

**Board of Trustees  
(BoT)**

**ByLaws**

**American United School**



AMERICAN UNITED SCHOOL OF KUWAIT  
المدرسة المتحدة الأمريكية في الكويت

## TABLE OF CONTENT

<b>TABLE OF CONTENT</b>	<b>1</b>
<b>ByLaw I PURPOSE</b>	<b>2</b>
<b>ByLaw II DUTIES</b>	<b>2</b>
<b>ByLaw III MEMBERSHIP</b>	<b>2</b>
<b>ByLaw IV BOARD ATTENDANCE</b>	<b>2</b>
<b>ByLaw V TENURE</b>	<b>3</b>
<b>ByLaw VI POSITIONS</b>	<b>3</b>
<b>ByLaw VII AREAS OF RESPONSIBILITIES</b>	<b>4</b>
<b>ByLaw VIII COMMITTEES</b>	<b>4</b>
<b>ByLaw IX CONFLICTS OF INTEREST</b>	<b>5</b>
<b>ByLaw X DISCUSSION OF INDIVIDUAL STUDENTS</b>	<b>5</b>
<b>ByLaw XI CODE OF ETHICS</b>	<b>5</b>
<b>ByLaw XII INTERNAL &amp; EXTERNAL COMMUNICATION</b>	<b>6</b>
<b>ByLaw XIII MEETINGS AND OPERATIONS</b>	<b>6</b>
<b>ByLaw XIV CHANGES TO THE POLICY / BY-LAWS</b>	<b>7</b>
<b>ByLaw XV GOALS</b>	<b>7</b>
<b>ByLaw XVI SELF-EVALUATION</b>	<b>7</b>
<b>ByLaw XVII TRAINING</b>	<b>7</b>
<b>BOARD ORGANIZATION</b>	<b>8</b>

## **ByLaw I PURPOSE**

The objective of the Board of Trustees (BoT) is to uphold the school vision and mission for the present and the future, work cooperatively and effectively with the AUS administration for the improvement of the school.

## **ByLaw II DUTIES**

The duties of the BoT are to provide strategic guidance and support on the school's overall progress, to be an advocate for all students, and to be actively involved in the school improvement and accreditation process. The BoT should always demonstrate diversity in discussion and unity in action.

## **ByLaw III MEMBERSHIP**

AUS BoT will consist of [nine] members appointed by the United Education Company (UEC) Board, and the Director as an ex-officio member. The Trustees will be nominated for a three (3) year term.

VOTING MEMBERS: The BoT consists of the following voting members:

1. Representative(s) from United Education Company
2. Independent member beneficial to the school's mission and vision
3. AUS parent representatives
4. Representative from the US Embassy
5. Representative from a top corporate sponsor

NON-VOTING MEMBERS:

1. AUS Director (ex officio)

## **ByLaw IV BOARD ATTENDANCE**

The Director is required to attend and participate in all open, special, and executive sessions, meetings, activities and discussions held by the BoT.

It is the ethical obligation of each BoT member to regularly attend Board meetings and participate in Board activities. The Chairperson has the responsibility to personally contact a Board member who misses two meetings to remind them of this obligation. A Board member who misses three (3) or more scheduled meetings on the approved annual Board calendar may be subject to removal.

## ByLaw V TENURE

- The BoT shall endeavor to ensure that there is a continuity of Board membership from one academic year to the next and that a majority of Board members serve a three (3) year term.
- Trustees who have been appointed may be re-appointed at the end of the three (3) year period to serve an additional three (3) year term or terms but may not serve more than six (6) years in total.
- After tenure as BoT Chairperson, this individual may be elected or appointed to serve an additional three (3) year term or terms but may not serve more than six (6) years in total, including the tenure as BoT Chairperson.
- In the event an elected member resigns or is otherwise unable to complete his/her term, the position will be filled by appointment. The length of the appointment will coincide with the amount of time remaining in the term of the elected member who is replaced.
- UEC Board can extend the membership of a Trustee for an extra year if deemed necessary.

## ByLaw VI POSITIONS

### 1. CHAIRPERSON

- The Chairperson is appointed by the UEC Board as the representative of the Founders. The Chairperson is the administrative leader of the Board and, as such, carries primary responsibility for the effectiveness of the Board. The specific duties of the Chairperson include the following:
  - Set agendas for the Board meetings with the Director
  - Call & preside at all legal sessions of the BoT
  - Oversee the organization of BoT training, planning, and development sessions
  - Ensure that the BoT's work is carried out on schedule
  - Build and maintain a positive Board-Director relationship
  - Ensure the integrity of the BoT decision-making process

### 2. VICE-CHAIR

- The Vice-Chair is appointed by the UEC Board and will perform all duties of the Chairperson in the Chairperson's absence. Other duties of the Vice-Chair will be negotiated between the Chairperson and Vice-Chair.

### 3. SECRETARY OF THE BOARD

- The Secretary will be an administrative assistant from AUS appointed by the Director. The Secretary is responsible to:
  - Oversee the keeping of an accurate and historical record of Board legal sessions to be presented in the form of minutes.
  - Take minutes for executive and special sessions of the Board. Review minutes from sessions of the Board and make necessary corrections before they are presented to the entire Board.
  - Coordinate BoT communications and outreach in cooperation with the BoT Chairperson

- Update the Board information on the website.
- Check the Board email regularly, and take necessary actions in coordination with the Chairperson and the Director.

## **ByLaw VII AREAS OF RESPONSIBILITIES**

1. Governance and Leadership: Provide overall governance and strategic leadership for the school.
2. Mission and Vision: Set and review the school's mission and vision statements to ensure alignment with the institution's goals.
3. Policy Development: Review and approve policies and procedures to guide the school's operations.
4. Legal Compliance: Ensure the school complies with all relevant laws and regulations.
5. Executive Director or Head of School Evaluation: The Chairperson of the BoT conducts the appraisal of the Director or head of school.
6. Academic Quality: Monitor and assess academic programs and student outcomes.
7. Strategic Planning: Participate in long-term strategic planning to guide the school's future.
8. Risk Management: Identify and mitigate potential risks to the school.
9. Community Engagement: Foster positive relationships with parents, students, faculty, staff, and the local community.
10. Ethical and Cultural Considerations: Uphold the school's ethical standards and promote a diverse and inclusive culture.
11. Facilities and Infrastructure: Oversee the maintenance and development of the school's physical infrastructure.
12. Marketing and Public Relations: Assist in promoting the school and enhancing its reputation.
13. Board Development: Recruit and train new trustees and ensure board members are informed and engaged.

## **ByLaw VIII COMMITTEES**

1. Strategic Planning & Accreditation Committee:
  - Look into the strategic planning and outline of the actions that will be taken in alignment with the accreditation standards (excluding financials).
2. School Improvement & Facilities Committee:
  - Look into the procedures the school has put in place for maintenance, health and safety.
3. Policy Committee:
  - Compile, categorize and review the different policies the school already possesses, in one school policy manual. This compilation should include, child protection policy, as well as the policies which ensure that employees, learners, and parents are treated fairly, equitably, and ethically.

The Chairperson can assign sub-committees as needed to work on project tasks.

## **ByLaw IX CONFLICTS OF INTEREST**

To avoid conflicts of interest or the appearance of conflicts of interest:

1. Members of the School Personnel (full time, part time and contract), their spouses and immediate family members may not serve as voting members of the BoT.
2. No members of the same family may serve as voting members on the BoT simultaneously.
3. A BoT member may not take part in any policy decision or discussion that specifically involves in any way the immediate family of the BoT member.
4. No BoT member or his/her family members are allowed to profit financially from BoT membership.
5. BoT members and candidates for the BoT are required to inform all voting members of the BoT immediately in writing of any business association or any other association that they have or intend to have with the school that may lead directly or indirectly to a material advantage for that BoT member or candidate.
6. Any BoT member who learns of a conflict of interest must immediately report to all voting members of the BoT.
7. In certain circumstances where a business association with the BoT member is deemed beneficial to the School, the BoT may approve as long as it can be provided that there is no financial gain to that BoT member.
8. If a potential conflict of interest arises, the BoT will require the member to:
  - a. Eliminate the potential cause of the conflict;
  - b. Leave BoT meetings during discussions and voting on issues related to the organization, business or individual with whom the member has an association; or
  - c. Resign from the BoT

## **ByLaw X DISCUSSION OF INDIVIDUAL STUDENTS**

The BoT recognizes that a student's relationship with the school is primarily with his Teachers, Principal, and the Director. The BoT will respect the confidentiality of students and associated details of the student's education.

## **ByLaw XI CODE OF ETHICS**

As prescribed in this code of ethics, each individual BoT member must have:

1. Duty of Loyalty: Trustees are knowledgeable of and actively supports and promotes the school's mission and vision.
2. Duty of Governance: Trustees take care to separate the interests of the school from the specific needs of a particular child or constituency.
3. Duty of Care: Trustees must exercise reasonable care and diligence in carrying out their responsibilities by being well prepared and participating fully in all matters.
4. Chain of Command: Trustees have the responsibility to support the school and its head and to demonstrate that support within the community. The board approves policy and the administration implements policy. An individual trustee does not become involved in specific management, personnel, or curricular issues.

5. Confidentiality: Trustees may become privy to sensitive and confidential information about the organization and are expected to maintain the confidentiality of such information. Trustees must accept and support board decisions and respect board confidentiality.
6. Conflict of Interest: Trustees have the responsibility for disclosing and managing conflicts of interest to avoid any real or perceived improprieties whether business related or personal.
7. Compliance with Laws and Regulations: Trustees are expected to be aware of and comply with all relevant laws and regulations, including those related to the organization's activities.
8. Collaboration and Diversity: Trustees are expected to work collaboratively with other board members and stakeholders, respecting diverse viewpoints and fostering a positive board culture.
9. Collective Authority: The board as a whole contains authority and not as individual trustees. Trustees who learn of an issue have the obligation to bring it to the head of school, or to the board chair, and must not deal with the situation individually.

#### **ByLaw XII INTERNAL & EXTERNAL COMMUNICATION**

1. All BoT members have an equal voice and vote in BoT decisions. Whenever possible internal BoT communication should be relegated to BoT sessions and committee meetings with recorded meeting minutes.
2. Email may be used in between meetings for the purpose of preparing committee recommendations or reports.
3. The Director is the official spokesperson for the school, and the BoT Chairperson is the official spokesperson for the BoT. When speaking in an official capacity, it is both the Director's and the Chairperson's responsibility to represent only the BoT's approved policies, consensus, decisions, and actions.
4. When making public statements to individuals or groups in the school community, all BoT members must refrain from expressing personal opinions on BoT issues, and at all times uphold the integrity and unity of the BoT and observe the school's policy on Communications and Public Information
5. Individual BoT members are not authorized to discuss School or BoT issues with the media/press or with outside organizations without prior authorization from the Director and/or the BoT.

#### **ByLaw XIII MEETINGS AND OPERATIONS**

1. The BoT of Trustees shall meet a minimum of 4 times per year, September through May.
2. The scheduled dates and times for these meetings will be agreed on by the members at the 1st meeting of the BoT each school year.
3. Additional meetings may be scheduled as needed in coordination with all BoT members.
4. A schedule of meetings will be posted on the AUS website.

5. Meeting agendas will be sent electronically prior to each meeting to all members and meeting minutes will be distributed within 10 business days following the meeting.

#### **ByLaw XIV CHANGES TO THE POLICY / BY-LAWS**

Changes to the policy and /or By-Laws may be proposed by any BoT Member. Proposed changes must go through two readings at different BoT Meetings, before formal adoption. Adoption is by majority vote of the BoT. Adoption may only take place where a quorum is present.

#### **ByLaw XV GOALS**

The BoT will set annual goals at the beginning of the school year. The Chairman of the BoT will keep track of the progress of the goals throughout the year. The level of success of the implementation of the BoT Goals will be assessed as part of the BoT Self-Assessment tool.

#### **ByLaw XVI SELF-EVALUATION**

The BoT will evaluate its performance annually using a survey that is administered at the end of the school year. The survey itself will be revised every year in case adjustments need to be made. The survey analysis is to be discussed at the beginning of the next school year and suggestions forward.

#### **ByLaw XVII TRAINING**

1. New Members Orientation
  - a. New members receive an orientation by the Chairman of the BoT to introduce the BoT Policy, BoT Responsibilities, BoT Self-Evaluation and any matter related to the operation of the BoT.
2. BoT Training
  - a. BoT members with renewed membership are required to attend BoT training the year the membership is renewed (every 3 years).





AMERICAN UNITED SCHOOL OF KUWAIT  
المدرسة المتحدة الأمريكية في الكويت

## BOARD ORGANIZATION

