International School of Kenya

Empowering students to create solutions for tomorrow's challenges

POLICY MANUAL

2026-2027

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ISK's Mission, Vision & Educational Aims

MISSION ISK inspires and nurtures passion, creativity & ambition in pursuit of a better world.

VISION

EMPOWERING students to create solutions for tomorrow's challenges.

LEARNING at ISK

At ISK, learning is the construction of meaning. We construct meaning through inquiry-based experiences that transcend disciplines.

These active roles prepare all ISK learners to achieve our vision to empower students to create solutions to tomorrow's challenges.

Self-Manager

As a self-manager, I am responsible for my actions. I reflect on my learning and set goals to continue to grow. I take initiative and persevere to overcome challenges. I am aware of my needs and the needs of others.

Thinker

As a thinker, I identify problems and find creative solutions. I am curious and pose questions in ways that open up thinking and create new possibilities. I analyze and evaluate information to design and develop solutions and opportunities. I make claims and support them with evidence and reasoning. I deepen my understanding by considering different viewpoints.

Collaborator

As a collaborator, I actively listen to understand the ideas of others. I contribute by asking questions and building on the ideas of others. I ensure that all voices are heard and valued by encouraging others and sometimes compromising as we build on our strengths. I am respectful of others' opinions and form positive relationships as a community member in order to achieve a common goal.

Change-maker

As a change-maker, I use my skills and understandings to make a positive difference. I am interested in working on real-world problems and being helpful locally and globally. By being aware of my culture and other cultures, I better understand issues from many points of view. I try to make principled decisions in my everyday life and advocate for a just and equitable future.

Communicator

As a communicator, I express ideas and information clearly, confidently, and appropriately. I listen and show respect when others are speaking. I express my true self and understand that my words impact others. I support and provide space for those whose voices and identities may not be heard.

Produced: May 2026

SECTION 1: GOVERNANCE POLICIES

All policies in Section 1 were reviewed in March 2023

1.1 The International School of Kenya is governed by two Boards: the Board of Governors and the Board of Directors (hereinafter also referred to as "Board"). The final legal authority and source of guidance on all issues relating to the Board of Governors, and Board of Directors, rests with the Articles of Association and Certificate of Incorporation establishing the school.

Revised May 2019

1.2 THE BOARD OF GOVERNORS

The Board of Governors consists of appointed members from the United States and Canadian missions in Kenya. The role of the Board of Governors is stated fully in the Articles of Association. Broadly, the Board of Governors represents the interests of the schools' owners by oversight of the budget and any building or other large projects. The Board of Governors acts as a liaison between the school and the Government of Kenya. The Board of Governors convenes and chairs the Annual General Meeting of the school held each April (see Section 1.6.11).

1.21 Governors Authorize the Budget

The Board of Governors, upon recommendation by the Board of Directors, is authorized to establish the budget, tuition and other fees for the school year. The Board of Governors shall control and authorize the expenditure of the funds of the corporation by means of an annual budget. The school shall not in any financial year be permitted to spend any of its funds until such budget has received the formal approval of the Board of Governors. No funds in excess of those approved shall be spent without the further approval of the Board of Governors. The appointment of auditors, who shall conduct an annual general audit, is the prerogative of the Board of Governors.

1.22 Governors Approve Building Contracts

Per the Articles of Association, Article 16, ISK shall not enter into any building contract without the formal approval of the Board of Governors.

Revised May 2019

1.23 Relations with the Government of Kenya

Per the Articles of Association, Article 17, any licenses, permits or other requirements of the Government of Kenya relating in any way to the International School of Kenya shall be obtained by the Board of Governors.

Revised May 2019

1.3 THE BOARD OF DIRECTORS

The business of the school not directly given to the Board of Governors is delegated to the Board of Directors, which consists of two elected parents, two Board of Director parent-appointed positions, two Board of Directors general appointed positions, and three members appointed by the U.S. and Canadian Missions in Kenya. The role of the Board of Directors is as follows:

Revised March 2023

- Developing the School's Mission, Vision and Educational Aims.
- Setting of policies in line with the school's Mission, Vision and Educational Aims.
- Strategic planning, including facilities, buildings, and grounds.
- General oversight of the educational program.
- Hiring, supervision, evaluation, and development of the Head of School.
- Ensure that the four Board of Directors-appointed positions on the Board of Directors are filled.
- Budget planning and oversight.

- Present a financial report to the Board of Governors at the beginning of the school year, if so requested, and again in the second semester. The second semester report shall include a budget for the following year to be approved by the Board of Governors.
- Ensure there is an annual external audit made of the accounts of ISK.
- Establishment and periodic review of compensation scales for the Administration and staff of the school.
- Raising funds for the educational program.
- Promotion of the school in the broader community.
- Ensuring adequate plans and procedures are in place for security and emergency closure of the school.
- Approval of school calendar (to include both days of instruction and teacher duty days), which is recommended by the Administration, no later than the last open Board meeting of the first semester.
- Ensure that adequate procedures exist and procedural due process is followed in the adjudication of personnel and student issues.

Revised March 2023

1.31 The day-to-day administration, operations, organization, and communications of the school are delegated to the Head of School and the school administration.

1.32 The following documents, attached as Annex 1, 2, 3, 4, 5, and 6 are to serve as additional guidance for members of the Board of Directors on their roles and responsibilities: "NAIS Principles of Good Practice for Independent School Trustees" (from the National Association of Independent Schools), the Board Members Code of Conduct, the Board Operating Agreements, Guidelines for Decision-Making in Extraordinary Circumstances, and Appeals to the Board of Directors.

Revised March 2023

1.33 Orientation and Self Assessment of the Board of Directors

Each August or September, all members of the Board of Directors and Board of Governors are required to attend a governance/strategic planning retreat. The purpose of this retreat includes the orientation of new members to their roles and responsibilities, the setting of goals for the coming year, and training based on recommendations by the Head of School and previous Board. The Board may involve outside facilitators experienced in working with Boards of Directors of International Schools.

The Board of Directors will perform an annual self-assessment before the end of each school year for the purpose of continuous improvement. The self-assessment will be based upon goals established during the governance/strategic planning retreat and the Board Code of Conduct/Operating Agreements. The Board of Directors may decide to perform an informal self-assessment mid-year.

The calendar of Board activities shall include educational items for the purposes of keeping the Board of Directors educated and informed about critical topics relevant to its fiduciary, oversight and strategic duties.

Revised May 2019

1.4 COMMUNICATION BETWEEN THE BOARDS

To ensure close communication and effective collaboration between the two distinct governing bodies, there shall be no fewer than two joint meetings each year. The chairs and/or vice chairs should endeavor to meet bi-monthly to share status updates. The chairs and/or vice chairs shall meet together at least quarterly with the Head of School. Standing and ad hoc Board committees shall include at least one member of the Board of Governors. All members of both Boards shall participate in an annual governance/strategic planning retreat.

The Governance Committee may make additional recommendations to ensure effective communication and clarity of roles. Such recommendations shall be discussed at a joint meeting of the two Boards. Revised May 2019

1.5 MEMBERSHIP OF BOARD OF DIRECTORS

The Board shall consist of nine directors.

- Two Directors shall be appointed by the Canadian High Commission and Two Directors shall be appointed by the Embassy of the United States of America, and shall serve on the Board Directors for an indefinite period.
- The Board of Directors shall, through a process determined by the Board of Directors, appoint two members to the Board of Directors who are referred to as General Board Appointees, and shall serve on the Board of Directors for a three year term, and may be reappointed by the Board of Directors at its discretion.
- The Board of Directors shall, through a process determined by the Board of Directors, appoint two members to the Board of Directors who are referred to as Parent Board Appointees, and shall serve on the Board of Directors for a two year term, and may be reappointed by the Board of Directors at its discretion. Parent Board Appointees must be a parent of a current ISK student.
- The Board of Directors will have one parent elected member on the Board of Directors who is referred to as a Parent-Elect member. The Parent-Elect member shall serve on the Board of Directors for a two year term.

Revised May 2026

Final approval for all Members of the Board of Directors rests with the Board of Governors. Only parents of full or partial fee-paying students are eligible to be elected to the Board of Directors. A school employee, or a member of the immediate family of such an employee, or a student enrolled in the school, shall not be eligible for nomination, election, or appointment to the Board of Directors. The Head of School of ISK is an ex officio member of the Board of Directors, with a voice but not a vote.

Revised March 2023

1.51 Election Procedures

All potential candidates for election to the Board of Directors shall complete an application of interest. Their names and supporting documentation (see below) shall be submitted for vetting and approved by the Board of Directors at least six (6) weeks in advance of the date of the Annual General Meeting, where the election takes place. Documentation that must be submitted by all nominees in support of their candidacy includes: a signed statement from the nominee stating that they are willing to stand as a candidate for election, and a single page biographical statement in which the nominee describes their suitability for serving as a member of the Board of Directors. All candidates standing for election must attend a governance orientation session prior to the advertised documentation deadline. The Board of Directors, in notifying the parents of the date of the Annual General Meeting and election, shall include with the agenda the list of candidates along with their supporting documentation. At least four weeks prior to the Annual General Meeting, candidates' pictures and profiles shall be circulated broadly. Parent-elected Directors are eligible for re-election to the Board.

Revised May 2024

1.52 Voting

All ISK parents, inclusive of the teachers who have children enrolled in ISK, are entitled to vote at the Annual General Meeting or in advance. Each parent may vote for the same number of candidates as there are vacancies to be filled, and for each candidate only once.

For the election, the candidate with the most votes wins.

Revised May 2026

The successful candidate must be confirmed by the Board of Governors before their election to the Board of Directors becomes effective. The Board of Governors shall determine the validity of ballots, and will adjudicate any disputes or conflicts arising out of the election process.

Revised May 2026

1.52a Electronic Voting

Parents will vote in advance of the Annual General Meeting. The electronic voting procedure will be managed from the Head of School's Office to ensure that parents vote only once and have equal access to information about all candidates.

Revised May 2026

1.53 Vacancies

In the event a vacancy occurs on the Board among those Directors who are elected by the parents, the Board shall appoint a person to fill the vacancy until the next Annual General Meeting, at which time that position will be filled by general election in accordance with the rules governing election to the Board of Directors. In the event a vacancy occurs with less than 90 days remaining until the next Annual General Meeting, the Board may choose whether or not it will fill the vacancy by appointment.

In the event a vacancy occurs on the Board among those Directors who are appointed by either the Board of Directors or the Canadian High Commission and Embassy of the United States of America, the vacancy shall be filled respectively by Board of Directors or the High Commission/Embassy in accordance with their established appointment procedures.

Revised May 2019

1.54 Resignation

A member of the Board of Directors may resign by notifying the Board of Directors in writing.

1.55 Removal

As agreed in the Annual Conflict of Interest Disclosure and Agreement, Board members are expected to serve all ISK constituencies and carry out their duties in order to maintain the integrity and impartiality of the Board. Board members who do not fulfill their individual responsibilities, who do not abide by the governance agreements of the board, who display illegal or unethical behavior, or who fall within the criteria of Article 36 in the Articles of Association of the International School of Kenya Limited, will be removed subject to the outcome of removal proceedings.

The Board of Governors shall be notified of the institution of removal proceedings. A Member of the Board of Directors appointed by the United States and/or Canadian missions in Kenya may appeal to the Board of Governors to remain in his/her position. The Board of Governors reserves unto itself the final responsibility in the removal of a mission appointed Director from the Board of Directors.

Revised February 2022

1.6 MEETINGS

The Board of Directors shall hold regular meetings and such special meetings as may be called by the Chair. Regular and special meetings may consist of: an open session, a closed working session, or an executive session. Open sessions of the Board of Directors may be attended by any member of the ISK community in good standing. While the preference for open sessions is to be held on campus, the Chair may elect to move an open session to a virtual format if not feasible or reasonable to hold an on campus meeting. Representatives of the teachers, staff, administration, parents, and students shall be invited to all open meetings as a matter of routine, and shall be provided with an agenda in advance. All meetings of the Board of Directors shall include the Head

of School, except those where his/her performance, compensation or contract-renewal are being discussed, or unless otherwise agreed to by the Chair of the Board of the Directors and the Head of School. Members of the ISK community may offer a comment during the Comments or Correspondence from Community. Thereafter, members of the community may attend the remainder of the meeting as observers.

Revised February 2022

1.61 Attendance

Each school year, all members of the Board of Directors are expected to attend all scheduled Board of Director meetings, the Annual General Meeting, and all scheduled committee meetings to which they have been assigned. Over the course of a year, an elected member of the Board of Directors absent from two or more scheduled Board meetings, or more than three scheduled committee meetings, may be dismissed by a two-thirds majority vote of the Board of Directors. With respect to the appointed members who miss more than two scheduled Board of Directors meetings or three committee meetings to which they have been assigned, the Board of Directors may institute a removal process as stipulated in section 1.55.

1.62 Regular Meetings

The Board will hold the required number of meetings in order to perform their duties. The Chair may at his or her own discretion, or shall upon the request of any three directors, call a special meeting of the Board of Directors.

Revised May 2026

1.63 Executive Session

At the end of each Board meeting, the Board of Directors conducts an executive, working session which is closed to the public. Executive sessions are called to consider sensitive topics such as personal charges against an employee, other personnel matters, confidential student affairs, contracts and negotiations, Board and/or Head of School-evaluations, and upcoming agenda items. The agenda for the executive sessions will be published to the Board of Directors in advance of the meeting.

Revised March 2023

1.64 Parliamentary Authority

All questions of parliamentary law not specifically provided for in the Board rules and regulations shall be decided upon the principles laid down in Robert's Rules of Order.

1.65 Quorum

Five directors shall constitute a quorum for the transaction of business.

1.66 Tie

The presiding officer in the case of an equality of votes shall have a second vote in order to avoid a tie.

1.67 Proxy

There shall be no voting by proxy. A majority vote, that is, a majority of the votes cast, ignoring absences, abstentions or blanks, is sufficient for the adoption of any motion that is in order**.**

1.68 Motion Requiring Six Directors

The following motions require at least six Directors voting in favor of their adoption, all others requiring a simple majority:

- Amendments to the Policy Manual.
- Decisions relating to the Head of School's termination or contract renewal.
- Removal, per section 1.55, of a member of the Board of Directors.

- Adjudications of challenges to administrative processes relating to personnel and students.

Revised May 2019

1.69 Minutes

The Board of Directors shall ensure that minutes of all open regular and open special meetings are recorded. Minutes shall include those matters moved, seconded, and voted, recommendations of the Head of School, and Board requests for action or information. The minutes shall be publicized by ways and means which the Board, from time to time, may direct. Minutes of the executive and working sessions, which will include those matters acted upon and approved, shall be recorded by the Secretary of the Board of Directors.

Revised May 2026

1.6.10 Annual General Meeting

The Board of Governors shall hold an Annual General Meeting in the presence of parents each April for the purpose of reporting on the activities and financial matters of the school and to elect or re-elect members to the Board of Directors.

Revised May 2026

1.7 OFFICERS OF THE BOARD

The Board shall elect from their own members, as officers, a Chair, a Vice-chair, a Treasurer, and a Secretary. The officers shall hold office for a term of twelve (12) months or until their successors are elected. All officers shall be eligible for re-election. Between the elections held during Annual General Meeting and the May meeting of the outgoing Board of Directors, the new Board shall elect from their own members the officers who will hold office from July 1 to June 30 of the following school year. The Head of School shall assist in the electoral process until the newly-elected Chair is able to oversee the remainder of this process.

Revised May 2019

1.71 Chair

The Chair is accountable to the Board as a whole. It shall be the duty of the Chair to preside over all meetings of the Board, except the Annual General Meeting, which is presided over by the Board of Governors. It is the duty of the Chair to appoint or remove Board Committee Chairs in the event the Committee Chair is not fulfilling his/her duties, assign Board members to committees, to prepare Board of Directors meeting agendas, and to have the Head of School call all meetings of the Board of Directors. At the direction of the Board Chair, the Head of School shall give notice of all items requiring official signatures and conduct the correspondence of the Board of Directors. The Head of School is delegated the authority to sign contracts on behalf of the Board. The Chair shall act as the point of contact between the Board of Directors and the Board of Governors.

1.72 Vice Chair

It shall be the duty of the Vice-Chair to perform the duties of the Chair whenever the latter shall be absent or incapacitated, and the acts so performed shall be as valid and binding upon ISK as if performed in person by the Chair. In the event that the Chair leaves office for any reason, the Vice-Chair shall assume the position of Chair of the Board, subject to section 1.7.

Revised May 2019

1.73 Treasurer

It shall be the duty of the Treasurer to ensure a monthly financial report is submitted to the Board of Directors and to assist in the preparation of the school budget. It shall be the responsibility of the Treasurer to liaise with the Business Manager on financial matters pertaining to the school. The Treasurer shall serve as Chair of the Finance Committee.

1.74 Secretary

It shall be the duties of the Secretary to:

- Ensure that accurate minutes are kept of all proceedings of the Board of Directors, including regular, special, working, and executive sessions of the Board of Directors;
- Ensure that official (approved) minutes of both open and executive sessions of the Board of Directors are kept in an orderly, accessible archive at school.
- Keep minutes of any executive sessions that exclude the Head of School in an orderly locked archive accessible to Board members. The Chair and Secretary will be responsible for securing the locked archive and handing over the key to the incoming Chair and Secretary.

Revised February 2022

1.8 COMMITTEES

Board of Directors' committees are intended to support the Board's work through research and discussion about Board business and then recommend a course of action to the Board. Unless delegated to do so by the Board, Board committees do not make Board decisions on their own. Committee members are expected to support Board decisions, and maintain the confidentiality of committee discussions.

1.81 Committee Membership

The Chair of the Board of Directors shall appoint the committee Chair and Board members to each committee prior to the first open Board meeting of the academic year. A committee Chair must be a member of the Board of Directors. The chair of each committee may then call upon members of the ISK community including parents, students or teachers to serve as needed and appropriate. Other community members outside of the school with needed expertise may serve on a Board committee as needed. While there is a preference to hold committee meetings on campus, the Chair of a committee may occasionally elect to hold a meeting virtually in limited situations.

Revised February 2022

1.82 Standing Committees

The Chair of the Board shall appoint the following standing committees:

- Finance
- Governance

1.82a Finance Committee

Mandate: To help the Board of Directors meet its fiduciary responsibility as trustee of the school's future, by exercising broad oversight of the school's current and future financial sustainability, and to guide the Board of Governors in decisions related to the Long-Term Financial Plan and major projects.

Deliverables:

- Propose an annual budget to the Board of Directors, one that includes appropriate revenues and well-documented expense needs after engaging the school administration in rigorous analysis and discussion about the school needs and goals.
- Keep the Board of Directors informed of the general financial health of the school based on its review of monthly financial reports from the Head of School and Business Manager.
- Facilitate an annual audit and make recommendations to the Board of Directors on any follow-up or on changes to the auditor.
- Inform and engage the Board of Governors about potential changes in the rolling Long-Term Financial Plan.
- Oversee execution of the Long-Term Financial Plan.

Membership: The Treasurer chairs the Finance Committee, which shall also include two or three members of the Board of Directors, the Head of School, the ISK Business Manager, 1 or 2 members of the Board of Governors, and any members of the ISK community who may bring special skills/knowledge in accordance with Board procedures. The committee should include one board member from each sponsoring mission.

Decision-making delimiters: The Finance Committee advises and plans on financial matters, it is not a decision-making body. Its deliberations are taken with the intent of presenting information or proposals to the Board of Directors for its action or decision.

Revised May 2019

1.82b Governance Committee

Mandate: To ensure board continuity, board education, good governance practices, effective stewardship, and that a strong pool of potential candidates is cultivated each year for both the Board of Directors and Board of Governors.

Deliverables:

- Periodically review current board composition and election/selection processes, for both boards.
- Clarify role of board committees and board working groups each year.
- Periodically review the tools and processes for giving feedback to the Head of School, Board of Directors, Board of Governors, and their Chairs.
- Conduct board evaluations.
- Implement a documented process for identifying potential Board candidates for both boards to ensure Board continuity, to fulfill strategic priorities, and to promote diversity.
- Guide the Board of Directors and Board of Governors in ensuring continuity of executive positions.
- Plan and organize orientation of new board members.
- Ensure mechanisms are in place to prevent conflicts of interest for members of both boards.
- Periodically review various board norms and Codes of Conduct and assist the Board Chairs in enforcement.
- Monitor both boards' progress on goals throughout the year.
- Adopt and measure indicators of progress towards ISK's Mission and Vision
- Ensure that the Mission, Vision and Educational Aims are the lens through which policy is reviewed per the 3 year policy review process.

Revised March 2023

Membership:

- A committee of 6 or 8 people.
- 2 or 3 members of the Board of Directors (including the Board Chair), 1 member of the Board of Governors and the Head of School.
- Ideally the committee should include one board member from each sponsoring mission (to guide the process for appointee succession).

Revised March 2023

Decision making delimiters:

The Governance Committee is an advisory and planning, not a decision-making body. Decisions will be limited to plans for board orientation processes, the retreat and other board events. Committee recommendations will be taken to the board for approval.

Revised May 2019

1.83 Ad-hoc Committees

The Board of Directors appoints ad-hoc committees as necessary and appropriate. Such committees report their recommendations or proposals to the Board. Following completion of assignment and report to the Board, such committees shall be dissolved.

Parameters for each ad-hoc committee will be defined and agreed by the Board of Directors. Parameters will include the purpose(s) for the committee, its expected deliverables, membership, and decision-making delimiters.

1.84 Committee Procedures

Committee meetings will be announced in advance to all members. Board of Directors' committees operate with an agenda prepared in advance by the committee Chair. Discussion at committee meetings should be thorough and where recommendations are being considered, committee members will work toward a consensus, but having none, should take a vote. If the vote is tied, the Chair of the committee casts a second or deciding vote. Minutes of committee meetings are kept, circulated to committee members for corrections as soon as possible after the meeting, and then provided to the Head of School for inclusion in the Board packet. At the beginning of the school year, each Committee will prepare parameters and/or a list of goals for the year tied to the Strategic Plan developed at the governance/strategic planning retreat. These goals will be presented and approved at the subsequent Board meeting and shall be available to the ISK community.

Revised May 2019

1.85 Absences

Committee members who miss three or more meetings may be asked to withdraw from the committee by the committee Chair or the Board Chair (see also section 1.61).

1.86 Committee Meeting Norms

Board committee norms can be found in Annex 3, Board Operating Agreements.

Revised May 2019

1.9 POLICY CREATION, AMENDMENTS, AND REVIEW

The Board of Directors shall make such policies as it considers necessary to guide its own functions and those of the school, in conformity with the Articles of Association of the Corporation.

As a guide for conduct and decision-making, Board policies shall be binding upon all stakeholders, including Board members, until formally amended by the Board of Directors.

1.91 Policies may be formulated by the Administration or a Board committee, either standing or ad hoc. Proposals for new policies, or policy amendments, will be submitted in writing to the Board of Directors for approval at either a regular or executive session.

1.92 Irrespective of ongoing policy additions or amendments, the Board of Directors will conduct a formal review of the Policy Manual per a Rolling Policy Revision Plan. Such a review will be conducted by the Governance Committee.

Revised November 2018

1.93 The Policy Manual will be updated annually to include changes approved in the previous school year, with the updated version circulated to current members of the Board of Directors, and made accessible to parents and staff of ISK.

1.10 EDUCATIONAL OVERSIGHT

The Board of Directors is responsible for general oversight of the school's educational program. The Board of Directors fulfills this responsibility primarily through the hiring, continuing evaluation, and

professional development of the Head of School to whom the Board of Directors delegates the organization, operation, communication, and administration of the school's curricular and extra-curricular program. The Board of Directors further exercises its educational oversight responsibilities through: the initiation and approval of strategic plans; the monitoring of external markers of quality through accreditation and external exam results; and, the study and evaluation of developments in the theory and practice of education that may impact on the policies, mission and vision, and finances of the school. In order for the Board of Directors to fulfill these responsibilities the administration shall provide periodic reports at Board of Director meetings and through regular communications with the school community.

Revised March 2023

SECTION 2: CURRICULUM AND INSTRUCTION POLICIES

All Policies in Section 2 were last reviewed in March 2023

2.1 CURRICULUM AND DOCUMENTATION

The curriculum shall be modeled to provide an exemplary education based on a North American curriculum while being aligned with international learning standards such as those of the International Baccalaureate diploma program. Documentation of the curricular program shall include content standards and benchmarks based on the current research of effective content-area practices and assessments, and are aligned with external accreditation standards. It shall also include performance indicators for ISK's Educational Aims, and instructional practices. During the process of program review, the school's Mission, Vision, and Educational Aims shall serve as the foundation for any revision to the curriculum.

Revised March 2023

2.2 CURRICULUM REVIEW PROCESS

The purpose of the curriculum review is to enhance student learning by having a comprehensive, innovative, and well-articulated curriculum school-wide.

Revised February 2022

The Head of School shall ensure that the regular review of the curriculum shall include research-based curricular practices that most effectively impact student learning including a review of current standards and benchmarks as well as how they are integrated across disciplines. Curriculum review will also include the explicit integration of ISK's Mission, Vision and Educational Aims into the overall program.

Revised May 2017

2.3 CURRICULAR PROGRAM

2.31 The Academic Program

Academic learning shall be integrated across multiple disciplines while also ensuring that concepts discreet to specific content areas provide a strong academic foundation (e.g., in meeting IBDP requirements). Emphasis shall also be on skills and processes for learning across subjects including: STEM (Science, Technology, Engineering and Mathematics), Humanities (English, Social Studies and Modern Languages), The Arts (Visual and Performing Arts) and Wellness (PHE, Advisory and Guidance).

Revised March 2023

2.32 Graduating Programs and Diplomas

ISK is committed to offering a wide range of courses and graduation pathways to provide all students with the appropriate level of access and challenge. All students who successfully complete the high school graduation requirements will receive an ISK diploma, which is comparable to a North American high school diploma. Many students will also seek the International Baccalaureate Diploma alongside the ISK diploma. The accompanying transcripts, counselor notes, and report cards will further reflect the specifics of the courses which will inform the postsecondary pathway for a student.

Revised February 2025

2.33 Student Support Services

ISK shall strive to provide for a diverse community of learners with a range of cultural and educational backgrounds, languages, talents, and abilities. As an inclusive school we strive to meet the needs of all learners to be successful and challenged in the mainstream learning environment.

The Student Support Services (SSS) department shall provide identified students with a wide range of learning needs including:

- Life Centered Education program (LCE) intensive needs
- Learning Support (LS) mild to moderate needs

- Highly Capable Learners (HCL)
- English Language Learners (ELL)
- Students with specific health-related plans, i.e., epilepsy, diabetes, allergies
- Social-emotional counseling within the scope of the curriculum and university guidance.

Revised March 2023

2.4 CO-CURRICULAR PROGRAM

ISK educates the whole child, therefore, the school will ensure an extensive co-curricular program that challenges students in the areas of creativity, action, leadership, and service.

Revised February 2022

2.5 HIGH SCHOOL GRADUATION REQUIREMENTS

2.51 High School Credits

Graduation requirements shall be determined by accumulation of "high school credits" which are defined by successful completion of courses with pre-determined contact hours.

2.52 High School Graduation Requirements

ISK's graduation requirements shall be published in the high school handbook and school profile. Graduation requirements shall be reviewed by the Administration and recommended to the Board of Directors at least every 3 years to ensure that they align with university and accrediting agency requirements, and reflect ISK's Mission, Vision, and Educational Aims.

Revised December 2023

2.6 VIRTUAL LEARNING SYSTEMS

ISK shall ensure effective online systems to support home or virtual learning when it is determined that the student body cannot physically attend classes on campus.

With the approval of the divisional principal, ISK may provide online learning opportunities for courses and studies which ISK does not offer on campus.

Revised March 2023

2.7 INSTRUCTION AND ASSESSMENT

2.71 Instructional Practice

ISK teachers shall provide multiple learning avenues for students, which include integration across disciplines, and experiential opportunities in order to provide authentic contexts for learning. Learning opportunities shall include meaningful, real-world learning experiences in collaboration with the local community. ISK teachers shall personalize instructional methods and assessment practices to best suit each student in order to maximize learning.

Revised May 2017

2.72 Assessment

Assessment of student learning at ISK involves teachers, students and parents and shall reflect achievement of content standards and development of the Educational Aims. Assessment practices shall be embedded at all levels and stages of instruction. Teachers shall give regular, specific feedback to students throughout the learning process.

Students and parents shall have multiple means to access timely feedback and reports on progress through the virtual learning environment as well as on-site conferences.

ISK shall use one or more international testing protocols each year to gather comparative data on ISK student learning as well as the curricular program. The testing protocols shall provide norming data that is relevant to ISK's population.

Revised March 2023

2.8 RESOURCES

2.81 Instructional Resources

ISK shall ensure that funds are available to provide teachers and students with the most up-to-date resources to support student learning. Resources shall include, but are not limited to, books, technology, online access to relevant programs/ subscriptions, and all materials needed to ensure an exemplary program.

Instructional resources shall be reviewed as part of the regular, ongoing curriculum review process, with broad teacher input, seeking the most current resources available.

Revised March 2023

2.82 Technology Integration

Current technologies shall be regularly assessed in order to best serve the learning needs of faculty and students. All teachers and students shall receive the necessary training and instruction to integrate technology effectively to support student learning. Information technology resources shall be implemented according to an up-to-date Technology Plan.

Revised March 2023

SECTION 3: STUDENT POLICIES

All Policies in Section 3 were last reviewed in November 2024

3.1 ADMISSIONS AND PLACEMENT

ISK serves the educational needs of a diverse community of learners in Nairobi from a range of educational backgrounds. Admission is open to students who will benefit from a challenging, international, English-language education.

ISK admits students whose academic, personal, social and emotional, and behavioral needs can be met in our mainstream learning environment. ISK strives to provide support for a managed number of students, representing a range of mild, moderate and more intensive-needs based on the school's enrollment and resources. We also strive to support the needs of highly capable learners, based on the school's resources.

Revised November 2024

Admission decisions are made using appropriate screening tools, such as past school records (including confidential forms), standardized testing results, and placement assessments. In cases where school records are incomplete, a conditional period may be applied for Probationary Admission, and final admission and/or grade placement will be confirmed upon receipt and review of all records. The school reserves the right to request additional assessments, the cost of which will be the applicant's responsibility.

Revised November 2024

3.2 AUTHORITY FOR ADMISSION DECISIONS

Final authority for all decisions on admission and grade placement rests with the Head of School, in consultation with the Principals.

3.3 PRIORITIES FOR STUDENT ADMISSIONS

If space is limited in a particular grade, applicants who have met all admission requirements shall be admitted according to the following priorities:

1. Children of employees, grantees or contractors of the United States government and the Canadian government receiving an educational allowance;
2. Children of teaching and administrative staff at ISK; recipients of competitive ISK merit scholarships;
3. Children who have siblings enrolled in ISK and who meet other education requirements;
4. Children of other Diplomatic Missions (UN, Embassies, World Bank, etc.);
5. Children of the international community not permanently residing in Kenya, with previous international or North American education experience, or children of ISK graduates;
6. All other students with appropriate academic background.

Revised February 2021

3.4 ADMISSION AND PLACEMENT PARAMETERS

3.41 Diversity of Enrollment

To ensure international diversity within the student body, enrollment of one national group should not exceed 15% of the total school enrollment except for the national groups of Canada and the United States.

3.42 Student/Pupil's Pass

It is the family's responsibility to obtain and present evidence to the school of a Student/Pupil's Pass from the Kenyan authorities.

Revised November 2024

3.43 Admission of Students with Special Learning Needs

To ensure optimum student-teacher ratios and service to a high standard, enrollment in Learning Support shall not normally exceed 15% of the enrollment at any grade level. Moderate support shall be provided for a managed number of students not exceeding 5% of the grade level and not more than five moderate students per grade level. An intensive needs program shall also be offered for a limited number of students, not more than 2% of the total school enrollment. The criteria that form the basis for identifying mild, moderate, and intensive learning needs shall be defined in the appropriate handbooks and admission documents.

Revised October 2024

3.44 Age for Entry and Placement

Students are eligible to enroll in lower elementary grades once they have reached the following ages by September 15 on year of entry: four years of age for Pre-Kindergarten; five years of age for Kindergarten; and six years of age for Grade 1. Students are also eligible to enroll in the Pre-Kindergarten program once they have reached the age of three by July 31 in the year of entry and meet the requirements guided by Policy 3.47.

Revised November 2024

For other grades, ISK will generally not enroll a student who must be placed more than one year behind his/her respective peer group or who is at an age that would prevent attainment of an ISK Diploma by the age of 20 years.

Revised November 2024

3.45 Legal Documentation of Custody

ISK requires verified legal documentation regarding custody arrangements at the time of admission and whenever custody status changes.

Failure to provide required custody documentation may result in the delay or denial of admission or termination of enrollment.

Revised November 2024

3.46 Inaccurate Applications or Nondisclosures

Failure to provide accurate information or failure to disclose a known academic, personal, behavioral, or social-emotional need during the admissions process may result in a denial or subsequent termination of enrollment.

Revised November 2024

3.47 Probationary Admission

Students may be admitted on a probationary basis when some or all of the admission criteria are not clearly met or further information about the student's needs must be assessed. Probationary conditions shall be defined individually for these students.

Revised November 2024

3.48 Other Placement Considerations

In addition to chronological age, other factors that may be taken into consideration in placement or enrollment decisions are social/emotional maturity, prior academic experience and placement test results.

3.5 PARENT/SCHOOL PARTNERSHIP

Parents are expected to actively engage as partners with the school in the education of their children by:

- Participating in school events and activities
- Collaborating with teachers
- Maintaining respectful communication with all school personnel
- Annually review and sign-off on the ISK Parent agreements
- Reinforcing and supporting the school's Mission, Vision, and Educational Aims

Revised November 2024

3.6 CONTINUED ENROLLMENT

A student would normally continue to be enrolled at ISK unless the school determines that the child's academic, personal, behavioral, social and/or emotional needs can no longer be met, there is reasonable doubt about the child's prospect for success at ISK, or school fees are outstanding.

Revised November 2024

3.61 Promotion, Retention, or Other Support Changes

The promotion, acceleration, or retention of a student is the decision of the Principal, in consultation with teachers and specialists. While promotion typically involves advancing to the next grade level, in cases where a student's needs cannot be adequately met within their current grade level or program, other options may be considered. This may include placement in an alternative grade, support program, or specialized setting (e.g., the Life Centered Education) to better meet the student's academic, social, and emotional needs.

Revised November 2024

3.62 Required withdrawal of students

ISK reserves the right to require a student to be withdrawn if:

- the student's best interest and needs cannot be met effectively by the school's programs and services
- the student's behavior is deemed to jeopardize the safety and/or learning of other students
- the student acts contrary to the expectations laid out in the Student Handbooks
- the parent acts contrary to Board Policies and expectations laid out in the ISK parent agreement.
- educationally significant information is withheld from the school by the parents, or
- school fees are not paid in accordance with the expectations communicated to parents each year.

Withdrawal decisions require a consensus recommendation from the principals and Director of Teaching and Learning, and are the final decision of the Head of School.

Revised November 2024

3.7 STUDENT DRESS

Expectations for student dress shall be respectful of the diversity of the ISK community. Details of the dress code shall be documented in the appropriate divisional handbooks and schoolwide guidelines.

Revised November 2024

3.8 CHILD PROTECTION

The International School of Kenya is committed to child protection and the safeguarding and wellbeing of ISK students. ISK maintains an ethos of transparency to ensure students feel safe and secure. ISK expects all stakeholders to share this commitment and responsibility to protect children. ISK shall have a proactive plan for training all stakeholders and making the ISK community aware of various aspects of child protection. In response to suspected harm or abuse, the school shall take all reasonable, responsible and legal steps to protect the child and act as their advocate. ISK's procedures for protecting and ensuring the safety of children shall be documented and followed consistently as per the safeguarding and child protection handbook. This policy is linked with ISK's anti-bullying, online safety, and health and safety guidelines. ISK safeguarding and child protection policy and procedures also apply to after school programs and off-campus school activities.

Revised February 2021

3.81 Parent Responsibility in Case of Parent Absence

Parents or guardians are expected to be in residence to supervise their children's education and well-being. If both parents, or the sole parent in the case of a single-parent household, or the guardian, are absent they must delegate, in writing, all parental responsibilities to another adult who shall be fully charged to act on the parent's behalf. This designated adult must have

the authority to make medical and other decisions related to the children's well-being. This delegation of authority and responsibility to make medical and other essential decisions concerning the children's well-being. Parents or guardians who plan to be absent must inform the divisional principal with written delegation of authority. Extended absences or failure to communicate may be considered a breach of ISK's child protection policy and could lead to a review of the child's enrollment status.

Revised November 2024

3.9 STUDENT CONDUCT

Expectations for student conduct across all aspects of the school day shall be guided by the ISK Mission, Vision, Values and Educational Aims statements, which emphasize responsibility, respect for self and others, compassion, critical and creative thinking, cooperation and perseverance. All adults in the ISK community shall share responsibility for modeling and reinforcing these expectations.

ISK will not tolerate any conduct that discriminates on the basis of race, gender, religion, ethnicity, ability and/or sexuality.

Revised November 2024

3.91 Consequences for Inappropriate Conduct

Procedures for responding to students whose conduct violates the values implicit in the Mission, Vision and Educational Aims shall be transparent and documented in the respective divisional handbooks and schoolwide guidelines. ISK is committed to restorative practices that focus on learning, repair and restoration when addressing conduct issues in order to:

- Ensure the safety and security of other students and community member,
- Help the student learn from the incident, and
- Prevent similar incidents from recurring.

Minor behavior incidents are generally managed by staff or faculty. More serious incidents may lead to temporary suspension by the Principal. In cases of severe or repeated offenses, expulsion may be considered at the Head of School's discretion.

Revised November 2024

3.92 Final Authority for Disciplinary Consequences

Any disciplinary consequences may be appealed to the next decision-making level. Final authority for disciplinary actions on student conduct rests with the Head of School. In the event of a challenge to a Head of School's final decision, the Board of Directors may be asked to confirm whether due process was followed.

Revised March 2019

3.93 Alcohol, Nicotine and Substance Abuse

To promote healthy students and a healthy school community, ISK endeavors to apply a wellness approach (where wellness is a deliberate effort toward a healthy body and mind) to the matter of student substance use. ISK believes that substance* use undermines the development of healthy students and interferes with learning. ISK also believes that an informed, engaged community is essential to keeping all students healthy and to fostering a productive learning environment. However, when necessary, disciplinary action will be taken.

Revised May 2022

The primary objectives of this policy are to guide community education, ensure the safety of all students, and outline interventions – supportive and/or disciplinary - in cases of substance use. To these ends ISK will:

- Develop and provide a systematic program to educate students and parents about the risks and consequences associated with substances use and abuse;
- Maintain a strong parent-school partnership to address issues as they arise, at both the individual and community levels;

- Encourage all members of the school community to be well informed, to keep students healthy, and to communicate issues about student substance use to school authorities, as necessary and appropriate;
- Implement a support program for students who actively admit a substance problem to school personnel, or who remain at ISK following a disciplinary incident related to substances;
- Maintain a learning environment (including off-campus school activities) that is free at all times of substances and related paraphernalia, using a range of educational and disciplinary tools, including searching of lockers and personal property, and may take any other steps deemed necessary;

Revised May 2022

- Maintain and uphold school rules that provide serious sanctions for students consuming, possessing, distributing, or selling substances on campus or at any school-related activity. The most serious consequences such as expulsion and indefinite suspension could apply to any violation related to illegal substances and/or activities that endanger the wellness of others; and
- Ensure the implementation and enforcement of this policy is clearly documented in parent-student handbooks.

**For the purpose of this policy, 'substances' will be defined as nicotine, vaping, alcohol, all drugs illegal in Kenya, inhalants, and misuse of prescription medication.*

Revised May 2022

3.10 SCHOOL HEALTH REQUIREMENTS

3.10.1 Required Vaccinations

All students attending ISK are required to receive vaccinations for communicable childhood diseases, particularly those for illnesses endemic to Kenya, as well as for any public health emergencies mandated by the Government of Kenya. In general, ISK's policies will follow the recommendations of the World Health Organization and the Government of Kenya. The following health requirements apply to all ISK students:

- required vaccinations as identified on ISK's health form,
- certificate of health or physical examination,
- periodic physical examinations for students enrolled; and
- pre-participation physical examinations for students involved in organized athletics with health concerns.

Revised November 2024

3.10.2 Health Records

ISK shall maintain up-to-date health records on all students. In order to accomplish this, parents shall furnish the school with accurate and up-to-date records.

3.10.3 Accidents or Injuries to Students

ISK shall have appropriate procedures in place for responding to accidents and injuries, including responsibilities for follow-up and communication. The ISK Health Office shall ensure that appropriate staff are trained in First Aid, CPR, Water Safety Instruction and other emergency response procedures.

3.10.4 School-Based Health Screening

ISK shall conduct regular health screening as per the recommendations of the National Association of School Nurses in the United States or other reputable organizations.

3.10.5 Communicable Diseases

Students having a communicable disease shall be excluded from school attendance until they are no longer contagious or a risk to the other students and staff. Chronic illnesses where a student is receiving ongoing treatment are not included in this category. ISK will not tolerate discriminatory treatment of an individual based upon their health status.

Revised May 2022

3.10.6 Compliance with Ministry of Health

ISK will comply with health related guidelines and reporting requirements determined by the Ministry of Health.

Revised May 2022

3.10.7 Duty to Notify

In line with public health requirements and ISK policies, it is the duty of the parent/ guardian to inform the ISK health office through a written statement of any suspected or confirmed communicable disease. Failure to do so puts the ISK community at risk, and continued attendance will be reviewed.

Revised May 2022

3.11 GENERAL STUDENT POLICIES

3.11.1 Attendance and Absences

ISK has established attendance guidelines as documented divisional handbooks and schoolwide guidelines that explain expectations for attendance, define “excused” and “unexcused” absences, and explain how attendance may affect promotion and/or credit.

Revised November 2024

3.11.2 Leaving Campus

No student shall be permitted to leave the school grounds during the school day without the written consent of the parent/guardian submitted to the divisional offices.

Revised November 2024

3.11.3 Student Driven Vehicles

Students may drive vehicles to or from school if they have the legal documentation required by Kenyan law and the proper documentation with ISK (ie. parking sticker).

Revised November 2024

3.11.4 Student Activities and Organizations

ISK encourages student initiative in the formation and leadership of clubs, organizations, projects or activities that are consistent with the ISK Mission, Vision and Educational Aims. All such organizations and activities shall have the approval of an ISK Principal, and shall be appropriately advised and supervised by an approved teacher, parent or adult.

Revised March 2019

3.12 EXCHANGE STUDENT PROGRAM

An exchange student is a student coming from outside Kenya that temporarily attends ISK and is hosted by an ISK family member, or, a current ISK student that temporarily attends a school outside Kenya.

There are two categories of exchanges for students, organizational and individual. Organizational student exchanges are through ISK-affiliated organizations, with guidelines determined by the organization involving students exempt from fees. Individually arranged student exchanges include exchanges requested by current ISK faculty and parents, with guidelines determined by ISK.

For organizational and individual exchanges hosted by ISK, potential host families must first complete an application for an exchange student along with a regular ISK enrollment application. The exchange student program will be administered on a first-come, first-served basis.

Once the application for an exchange student is approved, including meeting ISK admission criteria, the exchange student will be allowed to attend ISK only if there is space available in that grade level, i.e. a full admission student should always be given preference for admission over an exchange at ISK in cases when space is limited. The cost to attend ISK as an individual exchange student will be 35% of normal tuition fees charged at a daily rate. Admission and capital levy fees will be waived. Normally, an exchange student may attend ISK or an ISK student may attend another school for a maximum of one semester and should be in Grade 6 or above, preferably high school, and not Grade 12.

Revised November 2024

SECTION 4: FINANCE POLICIES

All Policies in Section 4 were last reviewed in February 2023.

4.1 FINANCIAL OVERSIGHT AND FISCAL YEAR

4.11 ISK is a non-profit organization incorporated in the U.S. and registered in Kenya under the Companies Act. As such, all financial surpluses are retained and re-invested into the school as recommended by the Board of Directors and approved by the Board of Governors through its annual budgeting process. The Head of School is responsible for the Business Office, whose responsibility is to manage the day-to-day financial operations of the school.

4.12 Fiscal Year: The fiscal year shall begin on July 1 and end on June 30.

4.2 ROLE OF THE RELEVANT BODIES IN FINANCIAL OVERSIGHT

4.21 Board of Governors

The Board of Governors shall approve the annual budget and approve any major building projects.

4.22 Board of Directors

The Board of Directors provides general financial oversight, keeping in mind the school's short-term cash needs and long-term financial objectives. The Board of Directors is responsible for maintaining a Long-Term Financial Plan. The Board of Directors may delegate aspects of its financial oversight authority to the Finance Committee.

4.23 Finance Committee

The Finance Committee includes the Head of School, at least three Board members, and the Business Manager. The Committee shall meet on a regular basis to review the school's financial reports, develop the schools' financial policies pertaining to the topics covered in this section, and make recommendations to the Board of Directors on adoption of the annual operating budget and proposed policies.

4.24 Treasurer

The Treasurer shall be elected by the Board of Directors from among its membership and ideally possesses a finance or accounting background. The Treasurer should serve as Chair of the Finance Committee; serve as one of the possible signatories to the school's bank accounts; present the school's annual budget to the Board of Directors; and ensure development and Board of Directors review of financial policies.

4.25 Head of School

The Head of School enjoys broad delegated responsibility and authority from the Board of Directors for all school operations including personnel and financial matters, and planning and stewardship of the school resources. The Head of School is responsible for the implementation of the annual budget, including responsibility for the day-to-day operation of ISK.

Revised February 2020

4.26 Business Manager

The Business Manager shall be responsible for establishing internal controls to safeguard all ISK assets, and the execution of annual operating budgets.

4.3 FINANCIAL PLANNING

4.31 Long-Term Financial Plan

The Long-Term Financial Plan is a rolling ten-year plan, reviewed annually by the Finance Committee. The Finance Committee recommends revisions to the Long-Term Financial Plan to the Board of Directors.

Revised February 2020

4.32 The Annual Budget

The Board of Governors shall approve the annual budget, which is prepared by the Administration in collaboration with the Finance committee and endorsed by the Board of Directors in the context of the Long-Term Financial Plan.

The consolidated annual budget shall include an Operating Budget, a Capital Budget, and allocation to various reserve funds as established by the Board of Directors. As delegated by the Board of Governors, the Treasurer will present a summary of the approved budget at the Annual General Meeting.

The Annual Budget process shall include a review by the administration of all contracts (whether staff, local labor, administrative or maintenance in nature) so as to assess ISK's annual and long-term obligations.

Revised February 2023

4.33 Fund Budgeting

ISK defines three funds for keeping track of financial resources with specific purposes. Each fund will have a separate and primary purpose.

Revised February 2024

4.33a An Operating Fund shall be maintained to meet the annual expenses of running the school, including routine capital maintenance and replacement. Annual fees should correspond to, and meet, annual expenses. The primary revenue source for the Operating Fund will therefore be annual tuition fees, which may be supplemented by grants or loans from the other funds.

Revised February 2020

4.33b A Capital Fund shall be maintained for the primary purpose of funding the Facilities Master Plan. It provides resources to start or expand large-scale projects as defined in the FMP, and also for purchase of new equipment. The primary revenue source for the Capital Fund will be a Capital Levy, supplemented by resources from fund-raising.

Revised February 2020

4.33c An Emergency Reserve Fund shall be maintained to provide for the unexpected, such as a major political, economic, religious or geographic event that could seriously jeopardize operations of the school for the medium or long term. The targeted size of the Emergency Reserve Fund shall be 15% of the current year's operating budget. These funds shall be supplemented by an insurance policy which would provide additional resources to cover contractual obligations in the event of a *force majeure* incident. The primary source of revenue to build and maintain this fund will be transfers from the annual operating surplus, when necessary.

Revised February 2020

4.4 BANK AND INTERNAL ACCOUNTS

The Business Office shall maintain appropriate bank accounts to manage monies for each of the designated funds. A monthly reconciliation of each bank account must be prepared by the Business Office.

4.41 The Operating Fund

The Operating Fund shall be fluid by nature as it is adjusted to respond to budgeted expenditures for school operation and on-going facility maintenance or equipment replacement. The cash and investment accounts of this fund may be co-mingled among common bank accounts that serve the purpose of regular access but with options to hold funds in fixed-rate term investments, as feasible within cash-flow limitations, to optimize return.

4.42 The Capital Fund

The Capital Fund shall be budgeted separately, with specific parameters, and it shall be restricted for the purpose specified in section 4.56.

Revised March 2019

4.43 The Emergency Reserve Fund

The Emergency Reserve Fund shall be held on a separate investment account, with specific parameters, and it shall be restricted for the purpose specified in section 4.57.

4.44 Management and Transfers

The Capital Fund may be co-mingled with the Operating Fund account. Transfer between other funds is permissible but they must be approved by the Board of Directors and properly documented as “Loans” or “Permanent transfers.”

Revised March 2019

4.45 Deposit of Funds

The opening and closing of all bank accounts shall be approved by the Board of Directors. The deposits of official schools’ funds may be in local currency-denominated and/or foreign currency-denominated accounts. The selection of deposit bank(s) shall be based on the institution that offers the most financial advantage to the school, including interest and exchange rates.

4.46 Authorized Signatures

All checks drawn on the school accounts must be signed by at least two people. Signatories shall include the Treasurer, Chair and Vice-Chair of the Board of Directors, or their written designee on the Finance Committee, the Head of School, the Business Manager, and a designated Principal. Procedures for checks drawn on accounts and transfers between accounts will be further defined in the Business Office Manual.

Revised February 2024

4.47 Cash Management

The Head of School may delegate management of the bank accounts to the Business Manager in order to meet the daily financial obligations, as established in the annual budget, of the school. The Business Manager’s monthly report to the Finance Committee shall include a snapshot of the school’s cash situation. The Head of School shall ensure that internal controls are in place for the safeguarding of cash in the Finance Office, and between the school and banks; said internal controls shall be detailed in the Business Office Manual.

Revised March 2019

4.48 Petty Cash

The Head of School may authorize establishing petty cash accounts totaling up to a maximum of $10,000 managed by the Cashier. No single transaction should exceed $500. Petty cash procedures will be documented in the Business Office Manual to ensure appropriate authorization, monthly reconciliation, tracking and security of cash.

Revised February 2020

4.5 SPENDING GUIDELINES AND AUTHORITY

4.51 Operational Expenses

Once the annual budget is approved by the Board of Directors, the Head of School is authorized to approve operational expenses in accordance with the budget.

4.52 Budget Oversight

The Finance Committee shall review the budget on a monthly basis. The Head of School shall report to the Finance Committee any circumstances which may affect projected revenue, as well as actual expenses in excess of 1.0% of the total operating fund, or which may cause the school to be in a year-end deficit, whichever is observed first. The monthly financial report will include a revised annual forecast, no later than February.

Revised February 2020

4.53 Line Item Transfer

Every effort shall be made to keep actual expenses within approved budget line items. However, the Head of School has discretion to transfer amounts between budget line items when needed, provided such transfers do not exceed an amount equivalent to more than 1% of operating budget.

4.54 Monthly Reporting

The Administration shall provide to the Finance Committee monthly updates on the progress of budget implementation and estimates of year-end results.

4.55 Unplanned Expenditures

The Head of School may approve an unplanned expenditure up to $20,000 with a cumulative maximum during the year of no more than 1% of the total operating expense budget. The Head of School shall report such unplanned expenditure to the Finance Committee. An unplanned expenditure exceeding $20,000 shall be approved by the Board of Directors.

Revised February 2020

4.56 Capital Spending

Funds from the Capital Fund budget must be spent in accordance to the capital budget as approved by the Board of Directors for fulfilling objectives of the Facilities Master Plan. Unbudgeted expenditures above $20,000 must be approved by the Board of Directors.

Revised February 2020

4.57 Use of Emergency Reserves

Emergency reserves shall be accessed only to deal with extraordinary or catastrophic conditions such as long-term school closure, massive facility damage, or unexpected change in the school's tax or other liabilities. Expenditures from this fund may only be authorized by the Board of Directors and with written agreement from the Chair and Vice Chair or their delegate of the Board of Governors.

4.6 DRAWDOWN OF RESERVES

With prior Board of Directors approval, the Head of School may drawdown Emergency Reserves to cover cash flow shortfalls of up to $500,000. All draw-downs from Emergency Reserves amounts shall be reported and minuted at the next regular Board meeting. Once approved, the Business Manager is authorized to drawdown cash from invested reserves to eliminate the need for ISK to utilize bank overdraft lines of credit due to seasonal, operating cash shortfalls. If the drawdown is for a loan to the operating fund, the amount must be paid back within 90 days.

Revised March 2019

4.7 INVESTMENT PARAMETERS FOR LONG-TERM INVESTMENTS

4.71 All major investment funds shall have a documented objective which shall define what the fund is to be used for and expectations for short and long-term returns.

Revised March 2017

4.72 Additional Investment parameters

Long-term investment funds shall be invested with a reputable financial management firm, as approved by the Board of Directors, with a designated advisor. The advisor will provide regular reports to the Finance Committee.

Revised May 2022

The investment managers/advisors for long-term investments shall:

- Manage the assets of the funds so as to provide a high total return consistent with prudent investment practices, providing for long-term returns sufficient to cover the objectives of each fund, and to exceed the impact of inflation.
- Maintain diversity by ensuring that no more than 10% of the assets of the portfolio under management be invested in the same bond/corporation.
- Ensure that assets WILL NOT be invested in high risk investments such as future contracts, short sales, options, private placements, and derivatives.
- Reinvest in the fund all income generated from dividends, interest or capital gains for Emergency Reserve Fund investments.

Revised February 2020

Short-term investment funds are to be used for short-term returns with low risk and liquidity and shall be easily convertible to cash in the event of unexpected expenses. The fund shall be invested with a reputable financial management firm, as approved by the Board of Directors, with a designated advisor. The advisor will provide regular reports to the Finance Committee.

Revised May 2022

The investment managers/advisors for short-term investments shall:

- Manage the assets of the funds so as to provide a total return consistent with prudent investment practices, providing for short-term returns sufficient to cover the objectives of each fund, and to mitigate the impact of inflation.
- Maintain diversity by ensuring that no more than 10% of the assets of the portfolio under management be invested in the same bond/corporation.
- All income generated from dividends, interest or capital gains for short-term investments shall be reinvested in the Fund.

Revised March 2019

4.73 Investment Parameters for the Emergency Reserve Fund (see 4.43c and 4.57)

To achieve a total annual return of not less than 3% above the combined North American inflation rate and management fees, the asset allocation ranges for the Emergency Reserve Fund shall be:

Allocation Targets
Money Market/CDs 5-30%
Fixed-Income 20-65%
Equity Funds 20-65%
REIT 0-15%

Revised February 2024

Allocation targets will be reviewed and approved by the Board of Directors annually (normally in April/May) for the following year, based on the recommendation of the Finance Committee as informed by a financial advisor. The Finance Committee will review fund performance every quarter.

Revised February 2024

The investment advisor, in consultation with the Head of School, will adjust allocations in June and December to align with annual allocation targets, where those allocations are 5% or more off the target. The Head of School will inform the Finance Committee of allocation adjustments made in June and December.

Revised February 2024

4.8 AUDITS

4.81 Annual Audit

The school shall undergo an annual audit by a reputable audit firm. The Board of Directors shall review the findings of the audit, present a summary at the Annual General Meeting, and make the audit report available to ISK parents upon request.

4.82 Appointment of Auditors

The appointment of auditors is the prerogative of the Board of Governors. The Board of Directors will annually recommend for approval to the Board of Governors an independent audit firm and its remuneration. The selection of the audit firm shall be reviewed at least every 3 years.

4.9 ASSET MANAGEMENT

4.91 Fixed Asset Register

School administration shall maintain a centralized Asset Register to track the purchase and location of all furniture, technical equipment, fittings and vehicles, as well as all other assets with a replacement value exceeding $250. Assets with a value below $500 may be expensed in the year of the purchase.

Revised May 2022

4.92 Management of Teaching and Administrative Supplies

There shall be a monitoring system in place to track the purchase, use and storage of all school supplies.

4.93 Procurement

For the procurement of all goods and services an underlying principle shall be finding the best value for cost. No purchases may be made, or contracts signed, without the prior approval of the Head of School or designee. Procurement procedures will be documented in the Business Office Manual.

Revised March 2019

4.94 Disposal of School Property

No school resources or assets will be discarded or given away if:

- They still have use or value as an instructional resource at ISK; or
- They may be useful for school employees in their respective roles within the school.

4.10 RISK MANAGEMENT

4.10.1 Insurance

The school shall maintain adequate insurance coverage through local insurance companies and, where appropriate, through international insurance companies to safeguard the school's financial and physical assets. The Head of School will identify type of insurance coverage, insurers and changes in type of insurance for Board approval. In particular, the school will guarantee provision of:

Revised May 2022

- Insurance for all employees, in accordance with local regulations.
- Minimum of $5 million in liability insurance.
- Professional liability insurance for members of the Board of Directors, Board of Governors, and Administration officials.
- Fire and Theft insurance to cover the replacement value of Property.

The finance committee will review this annually.

Revised February 2024

4.10.2 Exchange Rate Risk

The Head of School and the Business Manager shall manage the school's finances so as to minimize exchange rate risk. An overview on the school's investment portfolio shall be included quarterly in the Business Manager's report to the Finance Committee.

4.10.3 Financial Reporting

The Business Manager shall provide the Finance Committee with the following statements: Income and Expense; Cash Flow; Balance Sheet; and a financial summary.

Revised January 2016

4.11 FEES

4.11.1 Application Fee

To cover costs related to processing applications, a non-refundable Application Fee will be charged for all new applications for enrollment. Applications for enrollment will not be processed until payment is received. Where organizations cover the Application Fee, a promissory note may be accepted from the sponsoring organization in lieu of payment.

4.11.2 Capital Levy

A one-time non-refundable Capital Levy Fee is assessed for each student accepted at ISK. The fee will be reviewed annually by the Board of Directors. When an application is accepted, a registration fee must be paid immediately in order to hold the place.

4.11.3 Tuition Fee

A Tuition Fee, established annually by the Board of Directors, shall be charged to all students to cover the operational expenses related to providing educational services for the year.

4.11.4 Annual Capital Fee

An Annual Capital Fee may be charged to each returning student at the beginning of each school year, payable at the time first semester Tuition Fees are due. The Board of Directors shall review the fee annually.

4.12 FEES PAYMENT

4.12.1 Payment Schedule

Tuition Fees for each semester are payable on or before the first day of each semester. The Capital Levy is also due on or before the first day of the school year. However, the Head of School may authorize payment plans in accordance with the following parameters: Tuition fees and annual capital levies must be fully paid by April of the applicable school year; the one-time capital levy must be fully paid by April of a child's fourth year at ISK. Guidelines for administering payment plans, including the conditions required for approval, shall be outlined in the Business Office Manual.

Revised March 2019

4.12.2 Method of Payment

All fees must be paid in U.S. dollars or the equivalent at a dollar rate set by the ISK Business Manager.

4.12.3 Penalty fees

A penalty of 2% per month shall be applied to the outstanding balance of any students for whom payment is not made at the beginning of the semester, or for whom a payment deadline within their payment plan is not met. The administration shall prevent students whose fees are in arrears for more than one month from attending school until the arrears are cleared or a payment plan is agreed upon.

Revised February 2020

4.12.4 Fee Exceptions

- Subsidized fees for selected employees: Provided that they meet all the entrance requirements of ISK and spaces are available within the prioritized hierarchy of the admission policy, children of teachers and senior administrators/managers shall be admitted with fees waived according to the respective contractual benefits defined in the respective handbooks.
- ISK may allow families to pay the one-time capital levy over a period of years, up to a maximum of four years at the discretion of the Head of School. Revised May 2026
- Scholarships for outstanding Kenyan students: ISK shall provide an outreach scholarship program for exceptional Kenyan students with demonstrated financial need for partial or full scholarships for the high and/or middle school years, on the basis of merit. The procedures for publicizing and administering this competitive scholarship shall be documented in the relevant handbook. ISK's one time and annual capital fee will be waived for ISK and Beacon Scholars. Revised October 2025
- A target of 1% of annual budget will be set aside as "lost revenue" to scholarships.

Revised May 2026

4.12.5 Fee Refunds

- Tuition fees may be refunded for any one-semester if a student does not attend any school days that semester. This refund must be requested in advance. In rare cases, this refund may be prorated for the remaining portion of the semester. Capital fees are not refundable under any circumstances.
- In the event of ***force majeure*** closure in the first semester, tuition fees for the second semester will be refunded to the degree funds are available after all obligations are settled. Such refunds will be adjudicated by the Board of Directors upon submission of request for refund, and following administrative confirmation that obligations have been met. There will be no refund of fees for the semester in which a closure takes place. In the event of a permanent school closure, refund requests will be given priority consideration, but there is no obligation on the part of the School to refund fees paid.

Revised March 2019

4.12.6 Writing Off Credit Balances

Credit balances will be carried for a maximum of two (2) years following the annual audit after which ISK shall retain the funds. Procedures will be in place to ensure that balances are not carried beyond three years, and that all correspondence with the family or paying organization is retained by the school.

Adopted March 2015

4.13 PAYROLL & OTHER FINANCE OFFICE PROCEDURES

4.13.1 Salary Deductions

Salary deductions for taxes, social security and other deductions will be made according to legal requirements.

4.13.2 Expense Reimbursement

There will be appropriate procedures in place to manage expense reimbursement.

Revised February 2024

4.14 TAX COMPLIANCE

The Administration shall ensure that the school complies with all relevant tax regulations.

SECTION 5: PERSONNEL POLICIES

All Policies in Section 5 were last reviewed in May 2025

(Note: policies that are procedural shall be documented in the appropriate handbooks)

5.1 EQUAL OPPORTUNITY

ISK provides equal employment opportunities and the Board of Directors maintains and promotes non-discrimination in all aspects of recruitment and employment of individuals. All actions and decisions shall be considered on merit regardless of age, race, color, national or ethnic origin, religion, gender, gender identity, sexual orientation, language, disability, pregnancy, genetic information, health status or any other irrelevant factor.

Revised May 2025

5.2 RESPONSIBILITY FOR PERSONNEL DECISIONS

5.21 All decisions about the recruitment, hiring, re-assignment, supervision and contract-renewal/termination (non-renewal, dismissal, redundancy, etc.) of individual employees are the responsibility of the Head of School.

Revised March 2021

5.22 Whether specific categories of work are done by appointed employees, outsourced contractors, or consultants shall be at the discretion of the Head of School, in consultation with the Board of Directors.

5.23 Newly created and redefined full-time positions shall require the Board of Directors' approval, based on the recommendation of the Head of School.

Revised May 2025

5.24 The hiring, evaluating, developing, and supporting the Head of School is the responsibility of the Board of Directors as a whole.

Revised March 2021

5.3 CONTRACTS AND EMPLOYMENT

With the exception of temporary staff, outsourced workers, and consultants, all employees of the school shall be hired on the basis of a one- or two- year contract. Support Staff may be placed on permanent contracts after three years of service. Compensation terms shall be defined either in an individual contract, in a collective agreement, or in the letter of appointment. The timeline and procedure for renewal of individual contracts shall be spelled out in relevant handbooks. All candidates for employment must undergo comprehensive background checks per handbook procedures.

Revised May 2025

5.4 SUPERVISION AND EVALUATION

5.41 Every employee of ISK shall have an up-to-date Recruitment Profile that defines the scope, specific responsibilities, requested skills and reporting relationships for the position. ISK's philosophy supports a growth and performance evaluation model based on transparent criteria, multiple data sources and frequent, specific feedback for all its faculty and staff.

Revised March 2021

5.42 Head of School's Evaluation

The Head of School shall be evaluated by the Board of Directors each year according to criteria and a process reviewed and agreed by the Board of Directors and Head of School at the beginning of each school year. A copy of the evaluation shall be kept in the Board Chair's file of Board documents.

Revised March 2021

5.43 Evaluation of Faculty and Staff

The written annual evaluation of employees is a rigorous transparent process, using growth oriented evaluation tools or rubrics for all staff groups.

Revised March 2021

5.44 Appraisal of Consultants and Contracted Services

For consultants and contracted services, the nature of evaluation or feedback shall be documented in either the contract, terms of reference, or appropriate handbook.

Revised March 2021

5.5 COMPENSATION

5.51 ISK believes that motivated faculty and staff play a central role in making its mission a reality for students. ISK therefore offers competitive compensation packages that support this objective. ISK is committed – all other factors being equal – to offering the same salary scales to locally-hired and internationally recruited personnel for similar positions.

Revised May 2025

5.52 Compensation packages at ISK shall be designed to ensure that the school can attract and retain appropriately qualified and talented staff in all positions, suitable to fulfilling the ISK Mission and accomplishing its Strategic Direction. Compensation packages shall therefore be tailored to ensure that each position is remunerated in a manner that is competitive for that position, within the relevant comparator markets. In consultation with the Head of School, the Board of Directors shall periodically review selected compensation packages to assess whether specific positions are keeping pace with their relevant comparator market, and allowing the school to attract and retain top-tier personnel.

Revised March 2021

5.53 Salary scales shall be in effect for all permanent positions at the school and shall be published in the relevant handbooks. The purpose of the scales shall be to acknowledge grades of skill/qualification and experience as appropriate along with performance against clearly defined criteria. Scales shall be reviewed and modified periodically by the Board of Directors, on the recommendation of the Head of School.

Revised March 2019

5.54 Overseas-hire benefits shall not normally extend past 12 years, beginning with a reduction after 10 years starting with the employee's 10th year at ISK. Such benefits shall be reduced according to a timeline and process documented in the relevant handbooks.

Revised May 2025

5.6 OVERSEAS-HIRE AND LOCAL-HIRE STATUS

5.61 ISK applies the following definitions in determining the contractual status of teachers at the time of hiring.

Overseas hire teachers are those teachers who are recruited from abroad for the sole purpose of working at ISK. Local hire teachers are already resident or intended residents of Kenya when they are hired, or the spouse of an employee of another organization in Kenya.

5.62 While most Kenyan teachers working at ISK shall have been hired locally, or recruited while overseas, but with the intent to return to Kenya for other reasons, the Head of School may offer overseas-hire contracts to expatriate Kenyans who genuinely meet the criteria above. Kenyans so hired shall also be subject to the terms of policy 5.54 which determines the length of time a person may receive overseas-hire benefits.

5.63 INTERNSHIP PROGRAM

A faculty intern is a newly hired temporary employee at ISK that provides assistance to the educational program as a faculty member depending on the background and qualifications of the intern. There are generally two types of internship programs: volunteer faculty interns, those that volunteer at ISK for a specific period of time to fulfil~~l~~ degree graduation requirements, and paid faculty interns, recent university graduates who meet ISK hiring standards with minimal regular teaching experience.

Volunteer faculty interns normally serve for a maximum of one semester. The length of internship for paid faculty interns would be one year, with the possible option after their ISK internship of being recruited as a teacher through normal hiring processes, if a relevant position exists.

Revised March 2021

5.7 LEAVE

ISK abides by Kenyan law in its parameters for minimal requirements for paid leave. The provisions for paid and unpaid leave available to various categories of staff shall be spelled out in the relevant handbooks.

5.8 HOURS OF SERVICE

Required days or hours of service shall be spelled out in either individual contracts or the relevant staff handbook. These may be adjusted on a year-to-year basis as needed, by the Head of School.

5.9 PROFESSIONAL DEVELOPMENT

To ensure the continuous growth and improvement of all ISK staff the school shall have a vigorous and well-funded program of professional development. The administration shall ensure that opportunities and structures are provided for staff to learn from each other, to attend courses or conferences consistent with their annual goals, or to conduct relevant research. The Board of Directors shall ensure that the annual budget maintains sufficient funding to provide a strong program of professional development for all staff.

5.10 GRIEVANCES

An effective grievance procedure shall be in place in the relevant handbooks to ensure that all employees have access to a clear process for the resolution of conflicts or grievances. The procedure shall be based on the principles of transparency and due process, and shall be designed to reinforce healthy, open communication channels.

Revised March 2021

5.11 DISCIPLINARY ACTIONS

The circumstances that would warrant disciplinary action being taken with an employee shall be spelled out in either individual contracts or the handbooks that supplement them.

5.12 VISAS AND WORK PERMITS

The school shall work closely with the Department of Immigration and other relevant authorities to obtain the necessary work permit exemptions for overseas-hire faculty and staff. The terms of contracts issued to all locally hired expatriates are subject to employees being eligible and able to secure valid visas and work permit exemptions for Kenya.

Revised March 2021

5.13 PERSONNEL RECORDS

5.131 A permanent personnel file shall be established for each employee, to be used to store all pertinent records related to the verification of training and experience; on-going evaluation and growth; supervisory incidents or interventions; absences and leaves. The school shall have systems for maintaining and updating personnel records in a safe and secure location, to ensure that records are accurate and easily accessible by administrators, and that payroll data is up-to-date.

5.132 Confidentiality of Records

The contents of any employee's personnel file are to remain strictly confidential, on a need-to-know basis normally limited to the supervisors responsible for an employee's

supervision and evaluation and the Human Resources Office. A current employee may review their own file in the company of the Human Resources Manager or senior administrator, and shall not remove any of the contents.

Revised March 2022

5.133 Personnel File Archive

A copy of personnel files of all resigned or retired employees shall be archived for five years. After five years there shall be a system for retaining relevant information about the employee.

Revised May 2025

5.14 FORCE MAJEURE

In the event of a forced closure of the school, for either long or medium term, the expectations and limitations for meeting payroll and other contractual obligations shall be spelled out in the relevant employee contracts and/or handbooks. Where they are not spelled out, the following policies shall apply:

5.141 All staff

For all staff 100% of base salary and insurance coverage shall be paid as defined in the employment contract for the first ninety (90) days following the date of declaration, or until the end of the contract period, whichever is sooner.

5.142 Senior Administrators

The salary/benefit coverage for the Head of School, Business Manager and Head of Security shall be extended for a further 6-month period, to facilitate a possible re-opening of the school within that period. Prior to the end of this period the Board of Directors shall determine which positions, if any, shall be extended indefinitely.

Revised March 2021

5.143 Teachers & Administrators – Other Benefits in the Event of a Mandated Evacuation.

a) Departure transportation costs (one-way or open-ended round-trip economy class ticket) for the employee and authorized dependents to the agreed overseas domicile, or other designated destination as determined by the Board of Directors when considering the duration of the Force Majeure closure.

b) As feasible, overseas-hire teachers and administrators shall receive shipment benefits for personal effects as defined in the employment contract at the end of the 90-day salary continuation period, or the end of the contract period, whichever is sooner, if the closure is permanent and/or employment contract is terminated. If conditions do not permit shipment, ISK will not be liable for loss of belongings.

c) The school is not obligated to pay transportation costs for any overseas-hire employee and/or dependents that choose to leave Nairobi prior to a Force Majeure declaration by the Board of Directors.

Revised March 2021

5.15 MINIMUM RETIREMENT AGE

A minimum retirement age of 50 years is established for all support staff, for the purpose of disbursing accumulated pension benefits.

Revised November 2016

5.16 MANDATORY RETIREMENT AGE

All employees who indicate that they would like to keep working after turning 60 years will be placed on a one or two-year contract which may be renewed depending on the employee's job performance. The mandatory retirement age for all staff will be 65 years. Employment of staff beyond 65 years will only be extended in extraordinary circumstances requiring the Head of

School's approval, and for no more than one year at a time.

Revised May 2025

5.17 SOLICITATION AND GIFTS

Gifts to staff members from parents, students or companies shall be limited to token gifts or remembrances. Gifts from a single individual with a value of more than $50 are not appropriate and should be declined or returned, with thanks.

Staff members may not solicit other staff, faculty, parents or students for donations or services except for those causes approved by the Head of School or HR Manager as part of ISK's Service Learning Program. Additionally, staff members may not be solicited at school by anyone or any group unless such solicitation is approved by the Head of School.

Revised March 2019

SECTION 6: FACILITIES POLICY

All Policies in Section 6 were last reviewed in November 2023

6.1 SAFETY AND SECURITY

ISK shall provide a safe, healthy and secure environment for students, staff and visitors, including on campus, while in school-provided transport, and during school-organized off campus trips to the greatest extent possible. Procedures shall be rigorously implemented and annually reviewed. ISK's safety and security protocols shall be communicated to all stakeholders, as appropriate.

Revised November 2023

6.2 BUILDINGS AND GROUNDS

6.21 Insurance

The Administration shall be charged with the responsibility for assuring that school buildings and contents whose titles are vested in the school are insured for their full and insurable value, and that all motorized vehicles whose titles are vested in the school are adequately insured for their full and insurable value.

Revised March 2019

6.22 Physical Security

ISK will provide reliable security services to protect the school campus and faculty housing. Additionally, campus facilities will include security systems and organizational structures appropriate to current levels of risk.

Revised November 2023

6.23 Fire Prevention

The Administration shall ensure that the school is inspected annually for potential fire hazards and that suitable fire control devices are available and in working order.

Revised November 2023

6.24 Emergency Procedures

Appropriate emergency drills shall be planned and conducted by the Administration a minimum of one time per annum, with most drills exceeding the minimum. Building and campus evacuation routes and assembly areas are to be posted throughout the campus. Additionally, the public address system is to be checked at least quarterly to ensure that the system is in optimal working order. The emergency procedures manual will be reviewed and updated annually and circulated to staff.

Revised January 2020

6.25 Campus Cleanliness and Accessibility

The Administration shall ensure that the school's buildings, vehicles and open areas are kept clean, hygienic, and attractive. The Administration shall strive to ensure accessibility of the campus facilities.

Revised January 2020

6.3 USE OF SCHOOL EQUIPMENT

The administration shall ensure that school-owned equipment will be managed with an appropriate system for asset tracking. Property of the school shall not be loaned to an individual or group except for a purpose related to school business or in support of a school program, unless approved by the Head of School. Fines may be imposed in the event borrowed property is lost or damaged.

Revised January 2020

6.4 USE OF SCHOOL FACILITIES

The primary purpose of the school facilities and assets is educational; the primary users are ISK students, faculty, and staff.

All official school or school-sponsored functions shall have priority in the use of facilities. School facilities may be used by community groups and organizations when such facilities are not being

used for official school or school-sponsored functions. The Administration shall control and monitor the use of school facilities for official or school-sponsored functions, including use by school-sponsored organizations such as the PTO, Friends of the Arts, student organizations, etc.

Revised January 2020

ISK community members, defined as students, teachers, faculty, staff, and their families, may be allowed access to the multipurpose rooms, library, sports facilities, and meeting places according to the school's procedures.

Revised November 2023

The Head of School, in deciding approval of specific requests, will take into consideration safety, liability, insurance, maintenance, and wear and tear on equipment/fixtures/facilities, and may establish a user fee.

6.5 SCHOOL TRANSPORTATION

6.51 School Vehicles

School vehicles may be used for official school business, school-sponsored activities, and non-school sponsored activities as approved by the Head of School.

6.52 Student Bus Service

Transportation shall be provided for all school children who live within a reasonable distance from the school, which is defined as within a one-hour drive or less. Students may be required to travel a reasonable distance to a scheduled bus stop. Bus fees will be assessed annually to cover the cost of service provided.

The school shall operate its bus routes in accordance with all local traffic regulations, and in full compliance with applicable safety and security precautions. Bus stops will be determined by the Administration in order to provide the best service possible while making every attempt to minimize riding times for all students. Legal bus passenger capacities shall not be exceeded. Members of staff may utilize established student bus services subject to the availability of space.

Bus routes will be reviewed as required. School bus services may be used as transportation for student field trips and extra-curricular activities subject to rules and regulations established by the Head of School.

The use of school buses for purposes other than transporting children to school for regular school hours is permitted with prior approval of the Administration. In all cases relating to the use of buses, the Administration shall ensure adequate insurance coverage is in place, and that appropriate fees are charged to cover actual costs of the service provided, including depreciation.

Revised January 2020

6.53 Bus Safety

All buses and other vehicles owned and operated by the school will be inspected and maintained for safety in accordance with all local legal requirements and regulations for vehicle safety standards. Where feasible, school vehicles will be the preferred transportation option for school trips.

The safety of ISK students, employees and the general public requires that ISK bus drivers and monitors be held to, and ensure, the highest safety and driving standards.

Revised January 2020

6.6 MAINTENANCE OF CAPITAL ASSETS

The Administration shall ensure that a program is in place for routine and preventative maintenance of facilities, equipment, and vehicles. The Board of Directors shall ensure adequate funding for this maintenance program.

6.61 Facilities Master Plan

Campus improvement projects will be guided by a Facilities Master Plan that is approved by the Board of Governors and overseen by the Board of Directors. Larger improvement projects, defined as in excess of $150,000, will normally be planned in conjunction with the school's Long-Term Financial Plan. Improvements costing less than $150,000 may be incorporated into each year's Capital Budget as the need emerges.

Revised January 2020

SECTION 7: GENERAL POLICIES

All Policies in Section 7 were last reviewed in October 2023

7.1 SCHOOL COMMUNITY RELATIONS

The Board of Directors and Administration shall ensure that ISK programs, structures, and communications support and model the school's Mission, Vision, and Educational Aims.

Revised March 2019

7.11 School Communication

The School recognizes the need for open and direct communication among students, parents, teachers, administrators and the Board of Directors. The School encourages frequent sharing of information, opinions and ideas among members of the school community, in the interests of transparency and open constructive dialogue via the official communication channels. No official communications are sent through social media.

Revised October 2023

The Head of School shall ensure that the ISK and broader community is informed appropriately of school activities, programs and events. With regard to any communication that relates to the Board of Directors or its prerogatives, the Head of School shall consult with and seek the approval of the Chair of the Board of Directors.

7.12 Communications Directed to the School and Board of Directors

Specific communications regarding the school from the broader community are welcome and appreciated. Communications regarding school operations, procedures and programs should be directed to the relevant staff member. In the event that further communication is needed or the issue is not resolved the matter may be taken to that staff member's supervisor. Communications pertaining to the Board of Directors, and/or its policies, procedures, and operations, should be directed to the Board of Directors through the Chair of the Board of Directors via email.

Revised October 2023

7.13 Parent Teacher Organization (PTO)

The Board of Directors recognizes the Parent Teacher Organization (PTO) as a body dedicated to building community, including positive and productive communication in partnership with the school administration and faculty. The PTO regularly updates the Board of Directors on its activities at the open board meetings.

Revised March 2025

If the PTO executive committee or a member of the PTO executive committee is in violation of the aforementioned school policies, agreements, and guidelines, the Board of Directors shall propose a motion to dissolve the PTO or remove a member of the PTO executive committee. The motion must pass in accordance with a majority vote assuming quorum (Policy 1.66) has been obtained. In the event of the PTO's dissolution, the Administration would be tasked to develop a plan to reconstitute the PTO as deemed necessary. The removal of a PTO member from the executive committee is permanent. Board of Director policy supersedes the PTO constitution.

Revised March 2025

7.14 Faculty Council

The Board of Directors recognizes the ISK Faculty Council as an organization representing the faculty and as a body to facilitate effective communication between the administration and teachers. The Board of Directors welcomes reporting from the Faculty Council on policy or compensation-related matters of concern to teachers at Board and committee meetings once shared with the Head of School.

Revised October 2023

7.15 Inter-Organizational Relations

7.15a Host Government Relations

ISK will maintain positive relations with the Kenyan government. No school personnel shall conduct official school business with local government officials unless specifically authorized to do so by the Head of School. Representational duties and other cordialities are normally conducted by the Head of School as official head of ISK. The Head of School may delegate specific representational tasks to ISK staff or members of the Board of Directors and Board of Governors as appropriate.

Revised February 2020

7.15b U.S. Office of Overseas Schools

ISK will maintain positive relations with the Office of Overseas Schools (A/OS) of the U.S. State Department. The Head of School is authorized by the Board of Directors to apply for assistance directly from the A/OS in the form of grants, consultants, or other services.

7.15c Accreditation

The Board of Directors views formal accreditation by external agencies as a means of assuring that the school meets U.S. and international quality standards. The school shall seek ongoing accreditation by the Council of International Schools (CIS) and Middle States Association of Colleges and Schools (MSA) for international recognition; and the International Baccalaureate Organization (IBO) for authorization to offer a specific international curriculum.

7.15d Other organizations and Associations

ISK may become a formal member of recognized educational associations and organizations as deemed appropriate and beneficial by the Head of School.

Revised October 2023

7.2 SCHOOL ETHICS AND CONDUCT

7.21 Conflict of Interest

Members of the Board of Directors, administrative officers, and all other employees shall avoid any conflict between their personal interest and the interest of the school in dealing with suppliers and all other organizations or individuals doing or seeking to do business with the school. Members of the Board of Directors and Board of Governors are required to sign a conflict of interest statement when they become members of an ISK Board and abide by the Board Code of Conduct. (Attached as Annex 2 and 3 are the Code of Conduct and Operating Agreements for the Boards). The school's handbooks shall document procedures on avoidance of conflict of interest for school staff.

Spouses, parents and children of ISK employees are not permitted to serve as members of the Board of Directors.

Revised February 2020

7.22 Non-Discrimination Policy

ISK shall ensure that any discrimination on the basis of age, race, color, national or ethnic origin, religion, gender, gender identity, sexual orientation, language, disability, pregnancy, genetic information, health conditions or any other irrelevant factor shall not be tolerated. ISK shall, to the best of its abilities, eliminate any such discriminatory manifestations from the programs, procedures and activities of ISK.

Revised October 2023

7.23 Harassment

Harassment is defined as (1) influencing, offering to influence, or threatening a student, or the career, pay, or job of another person in exchange for favors, sexual or otherwise, and/or (2) deliberate or repeated offensive comments, gestures, or physical contact of an abusive or

intimidating nature, sexual or otherwise, in a work-related environment. This includes vexatious behavior and serves to annoy and harass when viewed objectively. The Board of Directors and administration shall view such behavior as a serious violation of the standards of conduct expected from all employees, students and community members of ISK and such behavior shall be grounds for disciplinary action.

Revised October 2023

7.24 Religious or Political Activities on Campus

ISK is a secular independent school that supports the right of all individuals to their belief or non-belief in God or a specific religion or political belief. To remain consistent with ISK's Mission, Vision and Educational Aims, proselytizing of any religion by students, staff, parents or community members is not allowed. Guidelines for religious or political expression or activities on campus will be published in the relevant stakeholder documents.

Revised February 2020

7.25 Bribery

Recognizing that corruption at any level hinders the rule of law, ISK does not condone or contribute to any form of bribery.

Adopted January 2015

7.3 EMERGENCY CLOSURE OF SCHOOL

The Head of School shall be responsible for implementing arrangements to protect the safety and security of the ISK staff and students. The Head of School will work closely with the Board of Directors, the security team, the U.S. Embassy and Canadian High Commission, and other stakeholders to determine the nature and degree of potential threats to the safety of ISK students and staff, and whether these threats warrant school closure or alternative operating arrangements. Information relating to emergency closure or operations of the school under emergency conditions shall be detailed in the Safety and Security Manual.

Revised February 2020

7.31 Head of School Role

The Head of School is empowered to close the school for one day, delay the opening time of school, dismiss school early, hold students in school past dismissal time, or declare a "minimum day" if emergency safety considerations make it necessary, whether due to political tensions, weather conditions or any other threat to safety and security. Conditions for reopening will be evaluated by the Head of School on the basis of regular consultation with the Board of Directors. The Head of School is also charged with systematically reviewing alternative arrangements for operating under emergency conditions and maintaining executive succession plans.

Revised February 2020

7.32 Board of Directors Role

In extreme emergency or a *force majeure* situation a quorum of the Board of Directors, in consultation with the Head of School, may close the school for whatever reason or period of time deemed necessary if the safety and security of students, faculty or staff is deemed to be in jeopardy. Board of Directors and the Head of School shall make every possible effort to stay in contact with the Chair and Head of School in order to reach and document such a decision.

Revised February 2020

In case of an emergency school closure, a quorum shall be defined as a majority of those Board of Directors who are in contact with the school for decision-making, regardless of whether the Board of Directors are in Kenya. In case of a tie vote relating to *force majeure* situation, Policy 1.68 will determine the tie-breaker. The same procedure is to be followed to reopen the school.

Revised February 2020

7.33 Limited Operations

During a *force majeure* situation the Board of Directors will retain the option to continue the school's operation on a limited basis with qualified staff who voluntarily remain available to

fulfill their normal duties. Salary stipends for “paid volunteers” will be determined depending on the extent of the emergency and by a decision of the Board of Directors. Recommended salary stipends shall be detailed in the appropriate handbook.

Revised March 2019

7.34 Emergency Evacuation

In the event of an emergency evacuation the school will endeavor to return eligible staff members and eligible dependents to their home of record or temporary safe haven as deemed appropriate by the administration. Evacuation procedures, eligibility and financial coverage are detailed in relevant staff handbooks and the Safety and Security Manual.

Revised March 2019

7.35 Staffing

For the first 90 days after the Board of Directors has ordered the school closed, there will be no adjustment in staffing. From day 91 after the school has been closed, the administration will assess enrollment and the needs of the school, and adjust staffing, if necessary, under the “Reduction in Force” (RIF) section of the relevant staff handbooks. Teachers will be assigned teaching duties or other educational duties or tasks by the administration, according to the needs of the students and the circumstances of the school.

7.36 Salaries

If the decision is made to close the school and evacuate personnel, salary for teachers and staff remaining under contract shall continue to be paid for a period up to three (3) months while the staff remains on standby to return. If the evacuation and closure should occur prior to March 31, three (3) month's salary will be paid. If it occurs subsequent to April 1, salary will be paid to the remainder of the school year. Staff members may request immediate termination of employment. If approved, no salary continuation payments will be paid. Salary stipulations and other financial coverage shall be detailed in relevant staff handbooks. Decisions about the continuation of employment and salaries for the Head of School and senior administrators for a period longer than three months will be made by the Board of Directors, in consultation with the Head of School, based on the needs of the school.

Revised March 2019

7.37 Make-up Days

In the event the school is closed for either a temporary or *force majeure* emergency, the Head of School may deem it necessary to make up the days missed by holding classes on weekends during the year or by extending the calendar for make-up days during breaks or at the end of the school year.

7.38 Alternative or Off-Site Learning

Contingency plans shall be in place to ensure the opportunity for students to continue learning to the degree feasible in the event of school closure.

7.4 SCHOOL CALENDAR AND HOLIDAYS

7.41 The calendar shall include approximately 180 days of instruction. These will include days for parent conferences and those days that students are dismissed early for professional activities of the faculty.

7.42 The school year shall begin in early to mid-August, subject to adjustments to account for the pattern of holidays during that year. There will be two semesters of approximately 90 instructional days each.

7.43 The school shall be closed on all gazetted Government of Kenya holidays.

7.44 There shall normally be a semester break approximately three weeks long in December/January, and breaks of approximately one week in the middle of each semester.

7.5 SCHOOL HOURS

School hours for students shall be established by the Administration and approved by the Board of Directors.

7.6 CLASS SIZE

To enable students to learn effectively, class size will normally be capped at 18 students for Pre-K to Grade 2; 20 for grades 3-5; and 22 for grades 6-12. Discretion for capping classes lower or higher than these norms will rest with the Head of School, based on considerations such as the nature of the subject, physical limitations of a classroom, sibling or sponsoring-embassy applications, current class composition, expertise/experience of the teacher, or anticipated contribution and needs of the additional students.

7.7 ENVIRONMENTAL POLICY

ISK recognizes its activities impact upon the environment. The school is committed to continuously improving its environmental performance. ISK will aim to minimize any negative effect its operations may have on the environment by implementing good environmental practices that comply with national standards and international best practices. To this end, ISK is a single-use plastic free campus where waste is recycled or reused and the school seeks to reduce its use of resources. ISK is committed to reducing its carbon footprint and becoming a carbon neutral international school.

Revised February 2020

Environmental awareness and actions shall be woven into the interdisciplinary curriculum and co-curriculum through the curriculum review process. The school will encourage and support student and community initiatives in the furtherance of good environmental practices.

7.8 FUNDRAISING POLICY

7.81 All fundraising efforts shall support the Mission, Vision and Educational Aims of ISK, and enhance its reputation.

7.82 The Fundraising Policies shall apply to funds received by ISK, by the ISK Foundation, and all school groups.

Revised February 2020

7.83 Statement on Ethics

All persons involved with fundraising efforts connected to ISK shall conduct themselves in an ethical and professional manner, supporting a donor's right to privacy and to protect the confidential information of their institutions. All agree to abide by the Statement of Ethics in the daily conduct of all professional activity encompassing the gathering, dissemination, and use of information for the purposes of fundraising or other institutional advancement activity. Four fundamental principles shall provide the foundation for the ethical conduct of fundraising research, relationship management and procurement: integrity, accountability, transparency, and avoidance of conflict of interest.

7.84 Types of Fundraising

7.84 a Institutional Fundraising

ISK may target private funding to support ISK's service, scholarship and other outreach programs.

Revised October 2023

7.84 b Other Fundraising

Students, staff, parents and alumni may also engage in fundraising activities to support and enhance vetted ISK programs and projects.

Revised February 2020

7.85 Stewardship

7.85 a ISK shall report on the performance of the institutional funds on an annual basis to the supporters of those funds and to the Board of Directors.

7.85 b Donor funds shall be spent in accordance with donor wishes.

7.86 Gift Acceptance Policy

All fundraising activities involving the solicitation of sponsorship or support from outside organizations shall be approved by the ISK Head of School or designee prior to those activities being undertaken, to ensure that ISK is strategic with its resources and that large-scale institutional fundraising is not undermined. In the event a potential donor conditions support on something contrary to the school's values and policies, such support will be rejected.

Revised February 2020

Any gift, whether in cash, negotiable securities, real estate or gift in kind, with an established value of $5,000 or greater, must be approved by the ISK Head of School prior to acceptance of the gift. The ISK Head of School will consult with the Board of Directors as appropriate.

Revised February 2020

7.87 Naming Policy

As necessary, ISK may seek to recognize the efforts and contributions of individuals by the naming of buildings, portions of buildings, rooms, fixed furniture, trees, open spaces, fields, streets, and equipment, collectively referred to hereafter as "property." Although it is not possible to establish hard and fast rules to govern every naming situation that may arise, an orderly and transparent approach is desirable. This policy establishes that a uniform and consistent procedure shall be followed to gain school approval and to record the naming of all school property. The procedure will also clarify the understanding of naming as opposed to dedication or other. Approval of the ISK Board of Directors is required before the naming of any school property.

Revised February 2020

7.9 FOOD POLICY

ISK promotes and encourages healthy eating patterns for the community to support health and overall wellbeing. The food services program endeavors to ensure that all aspects of food and drink services at ISK promote the health and well-being of students, staff and visitors by providing nutritious options and empowering students to make healthy choices. On-site food services will adhere to both local and international standards for kitchen hygiene and food preparation while advocating for healthy, natural, unprocessed, ethically sourced food and beverages.

Revised February 2020

The school will work closely with the food service provider to ensure allergy awareness and sensitivity to religious and ethnic preferences, and respect for the environment. The food service will be regularly monitored and evaluated for quality, variety, health and safety, value for money and its environmental impact.

Revised February 2020

SECTION 8: SCHOOL RECORDS

All Policies in Section 8 were last reviewed in November 2023

ISK recognizes the importance of having clear guidelines in place for the handling, reporting and archiving of key school documents and information, including, but not limited to, records relating to governance, personnel, students, families and finance. The purpose of these guidelines is to ensure both institutional memory and accountability. Access rights and procedural responsibilities for handling all forms of records shall be documented in relevant handbooks. Overarching agreements and procedures are held in the General Data Protection Manual that includes aspects of the EU's General Data Protection Regulation 2016 and is maintained in accordance with Kenyan law.

Revised May 2022

8.1 Governance and Institutional Records

Official documents that define ISK's ownership and status as a legal entity in Kenya shall be kept as permanent records in both hard and electronic formats, in secure locations. No such documents may be destroyed without prior written consent of the Board of Governors.

Official minutes of Board of Governors' meetings shall be kept as permanent electronic and duplicate hard copy records in a secure location. Official minutes of Board of Directors' meetings shall be kept as electronic records for no less than ten years. Long-term planning documents—such as the Long-Term Financial Plan, Strategic Plan and Facilities Master Plan—shall be kept as electronic records for no less than ten years.

Revised December 2023

8.2 Student, Family and Personnel Records

Complete student, family and personnel records, including health-related documents, shall be kept in accordance with the General Data Protection Manual, and in compliance with Kenyan data protection laws. The content of permanent student, family and personnel files and protocols for maintaining the confidentiality of such files including need-to-know guidelines for access, shall be documented in the relevant handbooks as well as in the General Data Protection Manual.

Revised May 2022

Records of sensitive or complex student or personnel cases, including related evidence, testimonies or consultant's advice, shall be handled with special attention to both protection of individual privacy and protection of the school from litigation.

8.21 Personnel File Archive (See section 5.133)

Personnel files of all resigned or retired employees shall be archived as described in the General Data Protection Manual, and in compliance with Kenyan data protection laws.

Revised May 2022

8.3 Operational Records

8.31 Financial records shall be retained in a manner and for a time period consistent with international audit standards and Kenyan law.

8.32 Security surveillance records from CCTV cameras shall be used and maintained as described in the General Data Protection Manual, and in accordance with Kenyan law.

Revised May 2022

THE COMPANIES ACT (CHAPTER 486)

COMPANY LIMITED BY GUARANTEE
AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION[1]
OF
THE INTERNATIONAL SCHOOL OF KENYA LIMITED

PRELIMINARY

1. The regulations contained in Table C in the First Schedule to the Act shall not apply to the Corporation.

2. The International School of Kenya is owned by, and is operated for, the United States of America Mission to Kenya and Canadian Mission to Kenya. The school's mission is to provide an exemplary education, offering the North American diploma to the children of the diplomatic staff of those missions and to other learners who can be accommodated at the school.

3. In these Articles:
    a. "**Act**" shall mean the Companies Act (Chapter 486 of the Laws of Kenya);
    b. "Articles" shall mean these Articles of Association as now framed or as from time to time altered by special resolution of the Members in General Meeting;
    c. "Board of Directors" shall mean the Board of Directors of the Corporation established under Article 34 or the Directors present at a duly convened meeting of the Directors at which a quorum is present or who may resolve by unanimous circular resolution pursuant to Article 46;
    d. "Common Seal" shall mean the common seal of the Corporation;
    e. "Corporation" shall mean The International School of Kenya Limited;
    f. "**Director**" shall mean a member for the time being of the Board of Directors;
    g. "**Financial Year**" means the financial year of the Corporation, currently commencing on 01 July in one year and ending on 30 June in the immediately following year, or such other period as may be determined by the Members in consultation with the Board of Directors;
    h. "**General Meeting**" shall mean a meeting of the Members in general meeting, meeting in their capacity as members of the Corporation and not as the members of the Governing Board;
    i. "**Governing Board**" shall mean the Governors for the time being sitting as the Governing Board established under Article 9;
    j. "**Governor**" shall mean a member of the Governing Board, and who shall also be a Member;
    k. "**International School**" shall mean The International School of Kenya Limited;

[1] These Articles were adopted by a special resolution duly passed at a special vote of the Corporation held on 7th of November 2011 in substitution for and to the exclusion of the previous Articles of the Corporation.
Revised February 2026

l. "**Kenya**" shall mean the Republic of Kenya;
m. "**Member**" shall mean a person who is, for the time being, a member of the Corporation under the provisions of Articles numbered 4 to 8 inclusive and also for the purposes of General Meetings of the Corporation, shall also be a member of the Governing Board;
n. "**month**" shall mean a calendar month;
o. "**Parent**" shall mean the father, mother or legal guardian of a current and enrolled student at the International School of Kenya;
p. "**Shillings**" and "**Shs.**" shall mean Kenya shillings;
q. the expression "**in writing**" or "**written**" shall include words written, printed, lithographed, email, facsimile, or represented or reproduced in any other mode in visible form;
r. words signifying the singular number only shall include the plural number and *vice versa*;
s. words signifying the masculine gender only shall include the feminine gender;
t. words importing persons shall include corporations;
u. reference to any provision of the Act shall be construed as a reference to such provision as modified or re-enacted by any act for the time being in force.
v. any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

MEMBERS

4. The number of Members of the Corporation is declared to be limited to six but the Members in General Meeting may resolve to increase the number of Members from time to time in accordance with the Act, following which the Board of Directors shall register such increase.

5. Of the Members, three shall be personnel working at the United States of America Mission to Kenya **("US Mission")** and three shall be personnel working at the Canadian Mission to Kenya **("CDN Mission")**, all of whom shall be accredited to the Ministry of Foreign and Diaspora Affairs. The two diplomatic missions shall be at liberty to decide upon the identity of their respective nominees for Membership and shall inform the chairman of the Governing Board in writing of their respective nominations.

6. Any Member may withdraw from Membership of the Corporation by giving one month's notice in writing to the Corporation of his intention so to do and upon the expiration of such notice he shall cease to be a Member, but his liability to contribute to the funds of the Corporation in the event of its being wound up shall continue for one year from the expiry of such notice.

7. The rights of a Member as such shall be personal and shall not be transferable and shall cease upon his resignation, death or removal from Membership.

8. As soon as there is a vacancy in the Membership, the remaining Members shall ratify the nomination of the respective diplomatic missions and appoint a new Member to fill such vacancy but at all times with regard to the rights of the diplomatic missions enshrined in Article 5.

GOVERNING BOARD

9. There shall be a Governing Board comprising of all the Members.

10. No employee or the spouse or life partner of an employee of the Corporation or a currently enrolled student in the School shall normally be eligible for nomination or election to the Governing Board. All appointments are at the discretion of the respective Ambassador / High Commissioner.

11. Subject to Article 14, the Governing Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Each Governor shall have one vote at meetings of the Governing Board. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote. For any measure to pass, it must have the support of at least one Member from both the US Mission and the CDN Mission. The Governing Board shall meet at the request of two or more of their number and the Chairman shall also have the power to summon a meeting. The Governing Board shall elect from amongst their number a Chairman and, a Vice-Chairman of the Corporation to serve for the period of one year:
    a. the duties of the Chairman shall be to call Meetings of the Governing Board and to preside at the same.
    b. the duties of the Vice-Chairman shall be to assume the responsibilities of the Chairman in his absence.
    c. It is recommended, but not required, that the Chair of the Governing Board alternate from year to year between a Member from the US Mission and a Member from the CDN Mission.
    d. It is recommended, but not required, that the Chair and the Vice-Chair of the Governing Board consist of a Member from the US Mission and a Member of the CDN Mission.

12. A quorum at a meeting of the Governing Board shall be the same as for a General Meeting as set out below.

13. At the request of two or more Members the Chairman of the Governing Board shall call a Special General Meeting of the Corporation.

EXPENDITURE AND LICENSING

14. The Governing Board shall meet as frequently as it deems necessary and shall consider reports of the Directors on the financial and general progress of the International School.

15. The Governing Board shall control and authorize the expenditure of the funds of the Corporation by means of an annual budget to be prepared by the Board of Directors and approved by the Governing Board by the end of April in a Financial Year for the next Financial Year ("**Budget**"). The Budget may include such contingencies as the Board of Directors may request, generally or specifically, and which shall be operative once approved by the Governing Board. The Corporation shall not, in any Financial Year, be permitted to spend any of its funds for that Year until the Budget has received the formal approval of the Governing Board provided that the Corporation shall be at liberty to commit to expenditure (but not actually expend) up to 80% of the current Financial Year's approved Budget. No funds in excess of those approved for a Financial Year shall be spent without the further approval of the Governing Board.

16. The Corporation shall not enter into any commercial debt financing without the formal approval of the Governing Board, provided that the Governing Board may from time to time specify types (or identify specific) contracts that may be entered into without the

need for its specific approval to be obtained.

17. Any licenses, permits or other requirements of the Government of Kenya relating in any way to the International School shall be obtained by the Governing Board who may delegate such power to the Board of Directors, as it wishes.

GENERAL MEETINGS

18. A General Meeting shall be held once in each Financial Year at such date, place and time as may be determined by the Governing Board. Such Meeting shall be called the Annual General Meeting. All other General Meetings shall be called Special General Meetings.

19. A Special General Meeting shall be called at any time upon the written requisition of two or more of the Members. The Governing Board may, whenever it thinks fit, convene a Special General Meeting of the Corporation.

20. A quorum at a General Meeting shall be four Members, two of whom shall be personnel from the US Mission and two personnel from the CDN Mission present in person or by proxy.

21. For a proxy to be valid, it must conform to the following:
    a. Only a Member can appoint a proxy;
    b. Only a Member can serve as a proxy;
    c. The proxy must be in writing.

22. The business of an Annual General Meeting shall be:
    a. To receive and consider the report of the Board of Directors and the accounts and balance sheet of the Corporation and the report of the Auditors for the previous 12 months;
    b. To appoint Directors to the Board of Directors and Auditors in place of those retiring;
    c. To determine the remuneration of the Auditors; and
    d. To transact any other business which under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at a Special General Meeting shall be deemed special business.

23. No special business shall be transacted at any General Meeting except that of which notice is given in the notice convening such Meeting. Ten (10) days' notice at least, specifying the place, day and hour of Meeting and in case of special business the general nature of such business shall be given to the Members of any General Meeting. Such notice shall be sent by post, email, or other appropriate written notification. However, if all the Members entitled to attend and vote at such meeting so agree, a resolution may be proposed and passed at a Meeting of which less than ten (10) days' notice has been given.

24. Any Member who desires to bring forward any business or to propose any motion at any General Meeting shall circulate particulars of such business or a copy of such motion to the other Members at least ten (10) days before the date fixed for the General Meeting.

PROCEEDINGS AT GENERAL MEETING

25. No business shall be transacted at any General Meeting unless the quorum specified in Article 20 shall be present. The absence of any Member for whatever reason shall not invalidate any Resolution passed by a quorum at a legitimately convened Meeting.

26. If, fifteen minutes after the time appointed for a meeting, a quorum shall not be present, the General Meeting, if convened upon a requisition of Members as aforesaid, shall be dissolved, but, in any other case, it shall stand adjourned to the same day, in the next week at the same time, and place (unless the same be a public holiday when it shall stand adjourned to the next working day after such public holiday at the same time and place) and if at such adjourned meeting a quorum be not present, those Members who are present shall be a quorum and may transact the business for which the Meeting was called.

27. The Chairman of the Governing Board shall be Chairman of any General Meeting.

28. Subject to the provisions of the Act, a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Corporation duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Members or by their representatives as aforesaid.

29. Members (but not their proxies) may participate in any General Meeting by means of conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at that meeting as if those participating were all present in person.

VOTES AT GENERAL MEETING

30. Every Member shall have one vote at General Meetings.

31. Every question submitted to a General Meeting shall in the first instance be decided by show of hands, but any Member may demand a poll, which shall be taken then or at such subsequent time as the Chairman shall determine and the result of the voting at the poll shall be deemed to be the decision of the Meeting at which the poll was demanded. The demand for a poll may be withdrawn.

32. No objection shall be made to the validity of any vote except at the meeting at which such vote shall be tendered, and every vote not disallowed at such meeting by the Chairman shall be deemed valid.

DIRECTORS

33. The business of the Corporation shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not hereby or by statute expressly directed or required to be exercised or done by the Corporation in General Meeting or Governing Board, but subject to any regulations from time to time made by the Corporation in General Meeting, provided that no such regulations shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.

34. The Board of Directors shall consist of nine Directors who shall be appointed by the Members.

ELECTION OF DIRECTORS

35. The first Directors of the Corporation shall be elected by the Members at the first General Meeting of the Corporation.
    a. Of the nine Directors, one shall be selected from the current Parent body ("Parent-Elected Director"), two shall be appointed from the current Parent body by the Board of Directors ("Parent-Appointed Directors") and two shall be selected from the general community, including non-parents ("Board of Directors General Appointed Directors"). The Board of Directors shall submit to the Members a list of prospective Parent Directors selected in accordance with any procedure laid down from time to time by the Board of Directors and Article 34 shall nevertheless apply to their actual appointment.
    b. The Board of Directors shall establish policies and regulations which shall include the procedure for the Parents to select or recall Parent Directors and also for the holding of Parent meetings and formal Parent meetings may only be held in accordance with any such procedures.
    c. The term of office of the Parent-Elected Director selected by the Parents and appointed by the Members under Article 34 shall be two years, although Parent Directors shall be eligible for re-election for further two year periods.
    d. The term of office of the Parent-Appointed Directors selected by the Board of Directors by the Members under Article 34 shall be two years, although Parent Directors shall be eligible for re-appointment for further two year periods.
    e. The term of office of General Appointed Directors selected by the Board of Directors and appointed by the Members under Article 34 shall be three years, although Appointed Directors shall be eligible for reappointment for further three year periods.
    f. The remaining four Directors shall be appointed by the Members, two being personnel working at the US Mission and two being personnel working at the CDN Mission, all accredited to the Ministry of Foreign and Diaspora Affairs or the spouse of an individual accredited to the Ministry of Foreign and Diaspora Affairs, and shall not require any special qualification or nomination other than as stated in these Articles. Such four Directors shall serve on the Board of Directors for an indefinite period.
    g. A Member shall not be eligible to be a Director.
    h. No employee or the spouse or life partner of an employee of the Corporation or a currently enrolled student in the School shall be eligible for appointment, nomination or election to the Board of Directors.

36. A Director shall vacate his office:
    a. following the passing of a resolution pursuant to section 185 of the Act removing him from office;
    b. if a receiving order be made against him or if he becomes bankrupt, or suspends payment of his debts or compounds with his creditors;
    c. if he becomes of unsound mind;
    d. if by notice in writing to the Board of Directors he resigns his office;
    e. if, in the case of a Parent-Elected Director only, at a formal Meeting of the Parents requested by the Board of Directors, two-thirds or more of the total Parent body vote in favor of a resolution to remove a Parent-Elected Director, provided that such Parent-Elected Director shall be given an opportunity of being heard and making representations in the same way as if the removal was under section 185 of the Act;
    f. is directly or indirectly interested in any contract with the Corporation and fails to declare the nature of his interest in the manner required by section 200 of the Act; or
    g. The Governing Board may, at its discretion, remove any Director from the Board of Directors, at any time during the tenure of the Director when a super majority of at

least sixty-six percent (66%) of the Governors votes in favor of removal. This removal shall have immediate effect.

37. Any vacancy occurring on the Board of Directors during a year may be filled by the Board of Directors and the person selected shall remain on the Board of Directors for the unexpired term of the Director whose place he has filled and, in the case of the Parent-Elected Director until the next formal Parents meeting held under Article 36(b).

PROCEEDINGS OF THE BOARD OF DIRECTORS

38. The Board of Directors shall select from among its number a Chairman, Vice-Chairman, secretary to the Board of Directors and treasurer with each being assigned such functions as may be delegated to them by the Board of Directors. The Chairman of the Board of Directors (to be contrasted from the Chairman of the Governing Board) shall take the Chair at the meetings of the Board of Directors or if at any Meeting the chairman is not present the Vice-Chairman shall take the chair and in the absence of both the Chairman and the Vice-Chairman, Directors present at the Meeting shall choose one of their number to be Chairman of such Meeting.

39. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it sees fit and may determine the quorum necessary for the transaction of business and, unless so determined, the quorum shall be five, present in person.

40. The Chairman may, and upon the request of any three Directors, shall convene a meeting of the Board of Directors and questions arising at any such meeting shall be decided by a show of hands. In the case of an equality of votes the Chairman shall have a second or casting vote.

41. The business of the Corporation shall be managed by the Board of Directors which may exercise all such powers of the Corporation as are not by the Act or by these Articles required to be exercised by the Members in General Meeting or in Governing Board and to such regulations, being not inconsistent with such provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Corporation in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board of Directors by any other Article.

42. All acts done at any Meeting of the Board of Directors or by any person acting as a member of the Board of Directors shall, notwithstanding that it shall afterwards be discovered that there was some accidental defect in the appointment of any Director or person acting as aforesaid or that he was disqualified, be as valid as if he had been duly appointed and was qualified to be a Director.

43. The Board of Directors may delegate any of its powers to an individual or to a Committee consisting of such persons as it thinks fit. Any Committee so formed or any individual shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed by the Board of Directors. The members of every Committee (or any individual so empowered) may comprise of Members of the Corporation and/or Directors but otherwise shall be either Parents or members of the staff or current and enrolled students at the International School of Kenya.

44. A Director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does vote his vote shall not be counted.

45. Subject to the provisions of the Act, a resolution in writing signed by all the Directors for the time being entitled to receive notice of and to attend and vote at meetings of the Board of Directors shall be as valid and effective as if the same had been passed at a Board of Directors Meeting duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors.

46. Directors may participate in any Board of Directors Meeting by means of conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and such participation shall constitute a presence at that meeting as if those participating were all present in person.

MINUTES

47. The Board of Directors shall cause Minutes to be duly entered in books provided for the purpose of all Meetings of the Corporation, the Board of Directors and any Committees and any such Minutes purporting to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding meeting shall be received as prima facie evidence of the matter stated in such minutes.

FINANCE

48. All moneys received by the Corporation shall be immediately paid to its credit at the Corporation's Bankers.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable and transferable instruments and all receipts for moneys paid to the Corporation shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Board of Directors shall from time to time determine.

ACCOUNTS

50. The Board of Directors shall cause true accounts to be kept of all sums of money received and expended by the Corporation and of all matters in respect of which such receipts and expenditure take place and of all sales and purchases of goods by the Corporation and of the assets and liabilities of the Corporation. The books of accounts shall be kept at the Registered Office of the Corporation or at such other place or places as the Board of Directors may determine.

51. At the Annual General Meeting in every year, the Board of Directors shall prepare and lay before the Members present a proper Income and Expenditure Account for the period since the last preceding Account made up to a date not more than three months before such Meeting.

52. A proper Balance Sheet as at the date to which the Income and Expenditure Account is made up shall be prepared every year and laid before the Members present at the Annual General Meeting.

53. Every such Balance Sheet shall be accompanied by a Report of the Chairman of the Board of Directors, or the Chairman of the Finance Committee and of the Auditors.

54. Copies of the Income and Expenditure Account, Balance Sheet and Reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than Fourteen days before the date of the Annual General Meeting be sent to the Auditors and to all Members and any other persons entitled to receive notices of such Meeting.

AUDITORS

55. (a). The Corporation shall at each Annual General Meeting appoint an Auditor or Auditors to hold office until the next Annual General Meeting.

(b). A Director or Officer of the Corporation shall not be eligible to be appointed Auditor of the Corporation.

56. (a). Every Auditor of the Corporation shall have a right to see all vouchers of the Corporation and shall be entitled to access at all times to the books and accounts and require from the Board of Directors such information and explanations as may be necessary for the performance of the duties of the Auditors.

(b). The Auditors shall make a report to the Members on the accounts examined by them and on every Balance Sheet laid before the Corporation at its Annual General Meeting and the Report shall state whether or not they have obtained all the information and explanations they have required and whether in their opinion the Balance Sheet referred to in the Report is properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs according to the best of their information and the explanations given to them, and as shown by the books of the Corporation.

(c). The Balance Sheet shall be signed on behalf of the Board of Directors by two of the Directors or the Finance Committee and the Auditor's Report shall be attached to the Balance Sheet and the Report shall be read before the Corporation at the Annual General Meeting and shall be open to inspection by any Member of the Corporation.

NOTICES

57. A notice may be served by the Corporation upon any Member either personally or by sending it through the post to the Member at his last known address or by facsimile or electronic mail to his last known facsimile number or electronic mail address. Where a notice has been sent by way of facsimile, then it is deemed to have been effected upon completion of a successful transmission or if it is sent by electronic mail, when sent in legible form, but only if, following transmission by either facsimile or electronic mail, the Corporation does not receive a non-delivery message.

COMMON SEAL

58. The Board of Directors shall provide a Common Seal for the Corporation and shall have power from time to time to substitute a new Seal in lieu thereof. Such Common Seal shall be kept at the office of the Corporation and be used only under the direction of the Board of Directors in the presence of two Members of the Board of Directors or one Member of the Board of Directors and the Secretary.

SECRETARY

59. The Secretary shall be appointed by the Board of Directors for such term, at such remuneration and upon such conditions as it may think fit and the appointment of any Secretary may be terminated by the Board of Directors. The provisions of sections 178 to 180 inclusive of the Act shall be observed.

60. It is acknowledged that the office created under the preceding Article shall not be the same office as that of the secretary of the Governing Board appointed under Article 11 or the secretary to the Board of Directors appointed under Article 39 and the secretary appointed under the preceding Article shall be the secretary required to be appointed by the Corporation to comply with its statutory obligations under the Act.

BORROWING POWERS

61. The Board of Directors may from time to time at its discretion raise or borrow from any person, firm or Corporation any sum or sums of money for the purposes of the Corporation, as long as such an act is not in conflict with Article 16, or any of the other Articles of the Associations.

62. The Board of Directors may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of debentures or debenture stock or other securities of the Corporation secured upon all or any part of the property of the Corporation (both present and future) including contribution of the Members in the event of its being wound up.

INDEMNITY

63. Subject to the provisions of the Act, every Member of the Governing Board, Director, the Secretary and other officer or servant of the Corporation shall be indemnified by the Corporation against all costs, losses and expenses which any such officer or servant may lawfully incur or become liable for by reason of any contract properly entered into or his act or deed as such officer or servant or in any way in the discharge of his duties including traveling expenses and it shall be the duty of the Members of the Governing Board and Board of Directors, out of the funds of the Corporation, to pay all such costs losses and expenses.

64. Subject to the provisions of the Act, no Director and no officer or servant of the Corporation shall be liable for the acts, receipts, neglect or defaults of any other Director of officer or servant or for joining any receipt or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects shall have been deposited or for any loss occasioned by any error of judgment or over-sight on his part or for any other loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of his office or in relation thereto.

DISSOLUTION

65. The Corporation shall be dissolved if a Resolution to that effect is passed at a General Meeting of the Corporation by a majority of two-thirds of those personally present and entitled to vote at the Meeting.

POLICY MANUAL ANNEX

Annex 1

NAIS Principles of Good Practice for Independent School Trustees

The following principles of good practice are set forth to provide a common perspective on the responsibilities of individual members of independent school boards.

1. A trustee actively supports and promotes the school's mission, vision, strategic goals, and policy positions.
2. A trustee is knowledgeable about the school's mission and goals, including its commitment to equity and justice, and represents them appropriately and accurately within the community.
3. A trustee stays fully informed about current operations and issues by attending meetings regularly, coming to meetings well prepared, and participating fully in all matters.
4. The board sets policy and focuses on long-range and strategic issues. An individual trustee does not become involved directly in specific management personnel, or curricular issues.
5. A trustee takes care to separate the interests of the school from the specific needs of a particular child or constituency.
6. A trustee accepts and supports board decisions. Once a decision has been made, the board speaks with one voice.
7. A trustee keeps all board deliberations confidential.
8. A trustee guards against conflict of interest, whether personal or business related.
9. A trustee has the responsibility to support the school and its head and to demonstrate that support within the community.
10. Authority is vested in the board as a whole. A trustee who learns of an issue of importance to the school has the obligation to bring it to the head of school, or to the board chair, and must refrain from responding to the situation individually.
11. A trustee contributes to the development program of the school, including strategic planning for development financial support, and active involvement in annual and capital giving.
12. Each trustee, not just the treasurer and finance committee, has fiduciary responsibility to the school for sound financial management.

(from: International Trustee Handbook
A guide to Effective Governance for Independent School Boards)

Annex 2

Approved March 2017

Board Member Codes of Conduct

Serving on the ISK Board of Directors requires a commitment by Board members to:

1. Embrace ISK Mission, Vision and Aims, keeping student learning as the priority.
2. Participate on the Board, in committees, and in annual training.
3. Communicate honestly, listen actively, respect all opinions, and remain positive.
4. Avoid raising individual matters/concerns, unless broad policy implications are involved.
5. Members will remain responsible to the institution as a whole, not a single agenda or constituency.
6. Follow ISK board guidelines for addressing concerns from parents, staff, or community members as outlined in the Board Operating Agreements (Annex 3).
7. Act as an advocate for the school and support its administration and staff.
8. Maintain confidentiality and keep discussions of board business within the context of board meetings or via email copied to all Board members.
9. Be disciplined about participation in meetings, as outlined in the Board Operating Agreements (Annex 3).
10. Take responsibility for ensuring board protocols are followed by colleagues and Chair.
11. Maintain focus on the legitimate roles of the board, which encompasses:
    - Revising and approving school policies
    - Developing the strategic plan
    - Planning and overseeing the implementation of the annual budget and the long-term financial plan in conjunction with the facilities master plan
    - Hiring, developing, motivating, evaluating, and retaining the Head of School
    - Delegating the implementation of school policies and school management to the Head of School and the instructional and support staff
12. Maintain a mutually trusting, supportive relationship with other board members and the Head of School.
13. Participate actively in board discussions, then support the final decision, even if you voted against the decision.
14. Refrain from "surprising" or embarrassing another board member or the Head of School, regardless of the forum.

Annex 3

Approved March 2017

Board Operating Agreements

3.1 Communication Between Board, Stakeholders & Head of School/Admin

While the Board and Head of School/Admin strive to promote good communication among all school constituencies, Board members are sometimes approached by parents, staff, and students with questions or concerns about events at the school. The Board members' role is to be responsive to stakeholders but not become involved in solving operational concerns or interpreting policy. The Board and Head of School/Admin agree upon the following approaches:

a) Parents and other stakeholders may seek out Board members to help them address concerns because they do not fully understanding the Board's role. These interactions are an opportunity to educate stakeholders on the Board's role.

b) In addition, parents and other stakeholders may not know the appropriate channel for addressing their concerns. Therefore, Board members will direct parents and other stakeholders to the appropriate person, given their concern. This is the person closest to the issue and with the authority to address the issue. For classroom issues, this will be the teacher.

c) If an issue comes up repeatedly, or is considered "mission critical," the Board member will take the additional step of alerting the Board Chair and Head of School because a more systemic solution may be needed. If in doubt of whether a topic reaches this threshold, Board member will go ahead and share the information with the Board Chair. When information is shared with the Head of School, it will be helpful to provide concrete data (number of people expressing concern) as opposed to generalizations and reactions.

d) The Head of School and Admin will work proactively to ensure the Board has the information needed to respond when events will likely generate questions.

e) When the Board needs to communicate strategic decisions, the Board will agree upon how the decision will be communicated to the stakeholders.

f) All stakeholders are welcome to attend regular Board meetings. Occasionally, an issue raised by a parent or student may be added to the agenda for discussion at board meetings provided it is of a policy nature and has been submitted through the Board Chair or Head of School as per procedure.

3.2 Board and Committee Meeting Norms and Related Work

Meeting time is precious. The Board member's interest is to conduct its work both effectively and efficiently while ensuring continuity in informed strategic decision-making. The following approaches were agreed upon by the full Board.

3.2.1 Meeting Norms

a) The Board (or Committee) Chair and the Head of School will prepare the meeting agenda. Once a Board or Committee meeting agenda has been finalized, approximately one week before the meeting, new items will usually not be added to that agenda unless they are of a critical/emergency nature. When a new topic surfaces during the discussion of another topic, the new topic will be scheduled for a later meeting so that appropriate information can be gathered and the Board or Committee is fully prepared for that topic of conversation.

b) To help ensure relevant information has been referenced so that Board or Committee members can prepare adequately for meetings, documents and/or policy will be referenced in relationship to agenda items. As part of the agenda

setting, time frames for items may be suggested as well as the objective of the agenda item. The Board may opt to assign someone as timekeeper so that the suggested time frames are used.

c) Board members are expected to prepare for meetings of the full Board by reading relevant material and forwarding important questions to committees. Board members who have not participated in the committee are expected to review background material and if they have questions that would be essential to address before taking the vote on a recommendation, forward those questions to the committee chair several days prior to the scheduled Board meeting. This will allow committee members to be prepared to address those questions during the full Board meeting.

d) During the Board meeting, an amount of time may be allocated to discussion of an agenda item before a vote is taken on a recommendation. All Board members agree to hold discussions in an open, mutually supportive and collegial manner while monitoring discussions for extended conversations that do not add value or repeat points that have already been made. After appropriate discussion where all have had the opportunity to voice their opinion, the Chair will call for a vote. The board will strive to make decisions by consensus; nevertheless, all decisions will be taken by a vote of members present. Once decisions are made, all board members will support the decision. Minutes will be kept of Board and Committee meetings.

e) Executive sessions, where sensitive topics are considered, are usually scheduled after a regular board meeting and are closed to the public. Discussions in executive sessions are strictly confidential. The board secretary takes meeting minutes for executive sessions. The executive session agenda items will be summarized to preserve confidentiality.

f) Under the direction of the Board Chair, if there are exceptional or emergency circumstances that require discussions between/among Board members about significant Board issues to occur outside of meetings, such discussions may occur via email. Any such discussions should be copied to all members for their information in order to preserve trust and transparency. Decisions should not be taken by email unless, in the reasonable judgment of the Board Chair, the exceptional or emergency circumstances so require. Decisions taken by email should be formally taken at the next board meeting for recording in the board record.

3.2.2 Committee Work

a) Committee work is guided by each committee's Board approved parameters. Committee parameters are revised annually and include regular committee work and related approved strategic plan tasks.

b) The committee structure is designed to explore topics and develop recommendations to the full Board while working in smaller and more specialized teams. To maximize the effectiveness of committee work, meeting dates and locations for committee work will be shared with all Board members. Those interested in the work of a committee are welcome to join a committee meeting and participate in the committee work.

c) As work moves from committee to the full Board, reports and background material will be sent directly to the full Board as part of the Board packet.

d) When committee recommendations are on the Board agenda, the committee chair usually presents the recommendation. Committee members are not bound by the committee recommendations to vote in favor.

e) It is understood that on occasion, new information or issues may surface that cause the Board to have a committee review its recommendation in light of new information and bring the recommendation back to the Board subsequently.

3.3 Board Chair and Head of School/Chair Relationship

In addition to the role of the Board Chair, the Board recognizes the importance of the relationship between the Board Chair and the Head of School. The Board and Head of School agree upon the following approaches:

a) The Board Chair serves as the leader of the Board and spokesperson for the board. At the same time the Chair is the focal point for board members' feedback to the Head of School and administrative team.

b) The Board Chair serves as a mentor/partner to the Head of School, providing advice and counsel to the Head of School on behalf of the Board.

c) The Head of School and the Board Chair work together to organize the annual training of Board members.

d) The Board Chair will conduct meetings according to the agenda and established meeting norms including Robert's Rules of Order. The Board Chair will help board members self monitor their behavior and adherence to roles as needed.

Annex 4

Approved May 2017

Guidelines for Decision-Making in Extraordinary Circumstances

When the board is operating under extraordinary circumstances, which involve time pressure, a controversial or sensitive situation such as an emergency, security or other issue, the following guidelines will apply. These guidelines do not supersede the Board Policy related to emergency closure of the school.

- If a decision has sensitive implications, e.g. school closure for security reasons, all meetings/briefings with the U.S. Embassy and/or Canadian High Commission should be attended by at least one other board member not affiliated with that embassy. The preferred option is to have the Board Chair and Chair of the Facilities Committee join the Head of School at such meetings. In the event that both Chairs are affiliated with the sponsoring mission(s), the Board Chair will designate one other non-affiliated board member to attend the meeting.
- The issue should be brought to the Board in the form of an objective written briefing paper, which outlines the issue(s), provides the key facts and presents the possible decision alternatives.
- The board should meet in two separate sessions (even if only a few hours apart) when deliberating over “high stakes” decision: a quorum of at least 6 members should be present at each of these sessions. The justification for having two separate sessions is to allow board members time to digest the available information and to properly think through the decision alternatives before a decision is made.
- The briefing paper should be presented to the board (by the sponsor) at the first session with time made available for questions and discussion for clarification, not decision-making. Decision criteria (weighted and prioritized if appropriate) should be developed and agreed at this first session.
- The second sessions should be convened later that day or the next. The purpose of this session is to make the decision and to develop an appropriate communication piece, e.g. position paper/Q & A, for use in communicating the decision to the school community. Every Board member present (including the Head of School) should be given ample opportunity to speak; comments should be pertinent to the agreed decision criteria. Once adequate time has been given for comment, the decision should be put to the vote; votes must be properly recorded.
- Once the vote is taken, the Board must take the time to prepare and agree on a communication strategy/plan, along with a written position paper/Q & A.
- The decision and its implications will be communicated as soon as possible to the school community.

Annex 5

Approved March 2015

Appeals to the Board of Directors

(Procedure and Timeline)

Upon receipt of an appeal, (verbally or in writing)…

Chair (within 24 hours) will:

- Ask complainant whether they have already gone through Principal and Head of School.
- Clarify that an appeal to the Board would only be considered in relation to due process not being followed.
- Instruct complainant to put the request in writing, including what aspects of process were not followed and what outcome they are seeking
- Notifies the Head of School, the BoD and the BoG Chair

Upon receipt of a formal written request for appeal…

Chair and Vice-Chair will:

- Decides whether due process was followed or not followed
- If followed, then Chair responds in writing to say that the board will not be addressing the matter
- If not followed, then Chair writes to acknowledge the issue, and explain the process and timeline, actually summary doc outlining the process.
- Share the request and the response with the BoD
- Gather necessary information and documents (correspondence, handbook, statements etc.) and circulate to BoD.
- Consult ISK lawyer if necessary
- If there are multiple parties making a complaint, decide whether to conduct individual hearings, or one group hearing
- Plan format of a the hearing and follow-up process, and communicate details to all parties – including administrators who may be called to provide further information or to answer questions (see attached hearing format)
- Convene a hearing (an opportunity for complainant to make a case in person with BoD) as soon as possible, and within a week if feasible
- Decide whether BoD needs to hear from anyone else (eg. Administrators, lawyer, BoG) and arrange those consultations

Board as a Whole:

- Deliberate on all information and make a decision about whether procedures were clear and fair and whether due process was followed
- If process was followed, then communicate to the complainant and all parties that the issue is closed
- If the BoD considers that some aspect of process was flawed, advise the Head of School to re-visit or re-do some / all of the process. This re-visit process may or may not lead to a different outcome. The Head of School should keep the Board informed of actions and possible outcomes, prior to communication with parents. (In the event of gross negligence regarding process, the BoD would need to consider next steps, including more active engagement in the process while possible disciplinary consequences were considered).

Chair (within 24 hours):

- Write to complainant with decision
- Informs Head of School

Hearing Format:

Composition: Chair plus at least four other members. (If Chair is absent, the Vice-Chair must be present to convene the hearing). If the case involves the child, family member or close friend / colleague of a BoD member, that member must recuse himself from the hearing and decision making process.

Record Keeping: A designated Board member will take minutes of the proceedings and collecting any written submissions.

Complainant: May bring a third party to provide support or relevant evidence. (Lawyers will not be permitted)

Hearing Process:

- Convened by Chair or designee, who explains exactly what will happen.
- Complainant(s) speak or present documents / case / evidence
- BoD members may ask clarifying questions but do not discuss / debate any points raised.
- Complainant / Complainant(s) are asked to leave and are informed of when they can expect a response from BoD.
- BoD asks administrators or other relevant parties to provide additional information or answer questions.
- Continue deliberations, including decision about whether further input is needed.
- Make a decision about process and agree on how to communicate with all parties

Annex 6

Approved February 2022

Board of Directors Removal Procedures

1. Any Board Member may bring a concern regarding a breach of a Board of Director's duty to the Board Chair. If the concerned member is the Chair, then the issue may be alternatively raised with the Vice Chair.

2. The Board Chair and/or Vice Chair will review the matter at hand. If the matter appears to be a breach of Policy Section 1.55, they may meet with the individual at question. If the matter does not conflict with Policy Section 1.55, the issue will be noted and concluded.

3. The Board Chair and/or Vice Chair must give the individual at question an opportunity to meet, as well as an opportunity to explain the situation, and possibly correct the situation if appropriate. If the member fails to correct the situation, the issue may require further action by the Chair/Vice Chair. The Chair of the Board of Governors may be notified at this time.

4. After meeting with the Board member, the Board Chair/Vice Chair may decide either a) the incident was a minor situational episode or b) decide the incident was a situational episode that is egregious or the behavior is chronic such that it warrants notifying the rest of the Board of Directors of the decision to seek removal.

5. If the decision is that the action warrants a recommendation to the full Board for removal, the Board Chair/Vice Chair must notify the individual in writing of the action to be taken and the reason for the action. The Board Chair will place the issue on the Board agenda for a closed Board meeting. Both the Chair and/or Vice Chair, to remain transparent, will explain to the remainder of the Board the actions and steps that have occurred prior to a recommendation for removal. The individual at question may offer a rebuttal at this time. The individual may also offer to resign at this time.

6. During the closed Board meeting, the Board of Directors will then vote one of two ways: 1) no violation has occurred or 2) a violation has occurred and the member will be removed.
    - The later action requires a two-thirds majority of the Board of Directors determining that the member's presence on the Board of Directors is either a detriment to the school or the effective functioning of the Board of Directors.
    - A two-thirds majority of the Board of Directors determines that the member's attendance is unsatisfactory as defined in section 1.61.
    - The Board of Governors may also remove a Board of Directors member by 70% vote based on the same violation.

7. For the vote, the individual at question is unable to vote in regards to their potential removal. Board members are encouraged to vote and not to abstain. If the vote ends in a tie, the Chair will cast the deciding vote.

8. The Board of Governors shall be notified of the outcome of the removal process.

9. If a Board of Director member is removed from the Board of Directors, they will be ineligible to run for, or be appointed, for the upcoming election cycle.

A Member of the Board of Directors appointed by the United States or Canadian missions in Kenya may appeal to the Board of Governors to remain in his/her position. The Board of Governors reserves unto itself the final responsibility in the removal of a mission appointed director from the Board of Directors.

ISK Board of Directors
Annual Conflict of Interest Disclosure and Agreement

Board members are appointed or elected to serve ISK and all its constituencies. The men and women who accept this position are expected to carry out their duties in a manner that inspires and ensures the confidence of the school and the broader community.

Board members shall exercise the utmost good faith in all transactions touching upon their duties to the school and its property. They shall not use their positions as Board members, or knowledge gained there from, so that a conflict might arise between the school's interest and that of any individual Board member.

A conflict of interest arises in any situation in which a Board member (and/or his/her immediate family) is involved in an activity that could adversely affect his/her objective judgment with respect to the business of the school, or otherwise diminish the interest of the school.

Potential conflicts of interest related to fee decisions:

This information will not require the Board member to recuse him/herself from fee deliberations, but it is a reminder that each board member has an implicit conflict in such decisions if any fees are paid by the family.

- _____My child(ren)'s fees are paid entirely by my family.
- _____My child(ren)'s fees are partly paid by an organization, and partly by my family.

(Please provide details of the breakdown and the name of the organization:

_____*)*

- _____My child(ren)'s fees are paid in full by an organization:(_____)

Other potential conflicts of interest:

- **Businesses** in *which* I, or any family members, have an interest or in which I/they work or serve:

  _____

  _____

- **Non-profit organizations** with which I, or any family members, are involved:

  _____

  _____

- **Government agencies** with which I, or any family members, interact in the course of our work:

  _____

  _____

I, _____, have read, understood and agree to abide by the above conflict of interest statements. I have disclosed any potential conflict of interests, above, that might affect the objectivity of my judgement, perceived or real, in Board deliberations for the _____ school year.* During the school year I agree to bring to the Board's attention any potential conflict of interest that might be relevant to a particular deliberation, and will normally recuse myself from that discussion and decision.

Signature: _____

** This form is to be completed and signed by Board members at the beginning of each school year, including re-signing by returning board members.*

ISK Board Member Covenant

I confirm I have read and understand the attached documents, listed below:

- Articles of Association
- Policy Manual
- Annex 1 – NAIS Principles of Good Practice for Independent School Trustees
- Annex 2 – Board Member Codes of Conduct
- Annex 3 – Board Operating Agreements
- Annex 4 – Guidelines for Decision-Making in Extraordinary Circumstances
- Annex 5 – Appeals to the Board of Directors (Procedure and Timeline)
- Annex 6 – Board of Directors Removal Procedures

I agree to abide by both the spirit and the letter of the attached in order to maintain the integrity and impartiality of the Board and the high standards expected of those elected and nominated to serve on it.

Signed: _____ Date: _____