The AAIE - A/OS Good Governance Project

The Board Handbook

Background:

The performance expectations for an International School Board of Trustees are described in their school's Articles of Association, Bylaws, and Policies. Those documents provide the formal parameters for what the Board does and how it does it. In reality, however, Boards of Trustees, like all working teams, have operational protocols, norms of conduct, and informal "rules" that characterize their day-to-day, month-to-month endeavors.

Those practices reflect how the Board conducts business, and as such, are critical to the effectiveness of the Board. The purpose of *The Board Handbook* is to provide clear guidelines that are commonly agreed upon and based on proven practice at the school regarding how the Board will do its work. Its value is in promoting consistency in how the Board functions over time, serving as important guideposts for the Board, especially valuable when bringing new Trustees on board. The protocols cited in the *Handbook* are not "Policy"; they can, and should be modified when situations warrant.

The Model Handbook

This document represents a compilation of practices from a number of effective international schools. In each case, "practice" aligns with "policy." The purpose of this document is to provide a model for schools wishing to develop their own *Board Handbook*.

Every international school is unique in some ways as reflected in their Articles of Association, Bylaws, and Policies, and so, too, the *Board Handbook* should reflect those individualities. Nevertheless, certain practices and procedures have shown themselves to be effective over time, worthy of consideration, and it is those protocols which are presented here.

In sum, schools are encouraged to use this model as a template for developing their own *Board Handbook*, hopefully incorporating many of the practices cited herein.



The Exemplary International School (EIS)

BOARD HANDBOOK

(Reference Policy 2.7) 2020-21
(to be updated annually)

The protocols in the text and links below provide supplemental and clarifying guidance on key procedures to assist the Board of Trustees in carrying out its functions and fulfilling its duties, consistent with the School's governing Bylaws and Policies. These protocols are for the Board's internal use and therefore are subject to revision by the Board by a simple majority vote.

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EXEMPLARY INTERNATIONAL SCHOOL (EIS) BOARD HANDBOOK 2020-21

1. Roles

1.1 Trustees (*Reference Policy 2.11*)

The role of the Board of Trustees is described in general terms in the Bylaws. Greater detail regarding the Board's responsibilities and the role of an individual Trustee is provided in the EIS Trustee Job Description. Further, EIS subscribes to the NAIS Principles of Good Practice - Boards of Trustees and the NAIS Principles of Good Practice - Individual Trustees.

1.11 Governance Responsibilities

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

1.111 Fiduciary Duties *(Reference Policy 2.2)*

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

1.112 Policy Development *(Reference Policy 2.22)*

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

1.113 Monitoring *(Reference Policy 2.2)*

The Board bears responsibility for monitoring the quality of the school (see Monitoring School Quality), the performance of the Director (see Director's Evaluation Guidelines), its own performance (see AAIE International School Board Evaluation Instrument), and its implementation of policies and strategic priorities.

1.114 Planning *(Reference Policy 2.21)*

The Board is responsible for approving strategic priorities (see Strategic Plan Framework); developing a finance plan (see School Financial Plan Guide Sheet); and maintaining an updated facilities plan (see An Overview of the Facilities Master Plan Process); all three of which should be integrated.

1.115 Trustee Succession *(Reference Policy 2.31)*

Of prime importance in effective governance is the quality of individual Trustees. Broad guidelines for electing and appointing Trustees are established in the Bylaws; four elected Trustees are selected by the Association and the Board has direct responsibility for appointing three Trustees. In both cases, the Board should play a role through the work of the Governance Committee, which is responsible for managing the election process and coordinating appointments. As part of those processes, the Governance Committee shall conduct an analysis of the needs of the Board in terms of skills, dispositions, and expertise, help identify potential candidates, and ensure compliance with the requirements cited in the Bylaws.

1.2 Board Officers *(Reference Policy 2.4)*
The selection process for the Board's officers is described in the Bylaws, as are their general responsibilities and duties, elaborated in Board Officer Responsibilities and Qualifications.

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

1.31 Director's responsibilities *(Reference Policy 3.2)*
The Director's specific duties and responsibilities are delineated in the EIS Director's Job Description, as well as in the NAIS Principles of Good Practice - Head of School.

1.32 Director goal-setting and performance evaluation *(Reference Policy 3.4)*
In collaboration with the Chair, the Director shall develop and submit her/his annual goals to the Board for approval. Goal achievement, as well as performance of the duties and responsibilities cited in her/his job description shall be the basis for the Director's annual evaluation, as described in the Director's Evaluation Guidelines.

1.33 Staff Grievance Procedure *(Reference Policy 6.46)*
The protocol for handling a grievance is established by the Director and described in the Human Resources Manual and Faculty and Staff Handbook. The Director is responsible for resolving grievances. If the complainant does not regard the Director's resolution of the problem to be satisfactory, the complainant may appeal in writing to the Board through the Chair with a copy to the Director.

The Chair shall bring the problem to the next meeting of the Board, or, if the delay seems unreasonably long, s/he may convene a special Board meeting for this purpose. The Board may allow the complainant to present her/his case in person, but this presentation shall only be when the Director is also present. The Board's decision shall be based on adherence to policy and in all cases, is final. Such decision or further action required shall be communicated to the complainant within five (5) days of that meeting.

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

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

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

2. Board Conduct

2.1 Board Culture: Norms/Essential Agreements

Each year at the annual retreat, the Board will update the EIS Board of Trustees Essential Agreements - How We Will Operate and commit to abiding by them. Included in that updating process shall be agreement on protocols for addressing Trustee lapses in conduct.

2.2 Code of Conduct Form *(Reference Policy 2.12)*

Each Trustee shall read, sign, and commit to abide by the Exemplary International School Board of Trustees Code of Conduct.

2.3 Directors Liability Insurance

EIS provides Directors & Officers Liability Insurance that offers indemnification for losses or defense costs in the event of legal action brought for alleged wrongful acts in their capacity as a Trustee of the Board. Such coverage can extend to defense costs arising out of criminal and regulatory investigations or trials, however, it does not cover Trustee conduct determined to be willful negligence or malfeasance.

3. Board Meetings *(Reference Policy 2.6)*

3.1 Purpose

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

3.2 Board Annual Calendar *(Reference Policy 2.23)*

The EIS Board Annual Calendar sets forth the Board's work plan for the year.

3.3 Meeting Protocol

Board meetings will be conducted according to the EIS Board Meeting Protocol, a modified version of Robert's Rules of Order. Such protocol will be affirmed or modified by the Board at the beginning of each school year.

3.31 Decision Making

Board decisions will reflect due process of deliberation, thoroughness, objectivity, and the best interest of sustaining the School. The Board will take into consideration the elements of a decision-making process based on the relevant steps suggested in the Board of Trustees Decision-making Template.

3.4 Agendas

3.41 Strategic Agenda

The EIS Board utilizes a Strategic Board Meeting Agenda, promoting the Board's role in setting the strategic direction of the Board by focusing on Strategic Topics and organizing its meetings to optimize that endeavor. The Agenda is developed by the Chair and Director each month based on the Board Annual Calendar and other pressing issues. Input for the Agenda may be submitted by Trustees by sending an email to the Chair at least two weeks prior to the targeted meeting date. The Chair will consider all input and determine the Agenda at his/her discretion. In any case, an Agenda item requested by a majority of the Board will be placed on the Agenda.

3.42 Consent Agenda

The EIS Board utilizes a "Consent Agenda," incorporating minutes, routine reports, and correspondence into a single Agenda item which will be addressed at the meeting. All such materials shall be provided to Trustees in the Board Packet. The "Consent Agenda," consisting of all such items, is presented to the Board at the meeting for approval without further discussion. Should a Trustee have a comment or question regarding an item in the Consent Agenda, s/he shall communicate to the originator of that item well prior to the meeting and seek explanation. If that explanation is not satisfactory and that Trustee wants to raise the issue at the meeting, s/he shall so notify the Chair prior to one day before the meeting who shall so note at the meeting and call for a motion to remove that item from the Consent Agenda. If a majority of Trustees wish to do so, that item will be moved from the Consent Agenda and addressed separately as guided by the Chair.

3.43 Board Packet

The "packet" of materials in preparation for a Board meeting will be developed by the Director and Chair and made available to Trustees electronically at least seven (7) days prior to the meeting. Trustees are expected to read all such materials and if they have any questions or comments requiring extraordinary additional information, to communicate that to the Chair.

3.5 Minutes

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

3.6 Virtual Meetings (Reference Policy 2.13)
Under exceptional conditions, the Chair may call for a "virtual" meeting, to be held via electronic medium. The protocols for such meetings, as best can be maintained, are the same as for in-person meetings, at the discretion of the Chair.

4. Committees and Task Forces *(Reference Policy 2.5)*

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

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

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

4.2 Standing Committees
The EIS Board of Trustees maintains two standing "Committees," whose purpose and performance are described in the EIS Governance Committee Terms of Reference and the EIS Finance Committee Terms of Reference, to be updated each year.

5. Board Development *(Reference Policy 2.32)*

5.1 Orientation
Orientation of new Trustees shall be conducted by the Chair or her/his designee and the Director prior to the August retreat, in accordance with the EIS New Trustee Orientation Guidelines.

5.2 Retreats
The Board will conduct a "retreat" each year, normally in August, as a professional development experience, a team-building endeavor, and a goal-setting exercise. Coordinated by the Governance Committee in accordance with the Board Retreat Planning Guide Sheet, the agenda will be developed in consideration of the most recent Board self-appraisal, the Board Retreat Topics - The Menu of Choices, and the AAIE International School Board Development Curriculum.

5.3 Board Self-appraisal
The EIS Board shall conduct a self-appraisal towards the end of each school year, aligned with the Board Self-Appraisal Guidelines and using the AAIE International School Board Evaluation Instrument. In addition, the Board will utilize the International School Trustees Self Appraisal

Form to enable each Trustee to self-assess her/his own engagement with the Board and the NAIS Board Chair Evaluation Form to appraise the performance of the Chair. The Governance Committee is charged with coordinating all Board evaluation protocols.

Links to Relevant Resource and Reference Materials
Copy of NAIS International School Trustee Handbook, 2019 edition