

American United School BoT

AUS BoT HANDBOOK

(Reference Policy 2.7) 2024-25 (to be updated annually) The protocols in the text and links below provide supplemental and clarifying guidance on key procedures to assist the BoT in carrying out its functions and fulfilling its duties, consistent with the School's governing Bylaws and Policies. These protocols are for the Board's internal use and therefore are subject to revision by the Board by a simple majority vote

1. Roles

1.1. Trustees (Reference Policy 2.1.1)

The role of the BoT is described in general terms. Greater detail regarding the Board's responsibilities and the role of an individual Trustee is provided in the AUS Trustee Job Description.

1.1.1. Governance Responsibilities (Reference Policy 2.2)

The Board bears fiduciary responsibility for sustaining the school as well as strategic responsibility for setting the direction for the school.

1.1.2. Fiduciary Duties (Reference Policy 2.2)

The Board's Fiduciary Duties, shared with the Director, include an array of responsibilities for establishing and ensuring implementation of policies for sustaining the school both now and for the future.

1.1.3. Policy Development (Reference Policy 2.2.2)

A sound Policy Manual is vital to effective governance and it is the Board's responsibility to develop relevant policies, reflecting the Criteria for Board Policies.

1.1.4. Monitoring (Reference Policy 2.2)

The Board bears responsibility for monitoring the quality of the school, the performance of the Director, its own performance, and the implementation of policies and strategic priorities.

1.1.5. Planning (Reference Policy 2.2.1)

The Board is responsible for approving strategic priorities and maintaining an updated facilities plan. The UEC Board is responsible for developing a finance plan. All three of which should be integrated.

1.1.6. Trustee Succession (Reference Policy 2.3.1)

Of prime importance in effective governance is the quality of individual Trustees. As part of the process, the BoT shall conduct an analysis of the needs of the Board in terms of skills, dispositions, and expertise, to help identify potential candidates.

1.2. Board Chair (Reference Policy 2.4)

The selection process for the Board Chair is approved by the UEC Board, as are their general responsibilities and duties.

1.3. Relationships with the Director and Staff (Reference Policy 3.1)

1.3.1. Director's responsibilities (Reference Policy 3.2)

American United School BoT

The Director's specific duties and responsibilities are delineated in the AUS Director's Job Description, as well as in the NAIS Principles of Good Practice - Head of School.

1.3.2. Director goal-setting and performance evaluation (Reference Policy 3.3)
In collaboration with the Chair, the Director shall develop and submit her/his annual goals to the Board for approval. Goal achievement, as well as performance of the duties and responsibilities cited in her/his job description shall be the basis for the Director's annual evaluation, as described in the Director's Evaluation Guidelines.

1.3.3. Staff Grievance Procedure (Reference Policy 6.4.6)
The protocol for handling a grievance is established by the Director and described in the Human Resources Manual and Faculty and Staff Handbook. The Director is responsible for resolving grievances.

1.3.4. Whistleblower Procedure (Reference Policy 6.6)
Board Policy encourages employees to report unethical or illegal conduct and ensures no retaliation. Procedures established by the Director describe her/his authority and responsibility to address such allegations. Should the allegations involve the Director, they are to be reported directly to the Chair of the Board.

Upon receipt of a written "whistleblower" allegation, the Chair shall acknowledge the whistleblower receipt of the report and conduct an initial investigation of the matter, including discussing the allegation with the Director. Within ten (10) days of receipt of that report, the Chair shall inform the Board of the allegation and her/his initial findings.

Unless the Chair deems the allegation of extreme urgency, the Board shall conduct a thorough review of the issue in private session at the next Board meeting, absent the Director, and subsequently, either the Board or the Chair will discuss the matter with the Director. At that point, the Board may continue to investigate the matter or determine a resolution. Within five (5) days of that meeting, the Director and the whistleblower will be informed of the Board's decision regarding any action to be taken.

2. Board Conduct

2.1. Board Culture: Norms/Essential Agreements (Reference Policy 2.1.2)

Each year the Board will update the AUS BoT Essential Agreements - How we will operate and commit to abiding by them. Included in that updating process shall be agreement on protocols for addressing Trustee lapses in conduct.

2.2. Code of Conduct Form (Reference Policy 2.1.2)

Each Trustee shall read, sign, and commit to abide by the AUS School BoT Code of Conduct.

3. Board Meetings (Reference Policy 2.6)

3.1. Purpose

American United School BoT

The essential purpose of board meetings is to set strategic direction, establish policies consistent with the school's mission and vision, and to ensure that existing school policy has been properly implemented. The Board's work at meetings demands thorough preparation prior to the meeting and active involvement of all Trustees in the deliberations at the meeting.

3.2. Board Annual Calendar (Reference Policy 2.2.3)

The board annual calendar sets forth the Board's work plan for the year.

3.3. Meeting Protocol

Board meetings will be conducted according to the AUS Board Meeting Protocol. Such protocol will be affirmed or modified by the Board at the beginning of each school year.

3.3.1. Decision Making

Board decisions will reflect due process of deliberation, thoroughness, objectivity, and the best interest of sustaining the School.

3.4. Agendas

3.4.1. Board Agenda

The Agenda is developed by the Chair and Director each month based on the Board Annual Calendar and other pressing issues. Input for the Agenda may be submitted by Trustees by sending an email to the Chair at least two weeks prior to the targeted meeting date. The Chair will consider all input and determine the Agenda at his/her discretion. In any case, an Agenda item requested by a majority of the Board will be placed on the Agenda.

3.4.2. Board Packet

The "packet" of materials in preparation for a Board meeting will be developed by the Director and Chair and made available to Trustees electronically at least seven (5) days prior to the meeting. Trustees are expected to read all such materials and if they have any questions or comments requiring extraordinary additional information, to communicate that to the Chair.

3.5. Minutes

Minutes of Board meetings are recorded by the Board Secretary and, if confidentiality of a matter prevents her/his presence at a portion of a meeting, the Chair will assign a BoT member to assume that duty. AUS Board Meeting Minutes are designed to establish a clear record of topics the Board has addressed and decisions it has made. They are not verbatim or extensive reiteration of discussions leading up to decisions. Background reports and correspondence related to Board business shall be referenced and linked in the minutes.

3.6. Virtual Meetings (Reference Policy 2.1.3)

Under normal or exceptional conditions, the Chair may call for a "virtual" meeting, to be held via electronic medium. The protocols for such meetings, as best can be maintained, are the same as for in-person meetings, at the discretion of the Chair.

American United School BoT

4. Committees and Task Forces (Reference Policy 2.5)

4.1. Purpose

Committees are long-term work groups formed to do specialized work of the Board and make recommendations to the Board. Task Forces are short-term versions of the same, serving similar purposes. Committees shall be chaired by a Trustee. Both Committees and Task Forces may be composed of Trustees and others as the Board sees fit. Committee membership terms are for one year, renewable. Task Force terms are for the duration of the Task Force unless otherwise determined by the Board. Committee and Task Force decisions are made by majority vote of the Committee.

Board Committees and Task Forces are guided by Board-approved Terms of Reference as described in Guidelines for Board Committees.

[Note: in addition to Board Committees and Task Forces, the Director shall establish such additional school committees as s/he sees fit, and, at her/his discretion, may invite a Trustee participation serving on those bodies.]

4.2. Standing Committees

Standing Committees serve a vital purpose in the work of the BoT and are established based on the needs of the BoT. Committee Chairs and members are appointed by the BoT Chair.

5. Board Development (Reference Policy 2.3)

5.1. Orientation

Orientation of new Trustees shall be conducted by the Chair or her/his designee and the Director prior to the new Trustees first meeting..

5.2. Retreats

The Board will conduct a “retreat” as a professional development experience, a team-building endeavor, and a goal-setting exercise. The agenda will be developed in consideration of the most recent Board self-appraisal.

5.3. Board Self-appraisal

The AUS Board shall conduct a self-appraisal towards the end of each school year, aligned with the Board Self-Appraisal Guidelines and using the AAIE International School Board Evaluation Instrument. In addition, the Board will utilize or refer to the International School Trustees Self Appraisal Form to enable each Trustee to self-assess her/his own engagement with the Board and the NAIS Board Chair Evaluation Form to appraise the performance of the Chair. The Governance Committee is charged with coordinating all Board evaluation protocols.

6. Reference Material

6.1. Good Governance Project

- 6.1.1. <https://www.aaie.org/professional-learning/good-governance>