



The International
Community School of
Addis Ababa

BOARD HANDBOOK

Approved by the Board: 2026-04-19
Last amendments (see change log): 2026-06-09

Introduction and Purpose	4
Amendments	5
1. Association Meetings	6
1.1. Regular Meetings	6
1.2. First Regular Meeting	6
1.3. Second Regular Meeting	6
2. The Board	7
2.1. Board Conduct	7
2.2. Strategic Governance:	7
2.3. Selection of Board of Governors	7
2.3.1. Process for Appointment by the Chief of the U.S. Diplomatic Mission to Ethiopia	7
2.3.2. School Employees Ineligible	8
2.3.3. Diversity	8
2.4. Length of term	9
2.5. Resignation	9
2.6. Removal	9
2.7. Mid-Term Vacancies	9
2.8. Orientation	10
2.9. Professional Development	11
2.10. Board Retreats	11
2.11. Board goal setting & self-assessment	12
2.11.1. Board annual goals	12
2.11.2. Board self-assessment	13
2.12. Board Officers	13
2.12.1. Appointment of Board Officers	13
2.12.2. Officer Elections	14
2.12.3. Board Officer Term	14
2.12.4. Board Officer Resignation	14
2.12.5. Roles and responsibilities of Board officers	14
I. Chair	14
II. Vice-Chair	15
III. Treasurer	15
IV. Secretary	15
2.12.6. Officer Elections	15
2.13. Board Committees	16
2.13.1. Finance Committee	17
2.13.2. Governance Committee	17
2.13.3. Investment Advisory Committee	17
2.13.4. Ad-hoc Committees	17
I. Formation and Mandate	17
II. Composition and Appointments	18
III. Operational Guidelines	18
IV. Review and Dissolution	18
2.14. Board & Committee Meetings	18

2.14.1. Location of meeting	18
2.14.2. Meeting schedule	19
2.14.3. Frequency of meetings	19
2.14.4. Meeting attendance	19
2.14.5. Travel for meetings	20
2.14.6. Meeting Agenda and Materials	20
2.14.7. Consent Agenda	20
2.14.8. Board decision making	21
I. Deliberation	21
II. Motions	22
III. Unanimous written consent	22
IV. Electronic voting	22
2.14.9. Tracking Actions & Decisions	23
3. Head of School	24
3.1. Head of School Assessments	24
3.1.1. Purpose	24
3.1.2. Critical Competencies	24
3.1.3. Goals	24
3.1.4. Assessment Format	24
3.1.5. Mid-Year Assessment	24
3.1.6. Year-End Assessment	25
3.1.7. Ad Hoc Review	25
3.2. Head of School Search	25
3.2.1. Search Timing	25
3.2.2. Search Committee Composition	26
3.2.3. External Search Firm	26
3.2.4. Search Committee Authority & Responsibilities	26
3.2.5. Contract and Compensation	27
4. Finances	28
4.1. Investment Policy	28
4.2. School Tuition, Fees & Other Income	28
4.2.1. Exemption from USD Payments	28
5. Operations	30
5.1. Campus Master Plan	30
5.2. Facilities Use	30
5.3. Sustainability	30
5.4. Safety & Security	30
6. Personnel	32
6.1. Employee Appeals	32
6.2. Staff Complaint and Grievance	33
I. Conditions for Board Review	33
II. Receipt and Acknowledgment	33
III. Initial Review	33
IV. Review Process	34
V. Decision and Response	34

VI. Recordkeeping	34
7. Whistleblowing	35
7.1. Handling of Whistleblower Reports by the Board	35
8. Students	37
8.1. Key Safeguards in Student Dismissal Processes	37
8.1.1. Clear Disciplinary Policies	37
8.1.2. Progressive Discipline	37
8.1.3. Due Process	37
8.1.4. Impartial Review	37
8.1.5. Right to Appeal	37
8.1.6. Documentation	37
8.1.7. Legal and Ethical Considerations	37
9. Community/External Relations	38
9.1. Board Communication	38
9.1.1. Annual Welcome Protocol	38
9.1.2. Campus Presence & Event Attendance	38
9.1.3. Digital & Physical Presence	38
9.2. Community Engagement Standards for Board Members	38
9.2.1. The 24-Hour Rule	38
9.3. Board-HoS Communication	38
9.4. Board Member use of Social Media	39
Annex A – Letter of Understanding / Code of Conduct	40
Annex B – ICS Board of Governors Member Confidentiality Agreement	42
Annex C – ICS Board Conflict of Interest Statement	44
Annex D - ICS Board Guidelines for personal use of Social Media	44
Annex E - Board Election Process	46
Annex F - Board Appointment Process	49
Annex G - Removal of Board Members	55
Annex H - Board Orientation Program	56
Annex I - Board Professional Development Program	57
Annex J - Finance Committee Terms of Reference	66
Annex K - Governance Committee Terms of Reference	69
Annex L – Terms of Reference of Investment Advisory Committee	72
Annex M – Terms of Reference of Campus Master Plan Task Force	74
Board Handbook Change Log	77

Introduction and Purpose

The International School of Addis Ababa (ICS Addis) Board handbook provides guidance and procedural approaches to the implementation of the ICS Association Statutes and Bylaws and the ICS Addis Policy Manual. The ICS Association Statutes constitute the first level of authority from which the Bylaws, then the Policies, are set. Any inconsistency between these documents and provisions in the Handbook are entirely inadvertent, and the provisions of the statutes, bylaws and policies shall take precedent in that order.

The ICS Addis Handbook is an internal Board document and an extension of the Board's authorities to implement Board policies. The ICS Addis Board of Governors may amend the document as required in accordance with the Board's decision-making process.

Amendments

Any member of the Association, the Board of Governors, or school employees may request an amendment to the Handbook, in writing, to the Chair of the Governance Committee. An amendment request shall include: the specific section of the Handbook that is subject of the amendment request; the requested amendment; and a detailed rationale for the requested amendments. The Governance Committee shall consider amendments at the earliest opportunity in consideration of its existing work plan and established priorities.

1. Association Meetings

1.1. Regular Meetings

The Board will fix the dates of the Association's regular meetings no later than at its final Board meeting of the preceding school year, and shall ensure the date is included on the official ICS school calendar as soon as possible thereafter. The Board shall send formal notice of meeting to the Association no less than 15 calendar days prior to the date of the regular meeting.

The Board shall select a date and time for regular meetings that ensures, to the extent possible, all members of the Association are able to attend.

The Board shall record regular meetings and make the video available to the Association as soon as possible after the conclusion of the regular meeting.

The Board shall approve the agenda for a regular meeting at least 30 days prior to the date of the meeting, and the Board Secretary shall make available the agenda to all Association members no more than 15 school days prior to the date of the meeting.

The agendas of all regular meetings shall include time for questions from Association members. The Board shall consider other means to receive questions from Association members who were not able to attend.

1.2. First Regular Meeting

The Board shall schedule the first regular meeting of the Association within three (3) months of the beginning of the school year.

In accordance with Article II, clauses 7 and 8 of the Association Bylaws, the Board shall present a report on the financial results of the previous school year including the results of the most recent financial audits. Accordingly, the Board Treasurer should work together with the Head of School or designee on a work schedule to ensure that the financial statements and report for the previous school year ending 30th June, as well as external audit of those financial statements, are completed no later than two (2) months from the beginning of the current school year to give the Board and the Board Treasurer at least one (1) month to review these documents and to prepare for the first regular meeting of the Association.

1.3. Second Regular Meeting

The Board shall schedule the second regular meeting of the Association so that it is held no later than one (1) month prior to the end of the school year at a time to coincide with the appointment and election of new Board members by the Association.

2. The Board

2.1. Board Conduct

The Chair of the Governance Committee shall ensure that every Board member and member of a Board committee shall review and sign the following documents to the first Board meeting of the school year or at the time they begin their service on the Board:

- ICS Board Letter of Understanding/Code of Conduct Agreement (Annex A)
- ICS Board Member Confidentiality Agreement (Annex B)
- ICS Board Conflict of Interest Agreement (Annex C)
- ICS Board Guidelines for personal use of social media (Annex D)

All Board and committee members shall review and sign these documents annually.

2.2. Strategic Governance:

The Governance Committee is responsible for ensuring the Board meets its strategic governance and strategic oversight responsibilities. It meets these responsibilities by:

- Developing robust Board learning, development, onboarding and orientation processes for the Board and Board members;
- Engaging with the Head of School to collect data or other types of information;
- Monitoring the implementation of the school's strategic plan;
- Ensuring Board policies are reviewed and updated on a regular basis; and,
- Establishing monitoring or evaluation frameworks for the Board and the Head of School.

The Governance Committee shall report to the Board its planned strategic governance and strategic oversight activities through the committee's annual work plan and shall report to the Board on progress on meeting these activities on a regular basis.

2.3. Selection of Board of Governors

The Governance Committee is responsible for overseeing the election, nomination, and appointment of Board members. It shall review the process for Board elections (Annex E) and Board appointments (Annex F) annually, and table for Board approval the process for the current school year at least 2 months before the launch of the process.

At the beginning of each school year, the Governance Committee shall:

- Determine the number of vacancies for the next school year;
- Identify any required key competencies by updating its skills matrix; and,
- Review the process from the previous year and identify successes and areas for improvement.

2.3.1. Process for Appointment by the Chief of the U.S. Diplomatic Mission to Ethiopia

The Chief of the U.S. Diplomatic Mission to Ethiopia may appoint any person of their choosing to this position.

The appointee does not need to be a parent of an ICS student. The appointee has the same duties and responsibilities as all other Board members and votes in Board meetings on behalf of the Chief of the U.S. Diplomatic Mission to Ethiopia. While the appointee also represents U.S. Embassy specific interests, the appointee's primary focus is to set and support the mission and long-term vision of the school.

Where the Chief of the U.S. Diplomatic Mission to Ethiopia's consent is required by the Statutes or Bylaws, the appointee presents those requests to the Chief of the U.S. Diplomatic Mission to Ethiopia and reports back to the Board. The appointee may request other Board members to join in such presentations as needed.

The appointee should keep the Chief of the U.S. Diplomatic Mission to Ethiopia well informed of the school's capital investment program.

The appointee acts as a liaison between the Head of School and Chief of the U.S. Diplomatic Mission to Ethiopia, while understanding that the Head of School also maintains a direct relationship with the Chief of the U.S. Diplomatic Mission to Ethiopia, the U.S. Embassy Management Officer and the U.S. Embassy Regional Security Officer.

The Board Chair leads all liaison between the Chief of the U.S. Diplomatic Mission to Ethiopia and the Board.

2.3.2. School Employees Ineligible

Individuals with an employment contract with the school, whether on a part-time or full-time basis, and including individuals hired as contractors to the school, are ineligible to serve on the Board.

Individuals who were previously employed with the school, whether on a part-time or full-time basis, or on a contract basis, may run for an elected or appointed Board position 9 months after their contract end date.

The Governance Committee shall vet all applicants to the Board, whether it is to an elected or appointed position, to ensure they are not employed by the school. The Governance Committee Chair should engage the Head of School to confirm the employment status of applicants.

2.3.3. Diversity

Before any recruitment begins, the Governance Committee must maintain and review the Board Composition Matrix. This tool tracks the status of all sitting members against the categories outlined in Policy 2.3.5, namely:

- culture, nationality, race, and gender;
- expertise, skills, and experience; and,
- linkages to governments, diplomatic missions, organizations, groups, and local or multinational businesses.

The Governance Committee shall ensure that no single nationality exceeds 50% of the Board membership (excluding the U.S. Ambassador's appointee) as outlined in Bylaw Article 1(6).

To avoid "echo chambers," the Board should mandate that the search for new members includes an open call for nominations. Instead of relying solely on internal networks, the Board should advertise vacancies through international chambers of commerce, diplomatic newsletters, and professional associations.

To reinforce its commitment to diversity, the Board shall hold itself accountable through annual reporting by including a section in the Annual Report (or to the school/organization community) that visualizes the Board's diversity without compromising individual privacy.

2.4. Length of term

Elected Board members shall serve a 2-year term starting on July 1 of the year they are elected. Elected positions shall be staggered so that one member is elected each year.

Members appointed by the Board shall serve a term of 2 to 4 years, as determined by the Board. The term length shall be determined based on: length of stay in Ethiopia; skills and expertise they bring to the Board; length of the terms of other Board members and anticipated vacancies in the future (e.g., succession planning). The Board shall attempt to stagger all 2-year terms to reduce

The Board member appointed by the Chief of the U.S. Diplomatic Mission to Ethiopia has no specific term and shall serve at the pleasure of the Chief of the U.S. Diplomatic Mission to Ethiopia.

2.5. Resignation

A Board member may resign from the Board at any time and for any reason.

A formal written notice of resignation shall be provided to the Board Chair. The notice should identify the reasons for the resignation and the effective date of the resignation.

2.6. Removal

Removal of a Board member should be a final recourse to be taken only in situations of serious misconduct, and only following due process laid out in Annex G.

The Board is empowered to remove an elected Board member or a Board-appointed member. Only the Chief of the U.S. Diplomatic Mission to Ethiopia may remove the member they have appointed.

The Association is empowered to remove any Board member in accordance with the process laid out in the Statutes and Bylaws.

2.7. Mid-Term Vacancies

The Board shall endeavor to always have a full complement of nine Board members. This is to avoid the risk of an even vote on Board motions.

Where the mid-term vacancy is an elected position, the Board shall appoint an Association member to complete the full term of that position. This is to ensure that elected positions remain staggered and to avoid the need for a special Board election outside of the regular Board election cycle.

Where the mid-term vacancy is a Board-appointed position, the Board can consider an appointment term it deems appropriate, in accordance with section 2.4.4.

Since the member appointed by the Chief of the U.S. Diplomatic Mission to Ethiopia serves no specific term, they can be replaced at any time by the Chief of the U.S. Diplomatic Mission to Ethiopia.

As soon as the Board becomes aware that a member will not complete their term (either by resignation or removal), it shall task the Governance Committee with The Governance Committee shall be responsible for recommending an approach to address the vacancy as soon as possible. a mid-term Board vacancy (whether by resignation or removal). As part of its assessment, the Governance Committee should consider:

- The length of time remaining in the term
- The role played by the departing member
- The Board's matrix of backgrounds, skill sets, and experience
- Who is available to replace the departing member

The Governance Committee shall present its proposed approach for decision to the Board as soon as possible following the vacancy. The decision shall be communicated to the Association within 1 week.

2.8. Orientation

The Governance Committee shall develop a Board members orientation program (see Annex H). The purpose of this program is to help new Board members get ready for their Board service by understanding:

- The school's legal framework, operations, and history and operations;
- The Board's and the Board member's roles, responsibilities and expectations;
- The Board's and the school's strategic documents, policies, procedures and protocols; and,
- Good governance practices.

The orientation program should include:

- a review of the School's Mission, Vision and Strategic Plan
- a meeting with the Head of School
- a tour of the School's campus,
- a meeting with the Board Chair
- a meeting with the Chair of the Governance Committee which shall include an overview of the primary responsibilities of the Board and the Board's main governance documents (Statutes, Bylaws and this Board Manual)
- a meeting with the Board Treasurer, which shall include an overview of the School's last audited financial report, the operating and capital budgets for the current year and next year, the long-term capital plan and the risk management policy, and (vii) a tutorial on how to access the Board folder

on the School's Google Drive and an overview of the contents of the folders.

- A meeting with each individual Board member
- Attendance at the last Board meeting or retreat of the current school year by Board members appointed for the following school year.

Orientation should begin within 2 weeks of a Board member's appointment.

The orientation program shall be reviewed by the Governance Committee annually.

2.9. Professional Development

The Governance Committee shall develop a program of Board professional development (see Annex I). The purpose of this program is to help the Board as a whole, and Board members individually, develop the knowledge and skills needed to fulfill their duties and function effectively.

Training and development needs or prioritization shall be assessed based upon: the Governance Committee's own observations; feedback from other Board members, Board committees or the Head of School; and the results of the Board's annual self-assessment.

Areas of professional development may include:

- effective governance practices
- financial literacy
- strategic Planning
- collaboration and how to work effectively in a diverse team
- diversity, equity, justice and inclusion
- relationship with the Head of School

The Governance Committee shall consider various development delivery options, including group training, individual online or in-person training, reading material, attendance at conferences, or other self-directed learning methods.

The Board shall endeavor to set aside a budget each year to support Board professional development, where in the opinion of the Finance Committee, the school's financial situation permits. The Board Chair and Governance Committee Chair shall work together to determine how to distribute and disburse the professional development budget.

Board members who wish the Board to cover the costs of an individual professional development activity shall make a request via email to the Board Chair and Governance Chair.

Board members who have undertaken a professional development activity shall report to the Governance Committee on that activity's benefits and outcomes, and shall share any useful training materials with the Governance Committee Chair. The Governance Committee Chair shall share all training materials with all Board members.

The professional development program shall be reviewed by the Governance Committee, and approved by the Board, annually.

2.10. Board Retreats

The purpose of Board retreats is to provide an opportunity for group professional development and team building. Learning activities should be focused on good Board governance, better understanding the school and how it operates, and emerging trends in education.

The Board shall hold two Board retreats per school year. To facilitate travel for Board members outside of Addis Ababa, and to reduce costs, the Board shall hold its retreats immediately prior to its general meetings in the fall and spring.

All Board members and the Head of School are expected to attend the entirety of all Board retreats.

Retreat planning shall be led by the Board Chair and the Governance Committee Chair, in close consultation with the Head of School. The following is a general timeline that should be followed:

- At end of school year: Review of the Board and Head of School end of year assessments to identify development needs and assess whether the service of a consultant may be needed for the first retreat
- At least 2 months prior to the start of the retreat, a draft agenda shall be drafted and circulated to the Board for input. At this time, individuals who are included as presenters should be informed they are on the tentative agenda, allowing them as much time as possible to adjust their schedule if needed, and prepare their presentation.
- At least 1 month prior to the start of the retreat, the agenda shall be approved by the Board. At this time, individuals who are included as presenters shall be notified if they are confirmed or not as presenters, the specific subject they are scheduled to present on, as well as the date and time of their presentation.

The Board shall endeavor to set aside a budget each year to support Board retreats, where in the opinion of the Finance Committee, the school's financial situation permits.

2.11. Board goal setting & self-assessment

The Governance Committee shall lead the development of annual Board goals and a Board self-assessment framework. This framework should include an assessment of the Board's ability to meet its annual goals, as well as its performance in meeting its behavioral norms and commitments.

2.11.1. Board annual goals

Board goals should be strategic and centered around the school's mission and strategic plans.

Board goals are established annually to identify and prioritize the most urgent things it wishes to accomplish during the school year, and to discern its governance strengths and weaknesses.

Draft Board goals shall be approved by the outgoing Board no later than at its final meeting of the school year. Board goals shall be developed

considering:

- Results of the Board's self-assessment
- Reports from standing committees and task forces
- Ongoing or planned major projects
- Findings from audits, accreditation reports, or surveys

Goals shall be developed using the SMART approach (specific, measurable, achievable, realistic and timely).

Board goals should be developed jointly with the development of the Head of School goals, and these should be strategically aligned.

Board goals should be informed by the results of its end-of-year self-assessment.

2.11.2. Board self-assessment

The purpose of the assessment is to ensure the Board is functioning effectively and following good governance principles.

The Board shall formally assess its performance at the middle of the school year, and at the end of the school year. The end-of-year assessment process should be completed no later than April to allow time for the results to be shared with the Board and to inform the development of the Board goals for the following year. The end of year assessment is the Board's formal self-assessment and shall include a written report that should include a final assessment of the Board's ability to meet its annual goals, how the Board functions as an institution, and recommendations for action to address any identified areas for growth.

To assess its performance on an ongoing basis, Board members will be asked to answer a questionnaire at the end of each board meeting and at the end of all board retreats. The feedback shall be reviewed by the Board Chair and Governance Chair who may review or adjust current practice in response. Where policy or procedure changes are needed, they will be referred to the Governance Committee for consideration.

2.12. Board Officers

2.12.1. Appointment of Board Officers

The process of selecting Board officers shall be managed by the Board Chair and Governance Committee Chair. If the Board Chair or the Governance Chair are one of the candidates vying for election, they shall recuse themselves from the process and another Board member shall be appointed to oversee the election process.

The Board shall appoint Officers for the following school year no later than at the last meeting of the previous school year., other than the Board Chair, no later than at its first meeting of the school year. The Board shall vote on a formal resolution appointing individuals to each of the Officer roles. The Board cannot operate without all Officer positions being filled.

The Board shall appoint the Board Chair no later than at the last

meeting of the previous school year. This shall ensure the Board Chair is in place for the selection of the other Board Officers. Board officers are not selected at the same time to allow time for the Board Chair and any newly appointed or elected Board members to consider serving as an officer.

Candidates for an Officer position can self-identify, or they can be nominated by another Board member. The Board Chair shall canvas Board members, including recently elected or appointed Board members whose terms begin on July 1, to identify individuals interested in taking on one of the officer roles.

(Last updated: May 18, 2026)

2.12.2. Officer Elections

Where only one Board member indicates interest in one of the officer positions, they may be appointed by the Board through a motion and majority vote at the next Board meeting.

Where more than one person has indicated interest in one of the Officer positions, a secret ballot election shall occur to elect the person to that position. Board members vying for an officer position through an electoral process shall be provided the opportunity to present their case to the Board prior to the vote taking place.

(Last updated: May 18, 2026)

2.12.3. Board Officer Term

Board Officers shall normally serve 1 year starting on July 1 the current year, and ending on June 30 of the following year.

If an officer position becomes vacant, or if an officer is appointed after the start of the school year, the Board may appoint an officer to serve for the remainder of the current term, ending on June 30.

(Last updated: May 18, 2026)

2.12.4. Board Officer Resignation

A Board member Officer who wishes to resign from their role as an Officer must do so in writing to the Board Chair. submit their resignation in writing to the Board Chair, who shall advise. The Board Chair must advise the Board forthwith and a new Board member must be appointed to that role at the next Board meeting. . Unless a Board meeting is already scheduled in the very near future, the Board Chair shall call a special Board meeting to appoint another Board member to the Officer position.

The Board Chair may ask that a Board Officer who is not performing their duties adequately to resign from that role.

(Last updated: May 18, 2026)

2.12.5. Roles and responsibilities of Board officers

I. Chair

The Chair shall (i) preside at all meetings of the Board and the

Association, (ii) upon the authorization of the Board, sign contracts and other instruments binding on the Association, (iii) be the primary liaison between the Board and the Head of School, (iv) be responsible for ensuring that the Board and Board members fulfill their roles, responsibilities and goals in accordance with the Statutes, Bylaws and this Board Manual, (v) act as the Board Spokesperson, and (vi) serve on either the Finance Committee or Governance Committee.

II. Vice-Chair

The Vice-Chair performs the duties of the Chair in his/her absence and such other duties as specifically delegated by the Chair. The acts so performed shall be as valid and binding upon the Association as if performed by the Chair. The Vice Chair shall serve on either the Finance Committee or Governance Committee (whichever one the Chair is not serving on).

III. Treasurer

The Treasurer shall (i) stay regularly informed about budgetary and financial matters of the School, (ii) together with the Head of School or designee, report to the Board with respect to all financial matters, (iii) chair the Finance Committee and be responsible for ensuring that the committee fulfills its roles, responsibilities and goals, and (iv) together with the Head of School, exercise oversight with respect to the School's financial affairs and the implementation of financial, audit, risk management and investment policies.

IV. Secretary

The Board has exercised their discretion under Article IV, Clause 1 of the Bylaws to add the officer position of Secretary. The Secretary shall (i) take minutes at all Board meetings, (ii) distribute the minutes to all Board members for approval, (iii) safely store the minutes in the appropriate record keeping location and make sure the minutes are accessible to all Board members and the Head of School (except for minutes of Board Executive Sessions), (iv) prepares redacted versions of the minutes in which all sensitive and confidential information is removed and makes such redacted versions available to the members of the Association and (v) maintains a decision log of all decisions approved by the Board and stores such decision log in the appropriate record keeping location and makes sure the decision log is accessible to all Board members and the Head of School. The Secretary may, with the consent of the Board Chair, from time-to-time delegate her/his responsibilities to another Board member, the Head of School or another designee, including a non-member of the Board.

2.12.6. Officer Elections

The process of selecting Board officers shall be managed by the Board Chair and Governance Committee Chair.

The Board shall select its officers for the following school year no later than at its last Board meeting of the current school year.

The Board Chair shall canvas Board members, including recently elected

or appointed Board members whose terms begin on July 1, to identify individuals interested in taking on one of the officer roles.

Where only one Board member indicates interest in one of the officer positions, they may be appointed by the Board through a motion and majority vote at the next Board meeting.

Where more than one person has indicated interest in one of the Officer positions, a secret ballot election shall occur to elect the person to that position. Board members vying for an officer position through an electoral process shall be provided the opportunity to present their case to the Board prior to the vote taking place. The Board Chair or the Governance Chair shall manage the election process. If the Board Chair or the Governance Chair are one of the candidates vying for election, they shall recuse themselves from the process and another Board member shall be appointed to oversee the election process.

2.13. Board Committees

Board Committees manage much of the Board's work - it's in-depth deliberations and planning - and accomplish most of its tactical work. Committees allow the Board to make well-considered decisions and concentrate on long-range strategic issues. Committees formulate recommendations to the Boards as needed and the Board then makes decisions based on those recommendations.

The Board can create standing (permanent) committees and/or ad hoc (temporary) committees to help the Board fulfill its roles and responsibilities. Creating or disbanding a committee requires a majority vote.

Every committee shall have a clear set of roles, responsibilities and goals that shall be set forth in a document called "Terms of Reference" that must be approved by the Board annually.

Every committee shall have a Chair to manage the committee, schedule and lead the meetings, and ensure the committee fulfills its roles, responsibilities and goals. The Chair shall be appointed by the Board and must be a member of the Board. The Chair of any standing committee will serve a one (1) year term aligned with the school calendar year. The Chair of any ad hoc committee will serve for the duration of its existence. If a Chair is unable to complete their term, the Board shall appoint a replacement.

Every committee shall report directly to the Board. Neither the committee nor the committee Chair have the authority to act or speak on behalf of the Board unless given explicit approval to do so by the Board Chair for a specific purpose and time period.

The Board shall decide on committee members by simple majority vote. The members may include Board members, Association members and/or other persons unaffiliated with ICS. Non-Board members chosen for a committee should possess experience, skill sets or relationships relevant to the work of the committee.

All non-Board members of any committee shall be required to sign the same Board conduct documents listed under section 2.1 of the Board Handbook.

The Board may choose to disband a committee at any time by a simple majority

vote. The Board may remove any member of a committee at any time by a simple majority vote.

2.13.1. Finance Committee

The Finance Committee takes a leadership role on the school's financial fiduciary oversight role. The Chair of the Finance Committee shall be the Board Treasurer.

See Annex J for the Finance Committee's Terms of Reference.

2.13.2. Governance Committee

The Governance Committee takes a leadership role in ensuring the Board runs smoothly and in its professional development. The committee is responsible for: recruiting Board members; helping Board members understand their roles; conducting an annual evaluation of Board effectiveness; planning Board training and retreats; working with the Head of School to develop their annual goals; lead the Head of School performance assessment process; and, manage Board policies and procedures.

The Chair of the Governance Committee shall be any member of the Board other than the Board Chair, Board Vice Chair or Board Treasurer.

See Annex K for the Governance Committee's Terms of Reference.

2.13.3. Investment Advisory Committee

The Investment Advisory Committee shall be a standing sub-committee of the Finance Committee.

The purpose of the Investment Advisory Committee is to assist the Head of School, the Finance Committee and the Board in fulfilling their fiduciary responsibilities pertaining to the management and investment of the funds of the school in accordance with Board policies.

See Annex L for the Investment Advisory Committee's Terms of Reference.

2.13.4. Ad-hoc Committees

I. Formation and Mandate

Ad hoc committees are established by the Board to perform a specific, time-bound task that falls outside the scope of standing committees.

Proposal: Any Board member may propose the creation of an ad hoc committee.

Establishment: The committee is officially formed only after a Board vote.

Terms of Reference (ToR): Every ad hoc committee must have a written ToR. For specialized groups, these must be formally annexed to the Board Handbook.

II. Composition and Appointments

Committee Chair: The Board Chair, in consultation with the Board, shall appoint a Committee Chair (typically a voting Board member).

Membership: Committees may include non-Board members (parents, alumni, or external experts) if specialized skills are required.

Ex-officio Members: The Head of School shall serve as an ex-officio, non-voting member unless otherwise stated in the ToR.

III. Operational Guidelines

To maintain alignment with international school governance best practices, ad hoc committees must adhere to the following:

Feature	Requirement
Meetings	Held as needed to fulfill the mandate; minutes must be recorded.
Authority	Advisory only. Committees cannot bind the Board or School to contracts unless explicitly authorized by a Board resolution.
Reporting	The Committee Chair shall provide a progress report at each regular Board Meeting.
Quorum	A simple majority of the committee members.

IV. Review and Dissolution

Automatic Dissolution: An ad hoc committee is dissolved once its final report or recommendation is accepted by the Board.

Extension: If the task is not completed by the date specified in the ToR, the Board must vote to extend the committee's tenure.

Transition to Standing Committee: If the "ad hoc" task becomes a permanent necessity, the Board may move to amend the bylaws to create a Standing Committee.

2.14. Board & Committee Meetings

2.14.1. Location of meeting

Board & committee meetings may be held in person or virtually. At least 2 Board meetings per school year shall be held in person. Committee meetings are normally held virtually.

All in-person Board meetings shall take place in the ICS Boardroom, in

Addis Ababa, Ethiopia, unless the Board decides otherwise.

Online meetings shall take place using an electronic means using an account created exclusively for Board use. The Board Secretary shall be responsible for creating and managing the account.

2.14.2. Meeting schedule

The Board shall establish the schedule of its meetings for the following school year at its final Board meeting of the current school year. Changes to the meeting schedule requires Board approval and may be made at any time during the school year.

Committees shall establish the schedule of their meetings for the school year at their first meeting of the school year. The Board shall adopt this schedule as part of the process of approving committee workplans.

The Board Secretary shall develop a calendar to support Board planning.

Changes to committee meeting schedules require approval of the committee and must be communicated to the Board Chair as soon as possible.

When setting its meeting schedules, Board and committee chairs shall consult the school calendar, and the calendar of major events or celebrations in Addis Ababa, and avoid scheduling meetings that conflict with important events or school holidays.

The Board Secretary is responsible for sending meeting invitations for Board and committee meetings at least 30 days in advance.

2.14.3. Frequency of meetings

Board and committee meetings shall be scheduled as frequently as required, and at an interval of no more than 8 weeks between each meeting, except for the months of June, July and August. Committees are normally expected to meet at least once a month to advance Board work.

2.14.4. Meeting attendance

Board members are expected to attend all Board meetings and all meetings of the committees of which they are members. Board members who do not reside in Addis Ababa (Overseas Board Members) are expected to travel to attend in-person Board meetings. When Board members are unable to attend a meeting, including when an overseas Board member cannot travel to an in-person meeting, they must notify the Board Chair as soon as possible. The Board Chair may consider accommodation to allow Board members to attend in alternative ways (e.g., calling in to an in-person meeting). No Board member shall miss more than 2 Board meetings in a school year.

Board members who are not members of a committee may attend committee meetings as observers. Recognizing that observers are not part of prior committee deliberations, and to ensure meetings remain on track, observers should refrain from participating in committee deliberations unless expressly permitted by the Committee Chair.

The Board or a Committee may invite individuals as guests or observers to attend a meeting either to provide evidence or expertise, or as a learning activity. Observers or guests may be invited to attend Board or Committee meetings, or parts thereof, upon approval of the Board. The Board may set parameters to the level of participation allowed of observers or guests. Observers or guests do not have a voting right.

2.14.5. Travel for meetings

Board members located in Addis Ababa are expected to travel under their own means to attend in-person Board meetings. Overseas Board Members shall be reimbursed their travel expenses (e.g., car rental, taxi, airfare, airport hotel) up to a maximum of USD \$6,000 per meeting attended. This amount shall be reviewed annually by the Finance Committee. Hotel and meal expenses incurred in Addis Ababa while attending Board meetings are separate from this maximum cap and will be paid by the school. Overseas Board Members shall submit their travel reimbursement request to the Board Administrator and Board Chair and include copies of all appropriate receipts of the expenses incurred as soon as possible.

2.14.6. Meeting Agenda and Materials

The Board Chair shall create an agenda with input from the Board Officers and the Head of School and will share it with the full Board at least one (1) week in advance of the meeting. The Chair is responsible for collating all materials for the meeting packet. The packet of materials for Board meetings shall be provided to Board members at least one (1) week in advance of the meeting to provide adequate time for Board members to review the materials and to prepare. The meeting packet should include: (i) an Agenda, (ii) school reports, (iii) items for approval (iv) items for discussion (v) updates from committees (vi) key background documents (e.g., statutes and bylaws, policy manual, Board handbook, mission, vision & strategic plan, action and decision logs).

2.14.7. Consent Agenda

The Board will use a consent agenda to approve routine, non-controversial matters in a single motion. The consent agenda groups routine, non-controversial items into a single motion so the board can spend meeting time on strategy, risk, and student outcomes rather than administrative approvals.

The consent agenda shall only include items that are:

- Informational or standard approvals
- Previously reviewed by a committee
- Unlikely to require discussion

Typical items:

- Approval of prior board meeting minutes
- Committee meeting minutes (if no decisions required)
- Routine updates & school reports
- Compliance filings

The consent agenda shall never include:

- Strategic decisions
- Financial issues with material impact
- Anything controversial or unclear
- First-time major policies

The Board Chair shall provide a document to collect clarifying questions and answers to any item in the consent agenda. This document shall be part of the consent agenda and should be reviewed briefly prior to the approval of the consent agenda to ensure all board members are satisfied that their questions have been answered. The question and answer document should be distributed to all Board members at least 7 days in advance of a board meeting, and should be locked 24 hours prior to the meeting to allow time to respond to all questions in writing.

Any Board member may request that an item be removed from the consent agenda for individual consideration. Items removed shall be discussed and voted upon separately.

At the meeting: step-by-step procedure

1. Chair introduces the consent agenda
2. Opportunity to remove items
 - Any board member may request removal—no justification required.
 - Removed items are moved to the regular agenda
3. Motion and vote

After approval:

- The minutes should:
 - List all approved consent items
 - Note any items removed for discussion
- Removed items are discussed and voted on individually.

Common pitfalls to avoid

- Overloading the consent agenda with important decisions
- Board members not reading materials in advance
- Chair discouraging removal requests
- Lack of clarity about what's being approved

(Last updated June 9, 2026)

2.14.8. Board decision making

The Board may only make formal decisions at a Board meeting called by the Board Chair and at which quorum is met. Under no circumstances can decisions be taken during a committee meeting, even if Board quorum is met.

I. Deliberation

Board decisions shall normally be informed by a recommendation by a committee or by the Head of School. After a committee or the Head of

School has presented its recommendation, the Board shall normally deliberate on the matter and determine whether the matter can proceed to a vote on a motion.

At this stage, matters may be referred back to a committee or the Head of School for further work, or it can proceed to a vote pursuant to the tabling of a motion.

II. Motions

The Board makes decisions pursuant to the tabling of a motion. For a motion to pass to a vote, it must be tabled by a Board member and seconded by another Board member. Where a motion does not garner a second, it cannot proceed to a vote.

A duly tabled motion may be either adopted by the Board as presented; amended and adopted; or defeated.

All votes on all motions shall be recorded in the meeting minutes.

The Board shall deliberate on all motions before it is put to a vote.

Once a decision is made, it shall be recorded in the decision log, and follow-up action assigned as appropriate, normally either to a Committee or to the Head of School, and recorded in the action log.

III. Unanimous written consent

In exceptional circumstances, and where permitted by law, any action permitted to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Board members entitled to vote with respect to the subject matter thereof. Signatures of Board members for a meeting held by unanimous written consent may be collected in original handwriting or electronic scan of the signature or by using an electronic signature software. A reply by Board members to an email consenting to an action does not qualify as an electronic signature of such Board member.

IV. Electronic voting

The Board Chair may, in circumstances where, in their opinion, a timely vote is needed on a routine Board motion prior to the next scheduled Board meeting, request a vote on a motion via electronic means in lieu of holding a special Board meeting.

The Board Chair shall ensure that a Board member seconds any motion presented for electronic vote.

The Board Chair must ensure all Board members are informed of the text of the motion and its context, as applicable, being voted on at least 3 days in advance, and be provided an opportunity to comment on the motion itself or the issue being voted on. The Board Chair may authorize changes to the language of the motion.

Where there is substantive discussion on the motion tabled for an electronic vote, the Board Chair shall consider, notwithstanding whether a

motion has been seconded, cancelling the electronic vote and refer the matter for full debate at a Board meeting.

Any Board member may request, through a motion of their own, that a motion presented for electronic vote be deferred to the next Board meeting.

The Board Chair shall establish a specific timeframe within which a response must be received.

In line with the ICS Addis Bylaws, quorum shall be considered met when 5 (five) votes have been cast.

The Board shall consider adopting an electronic voting tool (e.g. Google Forms) to clearly identify the text of a motion being voted on, and recording the votes.

Decisions taken by electronic votes are equivalent to decisions taken during a Board meeting and shall be recorded in the decision log as though it were taken during a Board meeting.

2.14.9. Tracking Actions & Decisions

The Board Secretary shall maintain a log of Board action and decision items for ease of reference. These logs should be shared as part of the Board meeting packet. The action log contains all actions raised during regular or executive Board meetings and can be assigned to Board committees or the Head of School.

3. Head of School

3.1. Head of School Assessments

3.1.1. Purpose

The primary purpose of the assessment is to: (i) Assess the Head of School's performance relative to an agreed set of critical competencies and goals. (ii) Support the Head of School's professional development by identifying areas of strength and opportunities for professional growth. (iii) Provide feedback to the Head of School to assist him/her in implementing the Mission, Vision and Strategic Plan of the School.

3.1.2. Critical Competencies

The assessment should include an evaluation of the Head of School's performance relative to an agreed set of critical competencies relative to the type of leader that the school requires in view of its current mission, vision and strategic plan. The critical competencies could include but are not limited to: (i) Strategic & Aspirational Leadership, (ii) Community Builder & Communicator and (iii) Organization & Operational Leadership.

3.1.3. Goals

The assessment should also include an evaluation of the Head of School's performance relative to an agreed set of goals. The goals used in the assessment should be measurable and preferably have (i) baselines or benchmarks against which performance can be tracked, (ii) indicators by which progress can be measured, (iii) deadlines and (iv) means of verification. The goals may include a professional development plan goal that is tied to an area for improvement noted in the Head of School's previous year's evaluation.

3.1.4. Assessment Format

The Head of School, Board Chair and Governance Chair should agree on the written assessment form, including the critical competencies and goals, and the Board should approve it no later than 1st September.

The end of year assessment must be completed in writing. While the Board Chair and Governance Chair may follow assessment formats that have been used in prior years, they may use any written format they feel most appropriate to complete the assessment.

3.1.5. Mid-Year Assessment

The Board Chair and Governance Chair should meet with the Head of School to provide a mid-year performance assessment no later than the month of January.

Prior to this meeting, the Board Chair and Governance Chair should ask all the Board members to share with them in writing any important concerns they may have with the Head of School's performance with respect to the critical competencies and goals.

The mid-year assessment should include progress made against the Head of School's annual goals, agreed to at the beginning of the school year. It should also include a brief assessment of performance against the key competencies outlined in the Head of School contract.

The feedback should include the identification of any concerns or challenges, and a collaboratively developed plan to address these.

3.1.6. Year-End Assessment

In the last two (2) months of the school year, the Board Chair and Governance Chair should organize a process where all Board members assess the performance of the Head of School against the critical competencies and goals. The final assessment should reflect the collective assessment of the Board and not a single member or small group of members. If there are differences of opinion, the opinion of the majority of the Board members shall be taken as the collective assessment. The final assessment should be completed and discussed by the Board Chair and Governance Chair with the Head of School no later than 30th June. During that meeting, there should be a preliminary discussion of possible goals for the next school year. The Board Chair and Governance Chair should provide feedback from that meeting to the full Board at the next scheduled Board meeting.

3.1.7. Ad Hoc Review

The Board Chair shall communicate to the Board any critical performance concerns about the Head of School as soon as possible, rather than waiting until the mid-year or year-end assessment periods.

3.2. Head of School Search

The appointment of a highly qualified leader to serve as Head of School is critical to ensuring the future success of ICS, delivering on its Mission and Vision and executing its Strategic Plan. The Board is committed to recruiting, developing, and retaining the most highly qualified Head of School and providing a competitive compensation package to accomplish this objective.

3.2.1. Search Timing

Ideally, the Board will have eighteen (18) to twenty-four (24) months to conduct a search for a new Head of School. This length of time is often necessary to allow for an extensive search process that can often take six (6) months or more, as well as to allow for the selected candidate to provide any required notice of resignation to their current employers, which are often at least twelve months (12) in the school sector for sitting Heads of Schools. For these reasons, best practices recommend that school Boards discuss and make determinations about continuing with their existing Head of School ideally at least twenty-four (24) months before the current contract ends.

In situations where it is not possible to have the eighteen (18) to twenty-four (24) months to conduct the search process and wait for the selected candidate to start the job, then the Board should be prepared for the possibility that it may need to employ an interim Head of School for the

period needed to complete the hiring process for a permanent Head of School. The interim Head of School may be an internal or external candidate.

Here is an example to illustrate the above guidelines. If the current Head of School's contract ends in June of 2024, the Board should discuss and determine during the period of April to June 2022 whether the contract will be extended. If the contract is to be extended, then it should be extended as agreed with the Head of School prior to July 2022. If the contract is not going to be extended, then the Board should start the search process for a new Head of School in July 2022 and complete it before the end of June 2023. The person selected to be the new Head of School would normally enter into a contract to start the position in July 2024 (or possibly earlier depending upon that person's current employment situation and whether the current Head of School wishes to be released early from their employment contract). The period of July 2023 to June 2024 would become what is referred to as a transition year during which the outgoing Head of School and the incoming Head of School could begin to have regular discussions on important operational and strategic matters.

3.2.2. Search Committee Composition

The Board shall create an ad-hoc Committee of the Board to lead the search process for the new Head of School. The Search Committee should include either the Board Chair and/or or the Governance Committee Chair. The Board shall determine if the Search Committee should include non-Board members. The Board shall appoint a Chair of the Search Committee, which does not have to be the Board Chair or Governance Committee Chair. Based on past experience and the intensity of the work, it is recommended that the size of the Search Committee does not exceed (6) six members and that all committee members have the ability to devote the necessary time to the work.

3.2.3. External Search Firm

The Board shall engage an outside search firm to support the search process. The search firm should be recognized as one of the leaders in the international school leadership search field. The Search Committee will be responsible for recommending the outside search firm to the Board for approval.

3.2.4. Search Committee Authority & Responsibilities

The Search Committee does not have the authority to make Board decisions, it provides recommendations to the Board for approval. The primary responsibilities of the Search Committee include, but are not limited to:

- Recommend a search process, including a detailed timeline.
- Recommend an external search firm and whether or not the search process will be an "open process" involving all stakeholders at ICS (i.e., Association members, Faculty, Staff, Students) or a "closed process" involving only the Board and the Search Committee.
- Develop all necessary documents, including a job profile and a position statement that describes the unique character of ICS, the

opportunities and challenges facing ICS, and the type of leader ICS needs.

- Reach out and give the members of the Association, Faculty, Staff and Students an opportunity to provide their input on the type of leader that ICS needs.
- Keep the Board regularly updated on the progress of the search.
- Keep the Association, Faculty and Staff informed of the major steps of the search process and the final decision.
- Oversee the vetting of applicants, develop the list of semi-finalists, conduct interviews with semi-finalists and develop a list of finalists.
- Schedule a visit to ICS by the finalists, determine which stakeholders should conduct interviews with the finalists and develop interview schedules.
- Develop an evaluation system to assess all the finalist interviews and prepare and make a final recommendation to the Board for approval.

3.2.5. Contract and Compensation

The Board Chair and Governance Committee Chair will manage the employment contract and compensation package with the final recommended candidate and present a recommendation to the full Board for approval.

4. Finances

4.1. Investment Policy

The guidelines for the structure and functioning of the Investment Advisory Committee are set forth in Annex L.

4.2. School Tuition, Fees & Other Income

4.2.1. Exemption from USD Payments

In order to address the hardship faced by Ethiopian nationals and other Ethiopian-born Diaspora living in Ethiopia, the Board on November 20, 2022, authorized the Head of School to provide exemptions to the Board Policy which requires that all tuition and fees be paid in USD. The Head of School shall observe the following guidelines when granting such exemptions:

- The exemptions are not a right bestowed upon the students and their families, but a temporary accommodation to address a particular hardship being faced by each family that prevents them from being able to pay tuition and fees in USD.
- The total number of students that may be allowed to pay in Birr rather than USD shall not exceed 120 students in any school year. This cap may be adjusted from time to time by the Board based on a recommendation from the Head of School that should address the School's overall financial capacity to accept payments in Birr without taking on any significant risk of currency losses.
- The 73 students already paying tuition and fees in Birr on November 20, 2022, shall be "grandfathered" under these guidelines and their families shall be allowed to continue to pay in Birr so long as they meet the hardship criteria set by the Head of School that prevents them from being able to pay tuition and fees in USD.
- The 47 remaining potentially available spots for the granting of additional exemptions, shall be reserved in priority (i) first for currently enrolled Ethiopian national students whose families meet the hardship criteria set by the Head of School and (ii) second for currently enrolled students of Ethiopian-born Diaspora living in Ethiopia whose families meet the hardship criteria set by the Head of School.
- The future siblings of any current student that is "grandfathered" and allowed to pay in Birr, regardless of nationality, shall not have any automatic right to also be allowed to pay in Birr.
- The future children of any ICS alumni, regardless of the Alumni or student's nationality, shall not have any automatic right to be allowed to pay in Birr.
- The Head of School shall determine the timing of when payments of tuition and fees in Birr shall be made (e.g. monthly, quarterly, by semester, etc.), and what surcharges shall be imposed upon Birr

payments, such that the School's financial risk and potential losses from accepting payments in Birr will be minimized.

- The existence and terms of these exemptions are a private matter of the school and the students and families concerned and shall be considered confidential information and not publicly communicated.

5. Operations

5.1. Campus Master Plan

The Board establishes the Campus Master Plan Task Force (CMPTF) as an ad hoc-committee to assist in the fiduciary and strategic stewardship of the School's physical environment and infrastructure.

The CMPTF works in collaboration with the School's leadership team to produce, monitor, and periodically review the 10-year Campus Master Plan (CMP). This plan requires an annual review and must be strictly integrated with the Board's Strategic Plan.

The guidelines for the structure and functioning of the CMPTF are set forth in its Terms of Reference in Annex M.

5.2. Facilities Use

The Head of School shall maintain administrative procedures for the usage of campus facilities, including scheduling protocols, security requirements, and applicable fee structures. These procedures shall be published in the Student and Parent Handbook and the Faculty and Staff Handbook.

(Last amended: May 18, 2026)

5.3. Sustainability

Definitions:

Sustainability: Meeting the needs of the present without compromising future generations' ability to meet their own needs within the Ethiopian context.

Regenerative Sustainability: Actively seeking to restore and revitalize natural systems beyond merely reducing harm.

Board Intentions:

1. To prioritize sustainability in strategic planning, as expressed in its strategic statements.
2. To ensure all new facility and campus infrastructure developments adhere to energy conservation and sustainability principles.
3. To encourage and support a sustainability culture, and ICS community initiatives that further sustainable environmental practices.

(Last update: April 20, 2026)

5.4. Safety & Security

The Head of School shall ensure that the highest standard of child safeguarding practices is clearly defined, implemented, and monitored.

The Head of School shall ensure that all appropriate government/regulatory licenses required for the school to operate are current and shall maintain strong relations with relevant regulatory and government authorities.

The Head of School shall maintain adequate insurance to protect the school, its employees, and governing bodies regarding international standards and in the context of Ethiopian regulations.

The Head of School shall ensure all personal information is adequately and appropriately safeguarded.

6. Personnel

6.1. Employee Appeals

If an employee requests a special meeting of the Board to hear an appeal of an employment decision made by the Head of School the spokesperson for the Board should respond in writing within 2 working days outlining the process.

- It is at the discretion of the Board on whether appeals will be heard.
- At the next Board meeting during the executive session the Board will vote on whether the requested appeal will be heard. Before making this decision all the Board members should have all the materials needed to make a fair and impartial decision; items such as the request for appellate relief and the Head of School's written letter explaining the employment decision.
- Regardless of the outcome, within 5 working days of the Executive session, the Board Spokesperson must inform the employee of the Board's decision to hear the appeal or not. If the Board decides to hear the employee's appeal, the following instructions and guidelines must be provided to the employee.
 - A special meeting of the Board of governors is being held specifically to hear the appeal of the Employee. The Board chair will appoint three Board members as an ad hoc Appeal committee, including either the chair or Vice-Chair, to hear the appeal and make a recommendation to the full Board. The Board Administrator will also be present for recordkeeping purposes only.
 - The Employee is requested to write his petition for relief and to have paper copies for the Board members as well as a digital copy at the time of the hearing. The Employee will then have a maximum of thirty minutes to read his petition to the Board Members. No witnesses are allowed. The Employee must remember the Board's responsibility in the appeal hearing is to only guarantee that school procedure for discipline, firing, or nonrenewal of contract was followed NOT to determine if the Employee actions warrant discipline or if the Employee is worthy of renewal. The Employee should focus on the discipline procedure NOT waste time justifying his/her conduct. After the thirty minutes the Board Members will have the opportunity to ask questions.
 - In a separate meeting, after hearing the petition of the Employee, the ad hoc Appeal Committee will then request the Head of School to present all documentation dealing with the discipline, firing or nonrenewal of contract. In addition other documentation might be requested such as communication with the Employee, faculty Guideline, or Employee's contract. The Head of School will then present his/her reasons for the discipline with all the documentation at another special meeting of the Board. The Head of School should also be prepared for questions from the ad hoc Appeal Committee Members.
 - After both special meetings the ad hoc appeal committee will then

make a recommendation to the full Board at the next executive session on how to rule on the employee's petition. The full Board will vote and the employee should receive a written decision within 10 working days of the meeting. The decision is final.

6.2. Staff Complaint and Grievance

The Board of Governors recognizes its limited but important role in the grievance process for staff. As outlined in the Board Policy Manual, the Board only receives staff grievances under specific circumstances and shall respond with discretion, fairness, and in accordance with its governance responsibilities.

I. Conditions for Board Review

A grievance may be submitted to the Board only when both of the following conditions are met:

- The staff member has fully exhausted the internal grievance procedures as outlined in the Human Resources Manual and Faculty and Staff Handbook; and,
- The grievance concerns either:
 - An alleged violation of Board policy or contract terms resulting in personal detriment; or,
 - A claim that existing Board policy fails to adequately protect the employee's rights.

Additionally, if the grievance involves the Head of School directly, staff may bypass internal grievance procedures and submit their complaint directly to the Board.

II. Receipt and Acknowledgment

Grievances submitted to the Board must be:

- Submitted in writing;
- Directed to the Board Chair (or another designated Board officer); and,
- Acknowledged in writing within 7 working days of receipt.

III. Initial Review

The Board Chair, in consultation with the Governance Committee, will:

- Confirm whether the grievance meets the policy-defined conditions for Board review;
- Determine whether the issue warrants legal consultation or external review;
- Ensure that the matter is treated with strict confidentiality; and,

- If the grievance does not meet the conditions, the staff member will be informed in writing with an explanation and, if applicable, redirected to the proper internal channels.

IV. Review Process

If accepted, the Board will:

- Form an Ad Hoc Grievance Review Panel (maximum 3 members);
- Review all relevant documentation and may invite written clarification from the complainant and the person subject of the complaint;
- Seek legal or HR consultation if necessary; and,
- Ensure that the Head of School is consulted.

V. Decision and Response

Following its review, the Board will:

- Deliberate in executive session;
- Determine if Board policy has been violated;
- Communicate a formal written response to the complainant, including any decisions or policy adjustments (if applicable); and,
- Ensure appropriate follow-up actions are taken.

VI. Recordkeeping

The Board Secretary will maintain a confidential record of the grievance, proceedings, and decision, accessible only to authorized Board members and counsel.

7. Whistleblowing

7.1. Handling of Whistleblower Reports by the Board

In accordance with the School's Whistleblower Policy, the Board of Governors is committed to ensuring that all reports of unethical or illegal conduct are handled with integrity, objectivity, and confidentiality. While the Human Resources Manual outlines the reporting protocol for employees, instances where a report is made directly to the Board—particularly those involving senior leadership or the Head of School—require a clear and separate handling process.

A. Receipt of a Report

Whistleblower reports may be received by:

- The Board Chair;
- The Chair of the Governance Committee; or
- A designated confidential email address managed by the Board.

The receiving Board member must acknowledge receipt within 5 working days, maintaining strict confidentiality.

B. Initial Review and Triage

Upon receipt, the Board Chair or Governance Chair will:

- Determine if the matter falls within the Board's purview (e.g., involving the Head of School, Board members, or systemic governance issues);
- Refer operational matters to the appropriate administrative authority unless a conflict of interest exists; and,
- Ensure that allegations involving the Head of School are reviewed independently by the Board or through an external investigator, as needed.

C. Establishment of an Ad Hoc Review Committee

If deemed necessary, the Board may constitute a confidential Ad Hoc Review Committee comprising no more than 3 Board members not directly involved in the matter to:

- Conduct a preliminary fact-finding inquiry;
- Engage external expertise if the case warrants specialized investigation; and,
- Recommend next steps to the full Board (or a subset thereof), maintaining appropriate confidentiality.

D. Confidentiality and Non-Retaliation

The identity of the whistleblower will be protected to the fullest extent possible. All

Board members must:

- Avoid discussing the report outside the review process;
- Uphold the School's non-retaliation policy, ensuring that no adverse action is taken against the whistleblower; and,
- Seek legal guidance if necessary to ensure compliance with employment laws and Board fiduciary duties.

E. Reporting and Resolution

The Board will determine and oversee appropriate corrective actions if the allegations are substantiated. A summary of the outcome, without breaching confidentiality, may be shared with the whistleblower if contact information was provided.

F. Recordkeeping

The Board Secretary will ensure that a confidential record of the report and proceedings is securely maintained, accessible only to authorized Board members and legal counsel if necessary.

8. Students

8.1. Key Safeguards in Student Dismissal Processes

8.1.1. Clear Disciplinary Policies

The school will establish and communicate well-defined codes of conduct outlining behaviors that may lead to disciplinary actions, including dismissal.

8.1.2. Progressive Discipline

Implementing a system of escalating consequences allows for corrective measures before resorting to dismissal, except in cases of severe misconduct.

8.1.3. Due Process

Students should be informed of the allegations against them, provided an opportunity to respond, and allowed to present evidence or call witnesses in their defense.

8.1.4. Impartial Review

An independent committee or Board should review the case to ensure fairness and objectivity in the decision-making process.

8.1.5. Right to Appeal

Students and their families should have the ability to appeal dismissal decisions to a higher authority within the institution or governing body.

8.1.6. Documentation

All steps taken during the disciplinary process should be thoroughly documented to provide a clear record of proceedings.

8.1.7. Legal and Ethical Considerations

In public educational institutions, students are afforded constitutional protections, including the right to due process under the Fourteenth Amendment. While private schools are not bound by the same constitutional requirements, they are still expected to adhere to principles of fairness and non-discrimination. Courts have held that private institutions must not act in ways that are arbitrary or capricious when making disciplinary decisions.

9. Community/External Relations

9.1. Board Communication

This procedure outlines the practical execution of the Community Relations policy.

9.1.1. Annual Welcome Protocol

The Board shall issue a welcome message to the Association within 4 weeks of the start of the new school year. This document must introduce current members, outline the primary strategic goals for the academic year, and invite the community to the first Annual General Meeting (AGM).

9.1.2. Campus Presence & Event Attendance

The Board shall identify, in its annual planning calendar, events where it feels its presence and attendance is of strategic importance to its visibility. At least two members should be present at major school events. Members are encouraged to wear official identification and engage in informal listening, referring specific operational concerns to the Head of School, and use these occasions to identify potential future Board members.

9.1.3. Digital & Physical Presence

The Governance Committee will review the "Meet the Board" section of the website. Updates must ensure bios are current and that "Why I Serve" statements reflect the diverse nature of the international community.

(Last update: June 9, 2026)

9.2. Community Engagement Standards for Board Members

9.2.1. The 24-Hour Rule

If a community member approaches a Board member with a grievance, the Board member should listen empathetically but direct the individual to the appropriate operational channel (Teacher → Principal → Head of School) within 24 hours via a follow-up email if necessary. The Board member should forthwith advise the Head of School, either directly or via the Board Chair, of all interactions with a community-member.

(Last update: June 9, 2026)

9.3. Board-HoS Communication

Effective communication between the Board and the ICS Community, the Board and the Head of School, as well as between Board members promotes better understanding, reduces unnecessary conflict, and helps build healthy relationships.

All communication among Board members needs to remain professional and respectful, including productive feedback and the ability to constructively disagree with each other.

Most Board communication with the Head of School should be channeled through the Board Chair.

Board Officers and Chairs of any standing committees may communicate directly with the Head of School as needed for Committee business, but the Board Chair should be copied on, or informed of, all such communications.

If the Board or any Board member needs to speak or communicate with a member of the school leadership team or any teacher on Board-related matters, they must first request access from the Head of School., provided that the Board Chair or the Board Treasurer do not need to request prior access to speak or communicate with the chief financial officer of the School but should keep the Head of School copied on or informed of all such communications.

(Last update: June 9, 2026)

9.4. Board Member use of Social Media

The Board recognizes that individual Board members may in a personal capacity participate in online social networking sites (e.g., Facebook, Twitter, YouTube, LinkedIn, Telegram, WhatsApp, etc.), group emails and texts, chat rooms, and also create and maintain personal websites and blogs (collectively “Social Media”). While the Board respects the personal participation by a Board member in online Social Media, the Board also recognizes that a Board member’s personal online presence can affect the Board as an individual member’s words, images, posts, and comments can reflect or be attributed to the Board and as a voice of the School.

All Board members shall adhere to the following guidelines for the personal use of Social Media: (i) Be honest about your identity. (ii) Make it clear that the views expressed are your personal views and that you are not speaking for the Board or the School Administration. (iii) Remember that your actions may reflect back on the Board and the School. (iv) Use good judgment. (v) Remember that all communication remains in cyberspace.

It shall be considered a breach of acceptable Board member conduct if a Board member’s uses Social Media to communicate: (i) Anything that may harm the goodwill or reputation of ICS or any disparaging information about ICS; (ii) Any disparaging, discriminatory or harassing information concerning any ICS Staff, Student, Community or Board member, or other person associated with ICS; or (iii) Anything that would be a contravention of the Code of Conduct or Confidentiality Agreement contained in this Board Manual.

Annex A – Letter of Understanding / Code of Conduct

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the ICS Board of Governors, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations of my role as a member of the Board.

I understand that as a member of the ICS Board of Governors I am obligated to adhere to the Statutes and Bylaws, to all policies adopted by the Board and to the prevailing laws and regulations. Additionally, in accordance with the principles of good governance, I understand that the following standards of conduct and attention in carrying out my responsibility to the ICS Association are required from me.

Responsibilities - Board of Governors

- Recognize that the Board's primary work and focus are long range and strategic.
- Develop governance policies to support the execution of the mission and vision, and to ensure the adherence to accepted governance practices.
- Adopt a clear statement of ICS's mission, vision, and strategic goals, and establish policies and plans consistent with this statement.
- Effectively oversee legal status, assets, and finance to ensure the School's long-term sustainability.
- Search, hire, support, nurture, evaluate, and set appropriate compensation for the Head of School.
- Undertake formal strategic planning on a periodic basis, set annual goals related to the plan, and conduct annual written evaluations for the school, Head of School, and the Board itself.
- Engage proactively with the Head of School in cultivating and maintaining good relations with school constituents as well as the broader community and exhibit best practices relevant to equity and justice.
- Commit to a program of professional development that includes annual new Board member orientation, ongoing Board member education and evaluation, and Board leadership succession planning.

Expectations – Board Members

- Board members are obligated to adhere to the Code of Conduct (below), to the Statutes and Bylaws, to all policies adopted by the Board and to the prevailing laws and regulations.
- Board members agree to treat all information obtained about ICS as confidential information. They are prohibited from disclosing information acquired as a Board member during and after their term on the Board.
- Non-resident Board members are required to attend in person at least two (2) in-Addis meetings or retreats per year. Resident Board members are expected to attend in person all in-Addis meetings and retreats. All Board members are expected to attend all meetings of the Board, the respective Board committees on which they serve and the ICS Association, either in person or via teleconferencing, unless an emergency arises.
- No salary or other compensation, including gifts of material value shall be paid for services as a member of the Board, except reimbursement for reasonable expenses incurred while conducting Board business.

Required personal attributes – Board Members

- High ethical standards
- Open-mindedness
- Sound, independent judgment and decision-making

- Good communication skills, including English proficiency
- Ability to work well as part of a team
- Sensitivity to the needs and concerns of our diverse community
- Ability to see the big picture/take the long-term view – absence of a personal agenda
- I will exercise the duties and responsibilities of this office with integrity, collegiality, and care.

I pledge the following:

- I will always act in the best interest of ICS's students and faculty, and for the good of the ICS school community as a whole, recognizing my absolute obligation to safeguard their trust.
- I understand that authority of the Board is invested in the Board as a collective body and that individual members may not speak or act on behalf of the Board unless the Board approves this representation.
- I understand that the Board's role is to set policy and focus on long-range and strategic issues, not to become involved directly in the management of the school programs and personnel.
- I will establish as a high priority my attendance (whether in person or via teleconferencing) at all meetings of the ICS Association, the Board and the committees/task forces on which I serve.
- I will be prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and all background material relevant to the topic at hand.
- I will work with and respect the opinions of my peers who serve on this Board and leave my personal prejudices out of all Board discussions.
- I will actively participate in Board discussions and support all actions taken by the Board in a positive manner, even when I am in a minority position on such actions.
- I will observe parliamentary procedures and display courteous conduct in all meetings.
- I will participate in the annual Board self-evaluation and other Board activities and training that are meant to enhance my knowledge and skills as a trustee.
- I will avoid raising individual matters/concerns, unless broad policy implications are involved.
- I will refrain from intruding on administrative issues that are the responsibility of the Head of School, except to monitor the results and prohibit methods that conflict with Board Policy.
- I will avoid conflicts of interest between my position as a Board member and my personal life. This includes avoiding any conflicts that could arise by using my position for the advantage of my family, friends, and business associates. If such a conflict does arise, I will declare that conflict in writing to the Board and refrain from voting on matters in which I have a conflict.
- I will maintain strict confidentiality of non-public information obtained as a Board member as well as all internal Board communication. I will keep discussions of Board business within the context of Board meetings or via email copied to all Board members.
- I will represent ICS in a positive and supportive manner at all times and in all places.
- I will exercise my authority as a Board member only when working in concert with the full Board or when I have been delegated by it to do so.
- I will refrain from using information for any purpose other than to conduct service as a Board member of ICS without the prior written permission of ICS Head of School or the Board Chair.
- I will follow ICS Board Guidelines for addressing concerns from parents, staff, or community members as outlined in Section 10, Board Communications.
- I will always communicate honestly, listen actively, respect all opinions, and remain positive.
- I will keep myself informed about and actively support ICS's mission, vision, services and programs.

- In my duty of loyalty, I will act as an advocate for the school and support its administration and staff.
- I will take responsibility for ensuring Board protocols are followed by my peers.
- I will abstain from, not tolerate and report any form of discrimination or harassment - e.g. any unjust or prejudicial treatment of different categories of people, or any improper or unwelcome conduct that might reasonably be expected or be perceived to cause offence or humiliation to another person; in any form because of gender, gender identity and expression, sexual orientation, physical ability, physical appearance, ethnicity, race, national origin, political affiliation, age, religion or any other reason.

"I affirm that I have read, fully understood and, if elected / appointed, will abide by the Board responsibilities, Governors code of conduct, and Governance principles."

Name, Signature, Date

Annex B – ICS Board of Governors Member Confidentiality Agreement

This agreement refers exclusively to the service I am performing as a Member of the Board of Governors of the International Community School (ICS) Addis Ababa.

I acknowledge the importance of confidentiality and sensitivity in all communications with respect to the affairs of the School. I agree to treat all information that I obtain about the School while a member of the Board as confidential information. I agree to not disclose, during and after my term on the Board, any and all confidential information, however acquired, pertaining to the School and its activities.

This Confidentiality Agreement includes, but is not limited to:
information pertaining to financial, legal or security issues, including proposals and contracts with 3rd party suppliers, and the acquisition or sale of real property,
information pertaining to personnel including performance evaluation data, compensation, and grievances,
information pertaining to students.

The foregoing obligations shall continue to bind me in respect of all information except information which

- was in the public domain at the time of disclosure to me or later becomes part of the public domain through no fault on my part; or
- was in my possession prior to disclosure by ICS and the ICS Board as proven by my written records at such time; or
- is disclosed to me, by virtue of being a Member of the ICS Board of Governors, by a third party who did not obtain such Information, directly or indirectly, from ICS or the ICS Board.

The obligations set forth in this Confidentiality Agreement shall bind me for an unlimited time from the date of signature. All material shall remain the property of ICS and the ICS Board, and shall be returned upon request or upon my determination that I no longer need such material.

I understand that if I breach this Confidentiality Agreement, the Board has the right to institute legal proceedings against me and in this event, I shall be responsible for all damages and expenses, including but not limited to attorneys' fees, incurred by the School in connection with such legal proceedings.

The English version of this Confidentiality Agreement shall be deemed the original. The Ethiopian appropriate civil and criminal laws and Federal Courts in Addis Ababa shall govern this Confidentiality Agreement.

Name, Signature, Date

Annex C – ICS Board Conflict of Interest Statement

Eligibility criteria for all members of the ICS Board of Governors are written in the Statutes and Bylaws and Board Governance Manual.

ICS requires that its serving Board members, Board member candidates, members of Board committees/task forces avoid any conflict or appearance of conflict between their own interest and the interests of the school in dealing with all suppliers, contractors, and other organizations or individuals doing or seeking to do business with ICS.

In order to be serve on the ICS Board of Governors, as a Board member or an invited guest to a meeting of and/or a committee/task force of the Board, you (and/or your immediate family members) must NOT:

- be employed by ICS and/or a contractor to ICS,
- own/hold a position on the governing Board and/or be employed by another school in Ethiopia,
- have been found by a court of law in any country to be guilty of a felony or the equivalent thereof or have any previous criminal record.

In addition, you are required to disclose any business activity and/or relationship in which you or an immediate family member is involved which could represent or appear to represent a conflict of interest with the school, including:

Being affiliated with an organization engaged in business transactions with ICS or an affiliate.

Holding a material financial interest in a transaction between ICS and an entity in which you or a family member is affiliated.

Holding a material financial interest in a business or enterprise that competes with ICS.

Any situation which may create the appearance of a conflict or present a duality of interests in relation to a person who has influence over the activities or finances of ICS, including the acceptance of gifts, entertainment, and other favors except those of nominal value.

If you feel that such a conflict exists for you and/or an immediate family member, please provide the following information:

Type of interest	Name of the Entity	Nature of Relationship	Start & End (if applicable) dates

"I affirm that I have read and fully understand the terms of eligibility as described above and declare that I am eligible to be/become a member of the ICS Board of Governors."

Name, Signature, Date

Annex D - ICS Board Guidelines for personal use of Social Media

As a Board member, you should be mindful to use electronic media responsibly and respectfully to others, even on your own personal time. Therefore, you should adhere to the following guidelines for your personal use of Social Media:

- Be honest about your identity.
- Make it clear that the views expressed are yours alone. You do not speak for the Board or ICS in any forum, absent the permission of the entire Board.
- Remember that, while you speak for yourself, your actions may reflect back to the Board.
- Use your best judgment when communicating to the public.
- Remember that all communication remains in cyberspace.
- Don't write anything you can't say in public.

Because the Board members' personal online comments and postings can impact the Board, the Board has also adopted the following restrictions on Social Media use that Board members must observe when participating in social networking sites and/or engaging in other forms of Internet use.

It shall be considered a breach of acceptable Board member conduct to post on any public or private website or other forum, including but not limited to discussion lists, newsgroups, listservs, blogs, information sharing sites, social media sites, social or business networking sites such as LinkedIn, Facebook, Instagram, Twitter, etc., or any other electronic or print communication format, any of the following:

- VII. Anything that may harm the goodwill or reputation of ICS or any disparaging information about ICS.
- VIII. Any disparaging, discriminatory or harassing information concerning any ICS Staff, Student, Community or Board member, or other person associated with ICS.
- IX. Anything that contradicts, disparages or confuses ICS decisions, action, communications or programs

Signature: _____

Date: _____

Name: _____

Annex E - Board Election Process

1. General:

The Governance Committee (GC) should manage the election process, provided that any sitting member of the GC who is running for re-election to the Board should not participate in the management of the election process. Set forth below is the recommended process for the GC to follow for the election of Board members.

2. Process Review:

In the month of January, the GC should identify any elected Board positions that will open at the end of the current school year. If there will be any open positions, the GC should begin to prepare for the election process by reviewing this process and making a recommendation to the Board to either approve the process as written in this Annex or approve changes to the process that will be followed for that year's election.

3. Timeline:

Once the process has been approved, the GC shall establish a timeline for the process and will be responsible for implementing all the required actions. Working backwards from the date proposed for the Association General Meeting (AGM), the timeline should establish important dates by which certain actions should take place, including:

- The date to share the process and timeline with the members of the Association.
- The date to make a call for candidates.
- The date by which interested candidates must submit their applications.
- The date on which candidates will be evaluated by the Association.
- The date on which ballots will be distributed and voting will open.
- The date of the AGM.

When establishing the date of the AGM, the GC should consider Section 8.4 of the Board Policy & Procedure Manual which provides that this AGM should be held no later than one (1) month prior to the end of the school year. Also, the length of time between the call for candidate applications and the deadline for submission should be a minimum of two weeks and no more than one month. In addition, there are other notice requirements and minimum voting period requirements detailed below which must be considered when establishing the timeline for the election process. Considering all the requirements, a summary timeline for the election process would be:

Timing	Action
January	• Identify any open positions for election process • Review the current election process and makes recommendation to Board to either follow existing process or make changes to process • Establish timeline for election process
February	• Inform the Association members of the election process and timeline • Invite the Association members to submit applications of interest

March	• Share candidate applications with Association members • Hold panel discussion between candidates and Association members
April	• Open and close electronic voting period • Hold the AGM and finalize the vote

4. Candidate Applications:

All candidates should apply by submitting the following documents by the submission deadline:

- Signed Letter of Interest and CV. The letter of interest should answer the following suggested questions:
 - Why are you interested in joining the Board?
 - What skills and experiences do you bring to the Board?
 - What makes the school's mission and vision powerful?
 - What role does the Board play in supporting ICS?
- Signed Letter of Understanding / Code of Conduct
- Signed Conflict of Interest Form

5. Application:

The Letter of Interest and CV of each candidate should be shared with all members of the Association prior to the opening of voting. To avoid the cost and delay of distributing paper copies, this should be done electronically by sharing a link to view these documents on the School's website.

6. Panel Discussion:

In addition, the GC should arrange a panel discussion between all the candidates and the members of the Association. The panel discussion may be held in person or via a multi-party video conference tool such as Zoom. A recording of the panel discussion should be made available to the members of the Association. At the panel discussion, all candidates should be allowed to introduce themselves and take turns answering questions proposed by the GC, as well as some questions from Association members attending the panel discussion. The GC will determine the format for the panel discussion, including questions, format and follow-up. Here are some possible questions for the panel discussion:

- Why do you want to serve on the Board?
- What contributions do you think you can make to the Board?
- What hard skills and soft skills do you bring to the Board?
- Have you served on a School Board or any other Board before?
- In your prior Board work, what were some key challenges and how did you contribute to overcoming them?
- Can you tell us about your style of communication?
- What is your understanding of the role of the Board and of individual Board members at ICS?
- What do you think the ICS Board can improve on and how do you think you could contribute to that?

7. Candidate Campaigns:

Candidates should conduct an election campaign that is positive and not disparaging to the School, its employees or programs or to any other candidate. It is the expectation that each candidate will conduct him/herself in a manner consistent with the core values of ICS as stated in the Code of Conduct. Candidates (or persons acting on behalf of a candidate) are prohibited from: (i) distributing any printed or electronic material through ICS's students, administration, staff, PCL or other chartered organizations or any other means and (ii) seeking the endorsement of any organization/group (including employer, embassy, or club) and/or allowing any such organization/group to endorse or promote his/her candidacy.

8. Applicable Clauses in Statutes:

The following clauses in the Statutes are applicable to the election process and must be followed by the Board and the GC.

- Article XII, Clause 4: The clause requires that a notice of the AGM, the agenda and the election slate, be sent to all members of the Association at least fifteen (15) school days before the meeting.
- Article XIII, Clause 1: This clause allows the Board to request that Association members vote electronically on the election of Board members. The clause requires that a notice of electronic voting, the dates of the electronic voting period and the election slate, be sent to all members of the Association at least fifteen (15) school days before the meeting.
- Article XIII, Clause 3: This clause requires that the electronic voting period be held for a minimum of ten (10) school days.
- Article XIII, Clause 4: This clause provides that the quorum for the AGM shall be ten percent (10%) of the members of the Association.
- Article XIII, Clauses 5 and 6: These clauses provide, that in addition to electronic voting, the members of the Association shall alternatively be allowed to vote in the election process by casting a ballot in person at the AGM or by completing an absentee ballot at the school grounds in the ten (10) school day period prior to the meeting.
- Article XIII, Clause 7: This clause provides that proxy voting is not allowed.
- Article XIII, Clause 8: This clause provides that the election decision is by majority vote.

9. Voting and Counting of Votes:

The following procedures have been used in the past and the GC should consider continuing these practices.

- The ten (10) day electronic voting period should end prior to the start of the AGM.
- Association members who did not vote electronically or by absentee ballot should be allowed to vote by paper ballot at the AGM.
- At the beginning of the AGM, announce a time deadline for the submission of paper ballots.
- At the beginning of the AGM, asked for three (3) volunteers to help verify the electronic vote and to count the paper ballots. It would be preferable to have 2 parents and 1 faculty member.
- The Board Chair, the GC Chair, the Board Secretary and the three (3) volunteers should leave the AGM to count and verify the votes.
- The GC Chair or designee should share the electronic votes with the group to count and verify.

- After the electronic vote is verified, the paper ballots are counted. One (1) member of the Board should read out the paper ballot vote candidate selection, one (1) member of the Board confirms the candidate selection and the 3 volunteers each keep their own tally of the votes.
- All 3 separate tallies of the paper ballot votes need to be the same or the counting process must be repeated for all the paper ballots.
- The whole group must agree to the final electronic and paper ballot counts for the vote to be deemed verified and final. Each member of the group should sign a form attesting to the final voting results.
- The Board Chair should announce the voting results to the AGM by announcing the number of votes received by each candidate and the name of the candidate that received the highest number of votes.

10. Election Irregularities:

If there are any irregularities involving a candidate or the election process, the GC will bring it up to the full Board for discussion and decision as needed. Irregularities could include but are not be limited to: (i) too few candidates for the open positions, (ii) candidate withdrawals during the process, (iii) concerns raised by members of the Association about any candidates and (iv) a tie in the vote.

Annex F - Board Appointment Process

1. General:

The Governance Committee (GC) should manage the Board appointment process, provided that any sitting member of the GC who is looking to be reappointed to the Board for a new term should not participate in the management of the appointment process. This Board appointment process is managed in parallel along the same time frame as the Board election process. Set forth below is the recommended process for the GC to follow for the appointment of Board members.

2. Separate Approval Processes:

There shall be two (2) separate approval processes for candidates depending upon whether the candidate is (i) a current sitting Board member seeking reappointment to the Board or (ii) a new candidate not currently sitting on the Board. Accordingly, depending upon the open appointed Board positions and whether or not a sitting member is seeking reappointment, the GC may need to follow both or only one of the approval processes.

3. Process Review:

In the month of December, the GC should identify any appointed Board positions that will open at the end of the current school year. If there will be any open positions, the GC should begin to prepare for the appointment process by reviewing this process and making a recommendation to the Board to either approve the process as written in this Annex or approve changes to the process that will be followed for that year's appointments.

4. Sitting Board Members Seeking Reappointment:

If a sitting Board member would like to be considered for reappointment to serve another term on the Board, the following process should be followed.

- No later than the January 15th, the sitting Board member should inform the Chair of the GC that they intend to participate in the reappointment process and submit a letter of interest to the GC that includes a summary of their contributions to the work of the Board, explains why they would like to continue to serve on the Board and identifies any deficiencies in their complying with the Board code of conduct during their term.
- No later than January 31st, the GC should meet and evaluate the letter of interest and discuss the sitting Board member's performance and participation in the work of the Board during their term and vote on whether or not to recommend the reappointment of the sitting Board member to the Board.
- No later than February 15th, the GC should present their recommendation to the Board for a vote. Should the Board vote in favor of reappointment, then there will be no need for the GC to follow the process outlined below to seek new candidates for that Board seat. Should the Board vote against reappointment, then the GC should follow the process outlined below to seek new candidates for that Board seat.
- It is permissible, but not recommended, that the GC and/or Board could decide to ask a sitting Board member seeking reappointment to participate in the same process identified below for new candidates. In that case, the sitting Board member would be evaluated by the STF (defined below) and compared

against new candidates. This type of decision would be unusual as normally the Board should already have formed an opinion as to performance of the sitting Board member and whether or not that person merits reappointment to their Board position. However, under certain circumstances, this type of decision could make sense.

- No later than March 1st, the GC should inform the Association whether there will be any open appointed positions on the Board at the end of the school year and whether the current sitting Board member has been approved for reappointment to that position by the Board or whether there will be no reappointment and the Board will be seeking new candidates for that Board position.

5. New Candidates Seeking Appointment to the Board:

If the Board will be seeking new candidates for appointment to the Board, the following process should be followed.

6. Selection Taskforce: A Selection Taskforce (STF) will be formed and used to evaluate all new candidates seeking appointment to the Board. In addition, the Board may, but is not required to, ask a sitting Board member seeking reappointment to also be evaluated by the STF and compared against new candidates. The STF serves for only the current year appointment process as a new STF will be created each subsequent year.

a. Creation and Composition of STF:

- The STF should be composed of six (6) to (8) members. Ideally, one-half of the members should be sitting Board members and the other one-half should be composed of current parents and faculty that are members of the Association. The Chair of the GC or another Board member shall chair the STF.
- No later than the end of February, the GC should announce an open call for volunteers within the Association to be part of the STF. This announcement shall inform the Association of the role and responsibilities of the STF, how to apply to join the STF and the deadline for submitting a signed letter of interest and CV. The letter should explain (i) why they are interested in joining the STF? and (ii) why they would make a good member of the STF?
- A person is ineligible to serve on the STF if that person is a candidate, has nominated a candidate, has a family member that is a candidate, or has another family member on the STF.
- Promptly after the submission deadline has passed, the GC will review and evaluate all applications, including ensuring there is no conflict of interest, and make a recommendation to the Board as to the applicants to be made members of the STF. The Board should vote on the GC recommendation.

b. Responsibilities of the STF: The primary responsibilities of the STF are to: (i) review each candidates application and ensure it is complete and no required documents are missing, (ii) interview each candidate, (iii) meet and discuss each candidate's interview, their CV and letter of interest, (iv) use the process recommended by the GC to evaluate and rank each candidate, and (v) make a written recommendation to the GC and the Board regarding the ranking of all the candidates and their ability to

serve on the Board, and ensure that the recommendation includes access to candidate applications, interview recordings, and the scoring system used to rank candidates for the Board to consult as needed.

7. Candidate Nominations and Applications:

Any member of the Association can self-nominate or nominate up to two (2) candidates, provided that a member may not self-nominate or nominate any candidate if there are already two (2) persons serving on the Board that were nominated by such member and wHead of Schoole terms continue into the next school year.

All candidates should apply by submitting the following documents by the submission deadline:

- Signed Letter of Interest and CV. The letter of interest should answer the following suggested questions:
- Why are you interested in joining the Board?
- What skills and experiences do you bring to the Board?
- What makes the school's mission and vision powerful?
- What role does the Board play in supporting ICS?
- Signed Letter of Understanding / Code of Conduct
- Signed Conflict of Interest Form
- Signed Nomination Form (if being nominated by an Association member)

8. Practical Matters:

The GC should communicate with the Association via the ICS Weekly, the ICS website, and email from the designated Board email address. The STF should record the interviews with candidates so that the interviews may be viewed by any member of the STF who cannot attend the interview and by any Board member.

9. STF Review and Evaluation Process:

Each year, the GC should recommend the process that should be used by the STF to evaluate and rank each candidate. The process should ensure that the STF will (i) evaluate all candidates against the skills and experience currently needed by the Board to achieve the mission, vision and strategic objectives of the School and (ii) take into consideration the objectives of the Board's policy on diversity in Section 4.4 of this Policy Manual. In prior years, a point system has been used where each candidate is assigned a score for different categories, such as (i) Letter of Interest, (ii) CV, (iii) Interview with STF, and (iv) Skills & Experience of the candidate compared to the Skills & Experience needed by the current Board. For example, the GC could recommend a point system with a maximum score of 100 points, with up to 15 points assigned to the Letter of Interest, up to 15 points assigned to the CV, up to 35 points assigned to the Interview and up to 35 points assigned to relevant Skills & Experience. This is only a suggested point system and the GC may propose a different process. Once all candidates have been ranked by each STF member, the STF collectively ranks the candidates and develops a recommendation for the GC and the Board.

10. STF Recommendation and Board Vote:

The GC should present the recommendation of the STF and ensure that the recommendation includes access to candidate applications, interview recordings, and the scoring system used to rank candidates for the Board to consult as needed. The Board shall consider, but is not obligated to follow, the recommendation of the STF. The following Board members are considered to be in a conflict-of-interest position and not

eligible to vote on the STF recommendation or any Board vote concerning the appointment of candidates: (i) any sitting Board member who is running for re-election in the Board election process and (ii) any sitting Board member who is seeking reappointment to their Board position and has been asked by the Board participate in the evaluation process by the STF. For the avoidance of doubt, the following Board members are not considered to be in a conflict-of-interest position and are eligible to vote on the STF recommendation or any Board vote concerning the appointment of candidates: (i) any sitting Board member who had been seeking reappointment to their Board position and has already been reappointed by the Board in a prior meeting and was not asked to participate in the evaluation process by the STF, and (ii) any sitting Board member who decided to not seek reappointment to their Board position.

11. Appointment Irregularities:

If there are any irregularities involving a candidate or the appointment process, the GC will bring it up to the full Board for discussion and decision as needed. Irregularities could include but are not be limited to: (i) too few candidates for the open positions, (ii) candidate withdrawals during the process, and (iii) concerns raised by members of the Association about any candidates.

12. Timeline:

The GC shall establish a timeline for the appointment process of new candidates and will be responsible for implementing all the required actions. The timeline established should be one that enables the appointment of new candidates to be completed prior to the date proposed for the Association General Meeting (AGM) being held for the Board Election Process. This will allow the Board to announce the newly appointed Board members at the same time as the AGM. Accordingly, working backwards from the date proposed for the AGM, the timeline should establish important dates by which certain actions should take place, including:

- The date to share the process and timeline with the members of the Association.
- The date to make a call for candidates.
- The date by which interested candidates must submit their applications.
- The dates for the STF to evaluate applications and interview candidates.
- The date for the STF to meet and determine their recommendation to the GC.
- The date for the Board to consider and vote on the STF recommendation.

When establishing the timeline, the length of time between the call for candidate applications and the deadline for submission should be a minimum of two weeks and no more than one month. Considering all the required actions, a summary timeline for both the reappointment and appointment processes would be:

	Action
	Identify any open positions for the appointment process.
	- Review the current appointment process and make recommendation to Board to either follow existing process or make changes. - Sitting Board members up for reappointment should decide whether or not they intend to seek reappointment and inform GC. - Review and update the target matrix of desired Board skills and experience and compare target matrix to skills and experience of existing Board members in the non-open Board seats. - GC meets and makes recommendation regarding sitting Board members seeking reappointment to their Board position.
	- Board votes on GC recommendation regarding sitting Board members seeking reappointment to their Board position. - If there will be any open Board seats, establish the timeline for the appointment process for new candidates and determine members of GC that will serve on the STF. - Inform Association members of appointment process and timeline. - Invite Association members to submit an application of interest and/or nominate non-Association members to submit an application. - Invite Association members to volunteer to serve on the STF
	- GC determines recommendation to Board regarding Association members to serve on STF. Board votes on recommendation. - Hold first meeting of STF. - Share candidate applications with the STF. - Hold interviews between candidates and the STF.
	- STF meets to evaluate and rank all candidates using process recommended by GC. STF determines recommendation for GC and Board - Board meets and GC presents STF recommendation. Board vote on STF recommendation and new candidates,

Annex G - Removal of Board Members

Annex H - Board Orientation Program

[New Board Member Orientation Program](#)

Annex I - Board Professional Development Program

1. PURPOSE:

The purpose of the ICS Addis Board of Governors (hereafter, the Board) Professional Development Program is to:

- Ensure the effective implementation Board policies on professional development and learning by translating the requirements into a concrete program of action;
- Ensure Board members are equipped to effectively contribute to the implementation of its core governance, fiduciary oversight and strategic direction setting responsibilities;
- Provide for ongoing skills development and learning for Board members throughout their service on the Board; and,
- Create a culture of learning, which can increase Board members satisfaction and engagement, and signal to the ICS community that the Board values learning and growing, and practicing what it preaches.

2. BACKGROUND:

The Board has adopted policies and procedures that articulate its commitment to Board professional development and learning. These are copied here for ease of reference (noting these are subject to change over time).

POLICY:

2.3.9 Professional development

The Board is committed to continuous professional development and learning to contribute to the highest standards of governance. It shall develop a program of Board professional development which shall be reviewed annually.

HANDBOOK:

2.8 Orientation

The Governance Committee shall develop a Board members orientation program (see Annex H). The purpose of this program is to help new Board members get ready for their Board service by understanding:

- The school's legal framework, operations, and history and operations;
- The Board's and the Board member's roles, responsibilities and expectations;
- The Board's and the school's strategic documents, policies, procedures and protocols; and,
- Good governance practices.

The orientation program should include:

- a review of the School's Mission, Vision and Strategic Plan

- a meeting with the Head of School
- a tour of the School's campus,
- a meeting with the Board Chair
- a meeting with the Chair of the Governance Committee which shall include an overview of the primary responsibilities of the Board and the Board's main governance documents (Statutes, Bylaws and this Board Manual)
- a meeting with the Board Treasurer, which shall include an overview of the School's last audited financial report, the operating and capital budgets for the current year and next year, the long-term capital plan and the risk management policy, and (vii) a tutorial on how to access the Board folder on the School's Google Drive and an overview of the contents of the folders.
- A meeting with each individual Board member
- Attendance at the last Board meeting or retreat of the current school year by Board members appointed for the following school year.

Orientation should begin within 2 weeks of a Board member's appointment.

The orientation program shall be reviewed by the Governance Committee annually.

2.9 Professional Development

The Governance Committee shall develop a program of Board professional development (see Annex I). The purpose of this program is to help the Board as a whole, and Board members individually, develop the knowledge and skills needed to fulfill their duties and function effectively.

Training and development needs or prioritization shall be assessed based upon: the Governance Committee's own observations; feedback from other Board members, Board committees or the Head of School; and the results of the Board's annual self-assessment.

Areas of professional development may include:

- effective governance practices
- financial literacy
- strategic Planning
- collaboration and how to work effectively in a diverse team
- diversity, equity, justice and inclusion
- relationship with the Head of School

The Governance Committee shall consider various development delivery options, including group training, individual online or in-person training, reading material, attendance at conferences, or other self-directed learning methods.

The Board shall endeavor to set aside a budget each year to support Board professional development, where in the opinion of the Finance Committee, the school's financial situation permits. The Board Chair and Governance Committee Chair shall work together to determine how to distribute and disburse the professional development budget.

Board members who wish the Board to cover the costs of an individual professional development activity shall make a request via email to the Board Chair and Governance Chair.

Board members who have undertaken a professional development activity shall report to the Governance Committee on that activity's benefits and outcomes, and shall share any useful training materials with the Governance Committee Chair. The Governance Committee Chair shall share all training materials with all Board members.

The professional development program shall be reviewed by the Governance Committee, and approved by the Board, annually.

3. SCOPE:

This program applies to all Board members, regardless of years of service on this or other Boards.

4. KEY FOCUS AREAS:

4.1. Orientation and onboarding

Bringing new Board members up to speed as soon as possible pursuant to their appointment to the Board helps ensure minimal disruption to the Board's governance responsibilities. Effectively orienting and onboarding new Board members ensures they feel comfortable and ready to contribute to the Board when they start. Orientation and onboarding activities should be a blend of governance training and learning about the school context.

4.2. Promoting ongoing good governance practices

Ensuring the Board maintains good governance practices is critical to the success of the school. Understanding the Board's role is critical to respecting the division of responsibilities between the Board and the Head of School (e.g., governance vs. operations, as it reduces friction between the parties, and helps create the conditions for an effective and productive Board-Head of School partnership.

4.3. Key functional competencies

There are a number of important functional roles on the Board, whether they be members of the Executive (Chair, Vice-chair, Treasurer or Secretary) or Committee or Task Force Chairs. To effectively meet their obligations, Board members who adopt these specific roles should undertake training specific to that function. This will greatly enhance the individual's motivation for, and comfort in, the role, and enhance Board governance practices generally.

4.4. Understanding the operating context

Board members are not experts in education or in the running of a school, but must make important strategic and fiduciary decisions that have direct impacts on both. As a result, the Board shall work with the Head of School to organize deep dive learning modules to help the Board better understand the operational implications of its decisions. To the extent possible, these deep dive sessions shall occur during Board retreats, but the Board Chair can consider inclusion during regular Board meetings, or organizing standalone sessions as warranted in the circumstances.

4.5. Child safeguarding

The protection and safeguarding of students is a school priority. In addition to ensuring the right policies are in place, the Board commits to engaging in child safeguarding training and learning for all Board members on an annual basis. The Board shall coordinate with the school's child safeguarding lead to identify the most pertinent child safeguarding training for Board members and ensure they are registered in time to complete the training prior to the start of the school year. Further child safeguarding learning activities can include deep dive sessions during Board meetings or attendance at child safeguarding workshops or conferences.

5. PROFESSIONAL DEVELOPMENT APPROACHES

5.1. Mandatory professional development activities

Effective Board governance requires a basic understanding of international school governance, and the roles and responsibilities of the different actors within school governance. It also requires a basic understanding of the culture and context of the Board and the school. Given the ICS Board of Governors does not engage in annual Board governance training at the start of the school year, it is important to identify training tools to ensure Board members are prepared to begin service at the start of the new year. To meet these objectives, the following training activities are required for all new Board members except for those who have undertaken similar training previously and/or have extensive previous Board experience, and who may request an exemption from the Board Chair and Governance Committee Chair. All current Board members may also undertake these professional development activities if they are interested, or as directed by the Board Chair in specific circumstances that may warrant participation.

5.1.1. *Onboarding and orientation program*

The Governance Committee shall develop a comprehensive onboarding and orientation program in alignment with Procedure 2.3.9(a), which shall be aligned with this PD program.

5.1.2. *Reading the NAIS International Trustee Handbook.*

Board members shall be provided a printed copy of this handbook at the time of joining the Board and must read it prior to the start of the school year, or as soon as possible if a Board member joins during the school year.

5.1.3. *Complete the ECIS Governance Foundations e-course*

Board members shall be provided access to the course at the time of joining the Board, and must complete it and submit the certificate of completion to the Board assistant and the Chair of the Governance Committee prior to the start of the school years, or as soon as possible if a Board member joins during the school year.

5.1.4. *Complete the TES Child Protection for International Schools e-course and/or Reflective Safeguarding Practice for International Schools*

Board members shall be provided access to the *Child Protection for International School* e-course at the time of joining the Board, and Board members already serving shall be provided access to Reflective Safeguarding Practice for International Schools as refresher training, prior to the start of the school year. These courses must be completed, and the certificate of completion submitted to the Board assistant and the Chair of the Governance Committee, prior to the start of the school year.

5.1.5. *Attend the last Board meeting of the year*

Newly appointed Board members shall be invited to attend the last Board meeting of the year as observers. This will provide them an opportunity to see the Board in action and help contextualize the mandatory training activities they will be undertaking prior to the start of the school year. This approach shall be modified as needed for Board members appointed during the school year.

5.2. Functional training

The following is a list of recommended training activities that Board members who take on a specific function on the Board should consider taking before, or at the time of taking on that role:

5.2.1. Board Chair & Vice Chair:

- Governance Training Center's *Becoming and Effective School Board Chair* training, online (2 hours) or (preferably) in person (if offered in a region that is easily accessible, and in consideration of costs).
 - NAIS's *The Board Chair Handbook*
- 5.2.2. Treasurer/Finance Committee Chair & Finance Committee members:
 - NAIS' The Trustee's Guide to Fiduciary Obligations
 - NAIS' The Committee Handbook
- 5.2.3. Governance Committee Chair & Governance Committee members:
 - Governance Training Center's following online courses: *Measuring your missions: the 'do or die' job for governance; Put teeth and meaning into the Head's evaluation; strategic policy: missing link for governing; Who's next on your governance team; and, So you need to hire a Head... now what?.*
 - NAIS' The Committee Handbook
- 5.3. Optional training
 - 5.3.1. General

Participating in optional professional development activities can greatly enhance Board and Board member effectiveness and productivity. The Board encourages Board members to consider optional training activities throughout their tenure.

The list of optional professional development opportunities is not exhaustive and subject to change over time. The Governance Committee shall annually review optional training opportunities and share them with the Board. Board members are encouraged to stay abreast of training opportunities and share them with the Board.
 - 5.3.2. Conferences and seminars

The Board endeavors to attend as many relevant conferences and seminars as possible, in consideration of location and costs. The Board shall prioritize attendance at conferences related to governance, or related to international schools in Africa. Conferences and seminars that are most frequently attended are those organized by the *Association of International Schools in Africa* or the *Governance Training Center*.
 - 5.3.3. Online training

There are a number of online training opportunities offered through a number of different organizations. The most pertinent to international school governance are offered by the Governance Training Center (GTC), the Association of International Schools in Africa (AISA), the Association for the Advancement of International Education (AAIE), or the Educational Collaborative for International Schools (ECIS). This list is not exhaustive, and subject to change over time.

5.3.4. Self-directed learning

The Board encourages all Board members to seek out self-directed learning to enhance their skills and knowledge related to international school governance or operations. Options include:

- Boardsource website
- The International Educator (TIE) website
- Academy for International School Heads
- Big Questions Institute
- Subscribing to newsletters (e.g., AAIE, Big Questions Institute)

5.3.5. Consultants

The Board shall consider contracting with consultants to undertake in-person training on an as-needed basis. Hiring a consultant can be a cost-effective way to conduct professional development where the whole Board requires training. Consultant-led training shall be considered specifically for general governance training, for team building, or for specific capacity building identified as a need.

6. APPROVAL & COSTS

- 6.1. All Board members shall be provided equal opportunity to attend professional development activities. Where budget restrictions limit attendance, the Board Chair and the Governance Committee Chair shall assess who would most benefit from attending based on their roles and responsibilities on the Board.
- 6.2. Board members who wish to participate in non-mandatory professional development that include a cost must request approval from the Board Chair, and inform the Governance Chair, by email. The request should include the professional development activity, how it supports personal and/or Board development, and the full costs (e.g., registration fees; travel and accommodation; per diems). The Board Chair shall consult with the Governance Committee Chair prior to approving such requests. The Board Chair and Governance Committee Chair shall endeavour to allocate funding for professional development in an equitable manner, so that all Board members have an opportunity to undertake professional development

activities with costs. The decision shall be communicated by the Board Chair as soon as possible after receipt of the request.

- 6.3. When requesting approval of a professional development activity with costs, Board members shall endeavor to make the request at the earliest opportunity to allow sufficient time for planning, and to reduce costs to the extent possible (e.g., take advantage of early registration costs; reduce costs of last-minute travel).
- 6.4. For mandatory training, the Governance Committee Chair will work with the Board Assistance to acquire the goods and services and communicate to Board members when the training material or training is ready to be undertaken

7. COMMUNICATIONS

- 7.1. The Governance Committee Chair shall ensure this program of professional development is included in the Board's onBoarding and orientation process.
- 7.2. The Board Chair shall ensure the total budget allocated is communicated to the Board annually at the time the budget is set, and periodically thereafter as deemed necessary.
- 7.3. Board members who have completed training, and in particular training with incurred costs, shall submit evidence they have completed the training activity
- 7.4. Board members shall report to the full Board on the benefits and outcomes of that professional development activities at the next Board meeting, and share their training materials with the rest of the Board by uploading them to the designated section on the Board's electronic drive.
- 7.5. The Governance Committee Chair shall maintain a log of professional development activities undertaken each year in order to: inform future Board and Board members professional development activities going forward; assess the degree to which Board self-assessment requirements have been addressed; inform Board meeting agenda setting.

REFERENCES:

- Board policy 2.3.9
- Board Handbook policy 2.3.9
- Conscious Governance Insights Blog:
<https://www.consciousgovernanceinsights.com/blog/what-is-a-Board-professional-development-policy-key-elements-explained>

- NAIS International Trustee Handbook, pp. 104-110

Annex J - Finance Committee Terms of Reference

1. Purpose of this document:

- 1.1. The Finance Committee ("FC") shall be a standing committee of the Board of Governors ("Board") of the International Community School of Addis Ababa ("School").

2. Purpose of the Finance Committee:

- 2.1. The purpose of the FC is to assist the Board, the Treasurer of the Board, the Head of School and the School's chief financial officer in fulfilling their fiduciary responsibilities in the financial management of the School.
- 2.2. As provided in the Board Policy Manual, the Board has a responsibility to ensure the financial viability of the School by implementing sustainable operating and capital budgets, undertaking maintenance of and replacement for capital assets, and engaging in fund raising activities for current needs and growing an endowment for future needs.
- 2.3. As provided in the Board Policy Manual, the Treasurer has a responsibility to (i) stay regularly informed about budgetary and financial matters of the School, (ii) together with the Head of School or designee, report to the Board with respect to all financial matters, (iii) chair the FC and be responsible for ensuring that the committee fulfills its roles, responsibilities and goals, and (iv) together with the Head of School, exercise oversight with respect to the School's financial affairs and the implementation of financial, audit, risk management and investment policies.

3. Responsibilities:

- 3.1. The FC supports the work of the Board and the Treasurer by taking a leadership role on all School financial matters. The FC shall, together with the Head of School or designee, report to the Board with respect to all financial matters and provide direction and advice to the Board.
- 3.2. The FC shall review and evaluate the School's proposed annual operating and capital budgets, including underlying assumptions and key financial drivers, and make a recommendation to the Board regarding approval.
- 3.3. The FC shall exercise oversight of the School's financial results on a monthly basis at a high-level, including budget to actual performance, significant variances, cash flow and overall financial position. The FC shall not engage in operational management but shall advise the Board based on its review and discussion with the Head of School or designee.
- 3.4. The FC shall review the School's annual financial statements and discuss with management and the independent auditor the results of the audit, including any significant findings or recommendations, and recommend to the Board whether the financial statements should be approved.
- 3.5. The FC shall review the School's proposed multi-year operating plan and multi-year capital plan, including key financial assumptions and projected impacts, and make a recommendation to the Board regarding approval. The FC shall also assess alignment of the Head of School's plans with the School's strategic plan and campus master plan, and long-term financial

sustainability.

- 3.6. The FC shall review the adequacy of the School's operating and capital reserves, as well as the investment policies governing such reserves, and make recommendations to the Board to ensure appropriate liquidity, risk management and long-term financial stability.
- 3.7. The FC shall, together with the Head of School or designee conduct an annual risk assessment and maintain a Risk Management Plan ("RMP"). The RMP should identify strategic risks, business risks, operational risks, financial risks, reputational risks and legal risks. The RMP should include an assessment of impact and likelihood of occurrence for all identified risks and the framework of mitigation strategies and communication protocols for each risk category. The purpose of the RMP is to identify, monitor and manage potential risks to reduce their likelihood of occurring and to minimize their adverse impact to the overall operation of the School. The FC shall review the risk assessment and RMP with the Board on an annual basis.
- 3.8. The FC shall undertake such other duties as may be determined from time to time by the Board.

4. Composition:

- 4.1. The FC shall consist of not fewer than four (4) and not more than six (6) members.
- 4.2. Not more than five (5) members of the FC shall be members of the Board. The Treasurer of the Board shall be a member of the FC and shall serve as Chair of the FC.
- 4.3. The FC may include one (1) individual who is not a member of the Board but who possesses the relevant financial expertise. The Board shall determine at the time of appointment whether any non-Board member appointed to the FC shall serve with or without voting rights.
- 4.4. The Head of School and the chief financial officer of the School shall serve as ex officio, non-voting participants of the FC and shall attend meetings to present reports and provide information and recommendations as requested. They shall not be members of the FC.

5. Term of Service:

- 5.1. The members of the FC, including the Treasurer, shall be appointed annually by the Board and shall serve for a one-year term and may be reappointed at the discretion of the Board. The Treasurer shall serve as a member of the FC by virtue of officer position.
- 5.2. Any termination or resignation of a FC member shall take place with immediate effect from the date on which the termination or resignation letter is dated.
- 5.3. The non-Board members of the FC are subject to the same conflict of interest and confidentiality policies that apply to the members of the Board.

6. Meetings and Reporting

- 6.1. The FC shall meet at least once per month per school year or more frequently as needed. The FC may not need to meet in the month of July when the school is not in regular session.
- 6.2. A quorum consists of a majority of committee members at any FC meeting.
- 6.3. The FC shall develop an annual work plan at its first meeting of the school year and share the work plan with the Board.
- 6.4. At each regular meeting of the Board, the chair of the FC (or their designate) shall provide an oral report to the Board summarizing the committee's recent work, key discussions and any recommendation requiring Board consideration or approval. At each meeting, the FC shall also provide the Board with relevant materials including agenda items, supporting documents and approved or draft meeting minutes as appropriate.

Annex K - Governance Committee Terms of Reference

1. Purpose of this document:

- 1.1. To outline the key responsibilities of the Governance Committee (a standing committee), facilitate its work and work planning, and support seamless transition from year to year.

2. Purpose of the Governance Committee:

- 2.1. To ensure ICS Addis flourishes, now and in the future, by overseeing growth and development of Board members and the Head of School.

3. Responsibilities

- 3.1. The Governance Committee supports the Board in fulfilling its governance responsibilities by ensuring that the Board's composition, practices, and policies are effective, strategic, and aligned with the school's mission and long-term priorities, and establishes the framework to ensure the successful hiring, onboarding, nurturing, and evaluation of the Head of School. The committee's specific responsibilities are:

- 3.1.1. Board Development: Identify, vet, and recommend candidates for Board membership, ensuring alignment with desired skills, diversity, and representation.
- 3.1.2. Onboarding & Orientation: Design and oversee the onboarding and continuous development of Board members.
- 3.1.3. Policy Oversight: Review, maintain, and recommend updates to the Board's governance policies, procedures, and bylaws.
- 3.1.4. Board Evaluation: Lead the Board's annual self-assessment process and recommend improvements based on results.
- 3.1.5. Succession Planning: Recommend strategies for effective succession of Board officers and committee chairs.
- 3.1.6. Head of School Recruitment & Evaluation:
 - Lead and manage the recruitment process for the Head of School;
 - Facilitate the Head of School's annual goal-setting process in collaboration with the Board Chair; and,
 - Coordinate and conduct the Head of School's annual performance evaluation, ensuring alignment with agreed goals and leadership expectations.
- 3.1.7. Ethics and Governance Practices: Advise on governance-related ethics, trustee conduct, and conflict-of-interest matters.

4. Composition

- 4.1. The GC shall consist of no fewer than three (4) and nor more than five (6) members, including at least one officer.
- 4.2. Not more than five (5) members of the GC shall be members of the Board.

- 4.3. The GC may include one (1) individual who is not a member of the Board but who possesses the relevant financial expertise. The Board shall determine at the time of appointment whether any non-Board member appointed to the GC shall serve with or without voting rights.
5. Terms of service
 - 5.1. The Committee Chair and committee members are appointed annually by the Board Chair in consultation with the Board and shall serve for a period of one (1) year that shall run concurrently with the school year from July 1st to June 30th of the following year.
 - 5.2. Any termination or resignation of a GC member shall take place with immediate effect from the date on which the termination or resignation letter provided to the Board Chair is dated.
6. Meetings
 - 6.1. The GC shall meet at least once a month per school year or more frequently as needed.
 - 6.2. A quorum consists of a majority of committee Board members at any GC meeting.
7. Accountability
 - 7.1. The GC shall develop an annual workplan at its first meeting of the year and submit it to the Board for approval.
 - 7.2. The GC shall report to the full Board following each meeting through the submission of its meeting minutes at the next available Board meeting.

ANNEX - Policy and Handbook Authority References

The Governance Committee's specific roles and responsibilities are established through a number of policies and procedures, as follows:

Role/Responsibility	Authority source	Dependency
Establish annual Board and HoS Goals	*Policy 2.2.1 Note that the policy manual does not stipulate this is a responsibility of the governance committee, and there appears to be no matching provision in the Board Handbook outlining under whose responsibility this falls	
Organize annual retreats	Policy 2.3.9 (shared responsibility with Board Chair; missing matching procedure in the Board Handbook).	Date of AGM Status of required financial documents
Create and update Board calendar	Handbook Policy 2.5 (d)	AGM dates Board/Committee meeting dates School calendar Community events calendar
Board member training and development	Handbook Policy 2.3.9 (b) Handbook Policy 2.5 (d)	
Board self-assessment	Policy 2.3.9 Handbook Policy 2.3.9 (c) Handbook Policy 2.5 (d)	Board meeting schedule
HoS evaluation (mid and end of year)	Policy 3.4 Handbook Policy 2.5 (d) Handbook Policy 3.4 (1), (2), (3)	
HoS Contract and Compensation	Handbook Policy 3.5 (f)	Contract expiry date
Board member election/appointment	Handbook Policy 1.3.1 (d) Handbook Policy 2.5 (d)	Date of 2nd AGM
New board member orientation	Policy 2.3.9 Handbook Policy 2.3.9 (a) Handbook Policy 2.5 (d)	Date of elections/appointment processes Board meeting schedule
Succession planning	Handbook Policy 2.3.8 Handbook Policy 2.5 (d)	

Board officer appointment	Handbook Policy 2.5 (d)	Shared responsibility with Chair
Annual review of Board policies and procedures	Handbook Policy 2.5 (d)	
Staff Complaint and Grievance	Handbook Policy 6.4.6 (c)	

Annex L – Terms of Reference of Investment Advisory Committee

1. Purpose

The Investment Advisory Committee ("IAC") is a sub-committee of the Finance Committee of the Board of Governors ("Board") of the International Community School of Addis Ababa ("School").

The purpose of the IAC is to assist the Head of School, the Finance Committee and the Board in fulfilling their fiduciary responsibilities pertaining to the management and investment of the funds of the School in accordance with Board policies.

2. Roles and Responsibilities

The IAC shall, within 30 days after the end of each calendar quarter, review the results of all investments and the performance of these investments against appropriate benchmarks for such calendar quarter and submit a quarterly report to the Finance Committee regarding such results and performance and the opinion of the IAC.

The IAC shall, within 30 days after the end of each calendar year, review the results of all investments and the performance of these investments against appropriate benchmarks for such calendar year and submit an annual report to the Finance Committee regarding such results and performance and the opinion of the IAC.

The IAC shall, as and when they deem appropriate, recommend for approval by the Finance Committee (i) changes to the investment policy, investment strategies, asset allocations, performance benchmarks and/or risk control limits for the School's funds, (ii) the appointment or removal of external investment managers or investment consultants for the School's funds, (iii) changes to the investment mandates of external investment managers or investment consultants for the School's funds and (iv) the opening and closing of accounts with financial institutions where the School's funds are held.

The IAC shall undertake such other duties as may be determined from time to time by the Finance Committee.

The IAC shall always operate subject to the requirements of any applicable law, the Statutes and Bylaws of the School and Board policies.

3. Composition

The IAC shall be composed of 5 members of which: (i) one shall be the chief financial officer of the School, (ii) two shall be members of the Finance Committee, and (iii) two shall be non-Board members possessing the relevant investment and financial experience that can contribute directly to the oversight of the School's funds. The 2 non-Board members may be persons who have no affiliation with the School, although there is a preference to nominate qualified candidates who are alumni of ICS or present or past members of the School's Association.

The 2 Finance Committee members shall be appointed by the Board on the recommendation of the Chairman of the Finance Committee.

The 2 non-Board members shall be appointed by the Board on the recommendation of the Finance Committee. Prior to the making of any such recommendation, the Chair of the Governance Committee shall be provided the opportunity to interview each candidate.

The Chairman of the IAC shall be one of the 2 Finance Committee members and shall be appointed by the Board on the recommendation of the Chairman of the Finance Committee.

A minimum of 3 members shall constitute a quorum of the IAC. Each member of the IAC shall have one vote. In case of a tie, the Chair shall be given a casting vote to determine the decision.

The Secretary of the IAC shall be appointed by the IAC and shall be either a member of the IAC or an employee of the School.

4. Term of Service

The Finance Committee members of the IAC shall be appointed for the tenure of their Finance Committee membership, or such other term as determined by the Board, but in all cases the term should not be less than a 2-year term.

The non-Board members of the IAC shall be appointed to serve a 2-year term. Non-Board members may be re-appointed for further 2-year terms, not to exceed 8 years of continuous service.

The IAC shall recommend the re-appointment or termination of any non-Board members to the Finance Committee for their approval and further recommendation to the Board.

Any termination or resignation would take place with immediate effect from the date on which the termination or resignation letter is dated.

The non-Board members of the IAC are subject to the same conflict of interest and confidentiality policies that apply to the members of the Board.

The non-Board members of the IAC are expected to carry out the same roles and responsibilities as the Finance Committee members of the IAC and should be provided with whatever operational materials (e.g. policies) that are made available to the Finance Committee members of the IAC.

Any appointments of non-Board members to the IAC shall be in the sole discretion of the Board and there is no recourse available to non-Board members from any decisions regarding appointment or termination made pursuant to these Terms of Reference.

Annex M – Terms of Reference of Campus Master Plan Task Force

1. Background & Purpose

The Board of Governors (“Board”) of the International Community School of Addis Ababa (“ICS”) wishes to develop a new Campus Master Plan (“Master Plan”). The last update of the Master Plan was completed in June 2017 by Flansburgh Architects. Many of the proposals set forth in the June 2017 Master Plan are no longer relevant as ICS has pursued alternative projects and there is a need to develop a new Master Plan. There is also a need to ensure that the implementation of any new Master Plan is monitored on a regular basis and that the Master Plan is reviewed on a periodic basis to ensure that it remains relevant and aligned with ICS’s Vision and Strategic Plan.

To properly fulfill its duties with respect to the Master Plan, the Board has determined that it would be prudent to create a sub-committee of the Board to be called the Campus Master Plan Task Force (“Task Force”) to work together with the administrative Leadership Team of ICS to produce the new Master Plan and, as requested by the Board, to assist in monitoring the implementation of the Master Plan and reviewing it on a periodic basis.

2. Roles and Responsibilities

The Task Force shall produce a new Master Plan that shall:

- Identify the short-term and long-term development needs of the ICS campus over the next 10-year period (school years 2024/2025 to 2034/2035).
- Support the school’s Foundational Principles and be integrated and aligned with ICS’s Strategic Plan.
- Establish a timetable for future decision-making with short-term, medium term and long-term recommendations.
- Avoid unplanned developments and make the best use of our existing campus space and resources.
- Serve as a guide in developing and evaluating capital funding needs.
- Support any desired growth in enrollment or academic programs.

The Task Force shall adopt a set of guiding principles concerning sustainability, safety, connectivity, the creation of green space, and the use of multi-level and multi-functional buildings and spaces which shall be adhered to in the preparation of the Master Plan.

The Task Force shall create a transparent and inclusive process for future modifications to the Master Plan to ensure that it functions as a living document that can be adapted to the changing needs of ICS, the ICS Community and innovations in technology and learning.

In the first phase, the contents of the Master Plan should remain at a high level and focus on providing a design of the concepts and possibilities for buildings and spaces on the ICS campus. In a second phase, the Master Plan should provide some technical details and/or specifications for particular buildings and spaces.

The Task Force shall undertake such other duties as may be determined from time to

time by the Board, including but not limited to, ensuring that the implementation of any new Master Plan is monitored on a regular basis and that the Master Plan is reviewed on a periodic basis to ensure that it remains relevant and aligned with ICS's Foundational Principles and Strategic Plan.

The Task Force shall always operate subject to the requirements of the Statutes and Bylaws of the ICS Association and the policies of the Board.

3. Composition

The Task Force shall be composed of up to six (6) members of which (i) three (3) shall be members of the Board, (ii) two (2) shall be members of the ICS Leadership Team and (iii) one (1) shall be a certified or licensed architect with a background and expertise in the construction industry. The architect does not need to be a member of the Board or a member of the ICS Association.

The members of the Task Force shall be appointed by the Board on the recommendation of the Chair of the Board. Prior to the making of any recommendation for a non-member of the Board or a non-employee of ICS, the Chair of the Governance Committee shall be provided the opportunity to interview any such candidate.

A majority of the members shall constitute a quorum of the Task Force. Each member of the Task Force shall have one vote. All decisions shall be determined by a majority vote.

The Task Force shall have a Chair and a Vice Chair that shall be appointed by the Board on the recommendation of the Board Chair.

The Task Force shall convene regular meetings to discuss project progress and challenges. Additional ad-hoc meetings may be scheduled as needed. Clear and effective communication shall be maintained among Task Force members and the Board. The Task Force should report to the Board on their work at least once every six (6) months.

4. Term of Service

The members of the Task Force shall be appointed for terms of one (1) or two (2) years. Board members shall not exceed eight (8) years of continuous service. The Chair of the Task Force shall recommend the re-appointment or termination of any member to the Board.

Any termination or resignation of a member of the Task Force would take place with immediate effect from the moment the Chair of the Board receives a written letter or email of resignation. Any appointment shall be in the sole discretion of the Board and there is no recourse available to any member from any decisions regarding appointment or termination made pursuant to these Terms of Reference.

The non-Board member of the Task Force is subject to the same conflict of interest and confidentiality policies that apply to the members of the Board.

The above Terms of Reference were approved by the ICS Board of Governors on 26th of March 2024.

Board Handbook Change Log

DATE	CHANGE DESCRIPTION	DECISION AUTHORITY
January 27, 2026	Revised and updated section 2.6.	Minutes of January 27, 2026 board meeting
February 2, 2026	Inserted appendices A-E, G, H	Minutes of June 2025 board meeting
April 22, 2026	New formatting and updated content.	Minutes of April 19, 2026 board meeting
April 22, 2026	New procedure 5.1.3. Sustainability	Minutes of April 19, 2026 board meeting
May 18, 2026	Revised and updated section 2.12 Officer Selection.	Minutes of May 18, 2026 board meeting.
May 18, 2026	Created new s. 5.2 Facilities Use.	Minutes of May 18, 2026 board meeting.
June 9, 2026	New s.2.14.7 mandating the use of a Consent Agenda.	Minutes of June 9, 2026 board meeting.
June 9, 2026	New s. 9.1 Board-Community Relations; new s. 9.2 Community Engagement Standards for Board Members; new s. 9.3 Board-HoS Communication.	Minutes of June 9, 2026 board meeting