responsibilities

Policies will be published in the school website, and subject to regular reviewed by the policy owners.

4.0 APPENDIX A: 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 absent herself or himself from any vote. Participation in any deliberation is subject to Board approval.
 - 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 Head 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 of the Board of Directors will:
 - a. Know and support the Mission of the school;
 - b. Respect the confidentiality of privileged information which comes before the Board and will not discuss confidential matters of the Board outside Board meetings or Board committee meetings;
 - c. Attend all regular Board meetings and special Board events insofar as possible, including Board Open Forums, Retreats and Board Orientation;
 - d. Be on time for meetings, come prepared and informed concerning the issues to be considered at those meetings, and stay on task;
 - e. Participate in the consideration of all matters before the Board;
 - f. Provide advance notice and information about issues to be raised so as to avoid surprises;
 - g. Consider all viewpoints and actively listen to the opinions of other Board members and other parties before making final decisions;
 - h. Take decisions based on the facts and one's own independent judgment on what is best for the school as a whole, instead of for individuals or special interest groups;
 - i. Support Board decisions publicly even though a decision may not reflect one's personal viewpoint;
 - j. Avoid raising individual concerns or matters unless they have implications that concern the Board;
 - k. Follow the school's guidelines for dealing with complaints from community members;

- l. Support the Director and demonstrate that support within the community;
- m. Treat other Board Members, as well as the Director and staff of the school, with respect and consideration.

As a duly elected/appointed Board member of the AISG Board _____ herewith submit the following statements and undertakings to the Board for recording and disclosure to external auditors.

Declaration

Listed below are my business and personal interests that may create a potential conflict of interest with my role as a Board member of AISG

- 1. My business interests (direct or indirect) in the following companies, partnerships or business ventures are:

- 2. I am a member of the following civic organisations which have objectives or activities similar to those of AISG:

- 3. I have an interest in the following areas (direct or indirect) that may involve transactions with the school:

Undertakings

- 4. I undertake not to accept any gifts, money, commissions, benefits or other favours (extended or received) from any party in respect of or in relation to any dealings with the school.

- 5. I undertake not to disclose any information or decisions that have been the subject of confidential discussions at Board level.

- 6. I undertake not to use my position as a Board member to influence or pressure anyone associated with the school. This includes parents, students, staff or indeed the wider community.

Name: _____

Signature

Date

Approved: April 27, 2010
Revised:

BOARD NORMS

To facilitate board meetings and discussion, the Board adopted these norms that become part of the Code of Conduct which each members signs.

Norms for Board Members:

1. Every member comes prepared for the discussion, having read the material prior to the meeting.
2. Every member's point of view is important and must be respected.
3. Every member has the responsibility to voice his/her point of view during any discussion.
4. No member will be a discussion "blocker". Saying: "I don't agree" is insufficient. The member is obligated to offer a suggestion.
5. Each board member pledges to hold all discussions in strict confidence.
6. Once a decision is made, each board member will support the decision both inside the boardroom as well as to the public.
7. Each board member must be willing to compromise.
8. Each board member disagrees without being disagreeable.

The Board chair is responsible for:

1. Ensuring that each member is heard during a discussion.
2. Ensuring that each member offers a point of view.
3. Moving the discussion along by limiting repetitions comments.
4. Moving the board along to consensus.
5. Obtaining the Board's agreement on the definition of consensus. For example, consensus does not mean that 100% of the Board agrees with the decision. Rather, the decision is one that all board members can live with.
6. Ensure that before moving on to the next topic each action item is clearly defined, with a specific charge, delegated to a specific group that has a specific time line for reporting back an update or a recommendation.
7. Enforcing the norms agreed to by the board.

If a discussion becomes stalemated, the Chair will summarize points of agreement and of disagreement. The Chair will then move to another topic or new subject. The board as whole will return to discuss the stalemated topic at a future date or, if this is not possible, the board will take an appropriate recess before resuming the discussion.

Name: _____

Signature

Date

Approved: May 25, 2010