

THE BOARD

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2.00 THE BOARD

2.10 THE ROLE OF THE BOARD

2.11 BOARD AUTHORITY, OBLIGATIONS, AND RESPONSIBILITIES

The Board is the governing body of the School. The Board is responsible for the integrity of the School and obligated to carry out its responsibilities by considering not only the present population and community, but the future of the School as well. The Board's primary responsibilities are to provide:

1. Education for the Students;
2. Constructive work environment for the School Personnel;
3. Facilities for the operation of the School;
4. Financial leadership in all matters.

The Board's authority, obligations, and responsibilities are to:

A. PROVIDE AN ENVIRONMENT THAT IS CONDUCIVE TO ACHIEVING HIGH EDUCATIONAL STANDARDS

The Board is responsible for providing a safe and effective educational environment for the Students. In order to do this the Board has the authority and responsibility to:

1. Approve permanent major changes to the School's facilities;
2. Procure and approve new facilities;
3. Set and approve the School Calendar;
4. Approve major changes to the curricular programs of the School;
5. Set and/or amend policies affecting the well-being of the Students;
6. Make resolutions on legislative matters.

B. EXERCISE LEGISLATIVE AUTHORITY OVER THE SCHOOL

The Board holds all legal authority over matters pertaining to the School. These powers include the authority to:

1. Enter into negotiations and contracts;
2. Perform other duties as described below.

C. DETERMINE AND AMEND POLICIES BY WHICH THE SCHOOL OPERATES

The Board concerns itself primarily with the development of policies, while the implementation of policies is an administrative task to be performed by the Director and the employees of the School.

The main policymaking responsibilities of the Board are to:

1. Amend the Constitution;
2. Set and amend the School's policies;
3. Review this Policy Book annually;
4. Ensure that the School's policies and this Policy Book are in accordance with the Constitution and the School's purpose and philosophy.

The Board has the right to make a determination on all items not covered by current policy in the best interest of the School and the School Board.

(Amended May 2009)

D. ENSURE EFFECTIVE LEADERSHIP OF THE SCHOOL AND EVALUATE THE RESULTS BASED ON THE GOALS AND POLICIES OF THE SCHOOL

Because the implementation of the School's policy is an administrative task performed by the Director and the School Personnel, the Board is responsible to:

1. Hire or dismiss the Director, in whom the Board places the administration of all Board decisions;
2. Negotiate and enter into a contract with a Director for an initial term of two (2) years and renegotiate the contract for additional terms thereafter;
3. In conjunction with the Director, establish Director goals and duties;
4. Ensure that policies are applied appropriately and consistently;
5. Work cooperatively with the Director in achieving the goals of the School;
6. Set the criteria with the Director by which his/her performance will be assessed and appraise performance through annual evaluation;
7. Renegotiate the Director's goals and duties, based on evaluation results.

E. DELEGATE EXECUTIVE, SUPERVISORY, AND INSTRUCTIONAL AUTHORITY TO EMPLOYEES OF THE SCHOOL

The Board is responsible for legislating policies of the School, which authorize discretionary administrative powers to the Director. The Director is held accountable for the implementation of these policies.

F. OVERSEE FISCAL MATTERS PERTAINING TO THE OVERALL OPERATION AND PHYSICAL STRUCTURE OF THE SCHOOL

The Board makes financial decisions related to the operation of the School and ensures the sound financial condition of the School. Specifically, the Board will:

1. Approve the Budget (as defined in Section 3.13 below);
2. Set tuition and other fees;
3. Approve investments and loans;
4. Approve salary scales and benefits of the School Personnel;

5. Approve an auditing firm for annual audits;
6. Review annual audits of the School's finances;
7. Approve capital expenditures;
8. Organize fund-raising to benefit the School;
9. Decide on the closing of the School in situations relating to the School's solvency, or in situations unrelated to emergency safety or health considerations.

(Amended March 2010)

G. ORGANIZE AND MANAGE ITSELF TO FULFILL ITS RESPONSIBILITIES

To accomplish this, the Board is responsible to:

1. Establish committees to consider matters on behalf of the full Board;
2. Organize training for its members that encourages positive Board practices;
3. Set annual goals for itself that meet the School's needs;
4. Evaluate its own performance annually;
5. Use Board evaluation results to set goals for the following year;
6. Remove Board members for just cause.

2.12 BOARD AND DIRECTOR RELATIONSHIP

The development of policy is a function of the Board while the implementation of the policies is the function of the Director.

The Board delegates its executive authority to the Director to provide freedom for the Director to manage the School within the Board's policy framework and to free the Board to devote its time to policy-making and appraisal of results.

The Board holds the Director responsible for the administration of its policies, the execution of Board decisions, the operation of the internal machinery designed to serve the School's program, and for keeping the Board informed about School operations and problems.

The Board as a whole and individuals as members of the Board will:

1. Give the Director full administrative authority and hold the Director accountable for acceptable results;
2. Consider recommendations from the Director in matters related to School Personnel grievances;
3. Hold all meetings of the Board in the presence of the Director, except those pertaining to the Director's performance and contract or those of his/her family;
4. Refer all complaints, criticisms, and requests to the Director and discuss them only at a regular meeting after failure of administrative solutions;
5. Present personal criticisms of any School Personnel directly to the Director.

The nature of the Board-Director relationship will be examined as part of both the Director evaluation and the Board self-evaluation.

2.20 COMPOSITION OF THE BOARD

The Board consists of a total of fifteen (15) members, that is the Honorary Chair, three (3) non-voting members, and eleven (11) voting members.

A. HONORARY CHAIR

The Ambassador of the Embassy of the United States of America in Budapest, Hungary is the *ex officio* Honorary Chair of the Board (“Honorary Chair”). The Honorary Chair has the authority to:

1. Confirm Board members and Board officers in their positions;
2. Appoint the US Embassy Representative to the Board;
3. Ensure that this Policy Book is not contrary to the interest of the U.S. government as represented by the US Embassy in Budapest.

B. VOTING MEMBERS

The Board consists of the following eleven (11) voting members:

1. Five (5) individuals elected by eligible voters in an election organized by the Board, as defined and described in Sections 2.51 and 2.52;
2. The PSA Chair, elected by eligible voters as defined and described in the PSA By-laws included in the Appendix of this Policy Book);
3. One US Embassy Representative appointed by the Honorary Chair; and
4. Four individuals meeting the criteria as described in Section 2.54, appointed by the Board.
5. Individuals not associated directly with the School can be appointed to serve as a voting member of the Board.

C. NON-VOTING MEMBERS

The three non-voting members of the Board are:

1. The Director;
2. A Student Representative elected by the High School student body; and
3. A Teacher Representative elected by the Faculty.

(Amended: May 12, 2009)

2.21 BOARD ATTENDANCE

- A. The Director is generally required to attend and participate in all open, special, and executive sessions, meetings, activities and discussions held by the Board, unless his presence is not recommended by the Chair specifically in cases described in Section 2.12 herein.
- B. The Student Representative attends and participates in open regular meetings and discussions of the Board. He/she does not attend special or executive sessions unless specifically requested to do so by the Board.
- C. The Teacher Representative attends and participates in open regular meetings and discussions of the Board. He/she does not attend special or executive sessions unless specifically requested to do so by the Board.

It is the moral obligation of each Board member to regularly attend Board meetings and participate in Board activities. The Chair has the responsibility to personally contact a Board member who misses two meetings to remind them of

this obligation. A Board member who misses three (3) or more scheduled Board meetings on the approved annual Board calendar may be subject to removal.
(Revised February 2010)

2.30 TENURE OF BOARD MEMBERS

- A. The Board shall endeavor to ensure that there is a continuity of Board membership from one academic year to the next and that a majority of Board members serve a two (2) year term.
- B. The term of the Honorary Chair, the Director, and PSA Chair as members of the Board coincides with their tenure in these roles.
- C. The Teacher Representative to the Board serves for a one (1) year term but may serve an additional year or years (up to a maximum of six in line with Board policy for voting Board members) when elected by the Faculty.
- D. The Student Representative to the Board serves for a one (1) year term.
- E. With the exception of the PSA Chair, tenure of the voting members of the Board is for a period of two (2) years, with the following exceptions:
 - 1. Voting members who have served as elected representatives may be re-elected or subsequently appointed to serve an additional two (2) year term or terms, but may not serve more than six (6) years in total;
 - 2. Voting members who have been appointed may be re-appointed at the end of the two (2) year period to serve an additional two (2) year term or terms, but may not serve more than six (6) years in total;
 - 3. After tenure as PSA Chair, this individual may be elected or appointed to serve an additional two (2) year term or terms, but may not serve more than six (6) years in total, including the tenure as PSA Chair.
 - 4. The Board reserves the right to re-appoint elected or appointed members who have not reached their six (6) year term limit for only one year when necessary, in order to preserve Board continuity, or for any reason deemed to be in the best interest of the Board or the School.

(Revised April 20, 2010)

2.40 BOARD MEMBERS AND THEIR ROLES

2.41 BOARD OFFICERS AND THEIR ROLES

All Board officers serve upon approval by the Board. The normal tenure for an officer is one (1) year, but an officer may be re-elected by the Board to serve additional terms. Ideally, the majority of Board officers will have spent at least one (1) year as a voting member of the Board prior to serving as a Board officer. Elections will normally be held at the last scheduled Board meeting of the academic year. If an officer vacancy occurs prior to this time, an election will be held no later than the next Board meeting. Board officers hold no special executive authority except for the roles described below:

A. CHAIR

The Chair is elected by the Board. The Chair is the administrative leader of the Board and, as such, carries primary responsibility for the effectiveness of the Board. In accordance with the procedures governing small boards as outlined in Robert's Rules of Order, Section 48, the Chair can make motions and vote on all questions.

The specific duties of the Chair include the following:

1. Set agendas for Board meetings with the Director;
2. Call and preside at all legal sessions of the Board;
3. Oversee the organization of Board training, planning, and development sessions;
4. Ensure that election and appointment procedures are adhered to by the Board, as described in Sections 2.51, 2.52, 2.53 and 2.54;
5. Implement the evaluation process for the Director and the Board;
6. Oversee the application of the Board's policies;
7. Ensure that the Board's work is carried out on schedule;
8. Build and maintain a positive Board-Director relationship;
9. Ensure the integrity of the Board;
10. Propose Board committees and recommend Committee Chairs for Board approval. Together with the Committee Chairs, the Chair will then identify and recommend Board members to these committees, as well as qualified non-Board members when appropriate, for Board approval;
11. Recommend candidates for election by the Board for Vice-Chair, Treasurer and Secretary.

(Amended February 2010)

B. VICE-CHAIR

The Vice-Chair will be elected by the Board upon the recommendation of the Chair, and has full voting privileges. The Vice-Chair will perform all duties of the Chair in the Chair's absence. Other duties of the Vice-Chair will be negotiated between the Chair and Vice-Chair.

C. ACTING CHAIR

In the absence of both the Chair and the Vice-Chair the longest serving Board member will serve as Acting Chair.

D. TREASURER

The Treasurer will be elected by the Board upon recommendation of the Chair and has full voting privileges. The Treasurer will serve as the pro-forma head of the Finance Committee (as defined in Section 2.70 below) and perform all duties associated with this position. In addition to heading the Finance Committee, the Treasurer will:

1. Prepare and present financial reports at each Board meeting;
2. Prepare and present the Budget proposal for Board consideration;
3. Advise the Board on financial issues;
4. Ensure that there is an annual audit review by the Board;
5. Ensure that the Board and Administration adhere to Board policies related to finances.

E. SECRETARY

The Secretary will be elected by the Board upon the recommendation of the Chair and has full voting privileges. The Secretary is responsible to:

1. Oversee the keeping of an accurate and historical record of Board legal sessions to be presented in the form of minutes. The Board may employ a professional to assist in these duties for the open session;
2. Take the minutes for executive and special sessions of the Board;
3. Review minutes from regular, special, and executive sessions of the Board and make necessary corrections before they are presented to the entire Board;
4. Ensure that revisions to the minutes are made;
5. Be familiar with parliamentary procedures and Robert's Rules of Order and advise the Board on these issues when needed;
6. Maintain the Board Decision Log;
7. Coordinate Board Communications and Outreach in cooperation with the Board Chair;
8. Update the Board Website.

F. TEACHER REPRESENTATIVE

Overview

The Teacher Representative, along with the School Director, plays a key role in bringing Faculty perspective to the AISB School Board's decision-making process.

Appointment Procedure

1. The Teacher Representative is elected annually by the full school Faculty through a democratic voting procedure.
2. Elections take place in the spring prior to the final meeting of the year for the current School Board.
3. All full and part-time members of the Faculty are eligible to run for the position.
4. The Representative may seek re-election to the position for a period up to six terms (six school years).
5. After election, the person is formally invited by the Board Chair to attend all open sessions of Board meetings as well as all relevant Committee meetings.

Terms of Appointment

The Teacher Representative is a non-voting *ex-officio* member of the Board for the period of one academic year. He/She is also an *ex-officio* member of the faculty Salary and Benefits group.

Duties

1. At Board meetings, the Teacher Representative:
 1. Brings a Faculty perspective to discussions.
 2. Agrees to honor the AISB decision-making structure.
2. Outside School Board Meetings, the Teacher Representative
 1. Communicates with the Faculty both directly and indirectly through various means including meetings, dissemination of communication via official Board minutes, plus more informal discussions and deliberations.

2. Brings the Board's perspective on issues to the Faculty in coordination with the School Director.
3. At meetings with the Director, the Teacher Representative:
 1. Discusses operational issues with Director
 2. Both previews and reviews School Board meetings with the Director

While the Teacher Representative provides a grassroots perspective to the Board to assist in its scope of work, the Board bears in mind that the Representative may only be able to provide one voice on an issue.

Professional Evaluation

To avoid any possible conflict of interest a Principal will professionally evaluate the Teacher Representative.

Alternate

As part of the appointment procedures it is possible for the Faculty to appoint a second person as an "alternate". The alternate may attend Board meetings as an observer. In the event of the Teacher Representative's absence from a Board meeting, the alternate will still continue to attend such a meeting in the observer role.

(Approved February 2007)

G. STUDENT REPRESENTATIVE

Overview

The Student Representative, along with the School Director, plays a key role in bringing a student perspective to the AISB School Board's decision-making process.

Appointment Procedure

1. The Student Representative is elected during annual Student Council elections and is seated on the Board prior to the last Board meeting of the school year.
2. All high school non-seniors are eligible to run for the position.
3. After election, the student is formally invited by the Board Chair to attend all open sessions of Board meetings as well as applicable Board training and planning events.

Terms of Appointment

The student Representative is a non-voting member of the Board for the period of appointment.

Duties

1. At Board meetings, the Student Representative:
 - a. Brings a student perspective to discussions;
 - b. Makes periodic presentations on student activities and events;
 - c. Agrees to honor the AISB decision-making structure.
2. Outside School Board Meetings, the Student Representative:
 - a. Communicates with students both directly and indirectly on relevant areas of Board discussion;
 - Brings the Board's perspective on issues to students in coordination with the High School Principal;

- Both previews and reviews Board meetings with the High School Principal.

While the Student Representative provides a grassroots perspective to the Board to assist in its scope of work, the Board bears in mind that the Representative may only be able to provide one voice on any given issue. *(Approved October 2007)*

2.42 BOARD MEMBERS AND THEIR RESPONSIBILITIES

It is a privilege and a responsibility to sit on the Board, which requires substantial time contributions from Board members. Board members are expected to:

1. Understand the School's operational practices;
2. Read this Policy Book, the Constitution, and other Board documents;
3. Attend Board training, planning and development sessions;
4. Work on Board committees;
5. Prepare for and attend all Board meetings;
6. Raise School issues at legal Board sessions;
7. Serve as an ambassador and advocate for the School;
8. Maintain a positive and constructive environment in which the Board's business can take place;
9. Take collective responsibility for Board sessions.

2.43 BOARD MEMBERS COMPENSATION AND LIABILITY

There are no salary or other financial benefits associated with Board membership. However, Board members will be reimbursed for any necessary and/or legal expenses incurred while attending conferences or conducting official school business previously authorized by the Board.

Board members collectively and individually are not liable for any action lawfully taken by them in the capacity of a Board member. Directors and officers' liability insurance will be provided for Board members at the expense of the School.

2.50 SELECTION OF VOTING MEMBERS OF THE BOARD

(Amended March 20, 2007)

2.51 SELECTION OF ELECTED MEMBERS

The term of the five (5) elected voting members of the Board will ideally be staggered rather than concurrent to provide continuity. Only AISB Parents are eligible to run and vote in an election organized by the Board during the final trimester of the academic year, subject to the following conditions:

1. The Board will widely publicize the elections and provide the School community with timely information needed to have a valid election. This information must include a description of the duties, responsibilities, and commitment associated with serving on the Board; a description of the needs of the Board in terms of membership; requirements for a valid election as described in Section 2.52; the date and time that nominations will close; an explanation of voting procedures, and instructions for electronic voting and the date and time of the election.

2. To run for election a potential candidate must be nominated and seconded by an eligible voter. The candidate must submit the bio-data at the time of the nomination for the nomination to be valid. Once nominations are closed, the names of all valid nominees will appear on the electronic ballot and may not be withdrawn.
3. No candidate is eligible to run concurrently in both the School Board and the PSA Board elections.
4. Any Board member who chooses to run for PSA Chair, or any position on the PSA Board, must first submit a letter of resignation from the School Board to the Board Chair.
5. The School Director may not vote in Board or PSA elections.
6. The electronic ballot will be made available on the School's Web Site for five (5) days prior to the election.
7. Each eligible voter will receive his/her password to access his/her ballot and is entitled to one vote per available elected position. Thirty-five percent (35%) of these eligible voters must participate for the election to be valid.
8. For an election to be valid, the number of candidates must be greater than the number of available elected positions being voted on. (See special circumstance in Section 2.52(a), "Invalid Elections" – "Voter Choice".)
9. Ballots will be tabulated electronically and results posted in a timely manner.
10. Failure to comply with any of the above requirements will result in an invalid election.
11. The candidates receiving the most votes in a valid election will be declared the winners. All candidates will be immediately informed of the results, and the School's community will be notified. Upon notification, candidates must accept or decline the seat within 24 hours.
12. Elected members will assume their official positions on the day following the last day of the academic year in which they are elected.
13. The Board has the right to make a determination on all items not covered by current election policy in the best interest of the School and the School Board.

(Amended: May 12, 2009)

2.52 INVALID ELECTIONS

There are three (3) election requirements that must be met for an election to be considered valid:

A. VOTER CHOICE

When the deadline for nominations has expired, the number of candidates must be greater than the number of positions being elected at any given time in order to ensure voter choice. If the number of candidates is not greater than the number of positions, the candidates' names and bio-data will be made public and the deadline will be extended by two (2) weeks. If no additional candidates come forward, the candidates running will be considered elected. If there are no candidates who have submitted valid nominations, the Board will appoint members as appropriate in lieu of an election.

B. VOTER PARTICIPATION

A minimum of thirty-five percent (35%) of eligible voters must participate for the election to be valid.

C. VALID ELECTION PROCEDURE

All procedures outlined in Sections 2.51 and 2.52 must be adhered to by the Board and voting participants in elections.

If any of these three requirements for elections is not met, the Board will declare the election invalid. When the voter choice requirement is not met, voting will also be canceled. The Board will immediately inform the School's community of an invalid election and will explain the cause for the invalidation.

When an election becomes invalid due to lack of voter participation, a new election will not be called. The Board will make the necessary appointments for two (2) year terms as described in Section 2.54. The elected position will not be voted on again until after the two (2) year period has expired.

When an invalid election occurs due to problems with the election procedure, the Board will call another election immediately. If this occurs, new candidates may be nominated in accordance with Section 2.52 A above.

Individuals who submitted their names as candidates in an invalid election can submit their documents for consideration as an appointed Board member, but candidature in an election is not sufficient qualification for obtaining a Board appointment.

Individuals who are appointed after an invalid election will be considered appointed Representatives to the Board holding an elected position. However, the elected position will again be available after the two (2) year period has expired.

2.53 INCOMPLETE TENURE OF ELECTED MEMBERS

In the event that an elected member resigns or is otherwise unable to complete his/her term, the position will be filled by appointment as described in Section 2.54. The length of the appointment will coincide with the amount of time remaining in the term of the elected member who is replaced. A Board member who is appointed to replace an elected member will be considered an appointed member holding an elected position.

2.54 SELECTION OF APPOINTED MEMBERS

In selecting appointed members, the Board will examine its needs for the coming academic year. It will establish a set of criteria with which to select potential Board members that will include, but not be limited to, the following criteria:

1. Communities that should be recruited;
2. Number of new Board members required;
3. Types of skills and abilities needed to accomplish Board goals;
4. Interpersonal/personal skills desired.

Prior to any appointment, the Board will inform the School's community of the Board's purpose, indicate the Board's needs, describe the responsibilities and commitment associated with serving on the Board, and call for submission of applications from individuals wishing to serve on the Board.

The Board will use these applications and knowledge about applicants to appoint individuals to the Board during executive session (as described in Section 2.66 below) by voting process. The Board should feel no commitment to fill a position. In order to meet its needs for the coming academic year additional recruitment may be required even when applications are in hand.

The Board will also use this appointment process to fill any Board vacancies that occur throughout the year or prior to the expiration of a Board member's term. Reappointment of any Board member whose term has expired will be subject to the same conditions as a new appointment.

2.60 BOARD MEETINGS AND OPERATIONS

2.61 LEGAL SESSION, QUORUM AND VOTING

A. For a session of the Board to be legal, the following conditions must exist:

1. The Chair (or Vice-Chair or Acting Chair, as described in Section 2.41 B & C) must call the meeting;
2. All Board members must be properly informed of the date, time, and venue of the meeting at least four (4) days prior to the meeting; and
3. A quorum must be present at the meeting. A quorum consists of seven (7) Board members, at least six (6) of whom have voting rights.

B. A Board meeting may not begin without a quorum. If members must leave during a meeting, the meeting must be adjourned when there is no longer a quorum.

C. Board members hold authority only when acting as part of the Board in legal session. Any action or statement by an individual Board member reflects the Board's decision only when approved by the Board in a legal session.

D. Once a decision is made in a legal session, each individual Board member must support that decision. Individual members, or a minority of Board members, may only ask for reconsideration of a Board decision for the following reasons:

1. Proper Board process was not followed;
 2. An unreported conflict of interest existed;
 3. New information has been received.
- E. All proposals must be approved by a simple majority vote to be adopted with the following exceptions, which require:
1. Approval by seven (7) Voting Members:
 - a. Approval and changes to the Budget;
 - b. Approval and changes to this Policy Book;
 - c. Decision on investments exceeding USD \$100,000.00;
 - d. Appointment or removal of Board members.
 2. Approval by seven (7) voting members and the Honorary Chair;
 - a. Amendment of the Constitution;
 - b. Closing of the School.
- F. All voting members have equal voting privileges when attending a legal session. No proxy or mail-in votes are allowed.
- G. In cases when an action or decision is required between Board meetings, the Chair (or Vice-Chair or Acting Chair, as described in Section 2.41 B & C) may request the Board members to cast their votes electronically by sending an e-mail to all Board members with the description of the required Board action or decision, the proposal to be approved, and a reasonable deadline for casting the votes in accordance with the nature of the business.
1. A proposal shall be deemed approved by the Board when the number of votes in favor of the proposed action reaches a majority of a quorum by the deadline, and/or all conditions are met as stipulated in Section 2.61.
 2. The results of an electronic vote must be documented in the minutes of the first Board Meeting following the electronic voting.

(Amended February 2010)

2.62 REGULARLY SCHEDULED OPEN BOARD MEETINGS

During the academic year the Board will normally meet monthly subject to a minimum of six (6) sessions per academic year. The Board will also meet for special and/or executive sessions as required. The Board will make the official minutes of its open sessions public in eight (8) business days following approval of the minutes in the immediately subsequent meeting.

2.63 NOTIFICATION OF BOARD MEETINGS

Dates, times, and venue of regularly scheduled open Board meetings will be determined during the Board Training and Planning session in accordance with Section 2.90. The School's community must be informed of these meetings after the dates have been set. The Director will be responsible for informing Board

members and members of the School's community of any changes related to meeting dates, times, and venue as directed by the Chair.

2.64 PREPARATION AND DISSEMINATION OF AGENDA

The Director will prepare an agenda with the Chair for each regular open meeting. The Director will make public the Agenda at least three (3) working days prior to the meeting. The Director will distribute meeting materials in the form of a Board packet to each Board member at least three (3) working days before a meeting.

2.65 PUBLIC ATTENDANCE AT REGULARLY SCHEDULED OPEN BOARD MEETINGS

Parents, School Personnel, and Board members may attend open session of regularly scheduled Board meetings. Other individuals may attend these meetings only by prior approval of the Chair.

Meetings of the Board follow a pre-set agenda, which has prioritized items pertaining to critical business of the School. Therefore, individuals who are not Board members may observe meetings but not participate in discussions unless the Board specifically requests them to.

Public forums may be organized by the Board to precede the regularly scheduled open session of the Board meetings. The purpose of these forums is to hear the School's community opinion related specifically to issues on that meeting's agenda.

2.66 SPECIAL AND EXECUTIVE SESSIONS OF THE BOARD

In addition to regularly scheduled open Board meetings, the Board may meet in executive or special sessions. These sessions are held for certain sensitive matters, such as:

1. Legal discussion on any judicial action or proceeding in which the Board, the School or the Foundation is an interested party;
2. Election, evaluation and dismissal of an officer;
3. Discussion related to appointment of Board members;
4. Examination of a witness during a hearing, when the presence of any other witness or witnesses would jeopardize the proceedings;
5. Private consultations with the Board's legal counsel;
6. Discussions on the purchase, exchange, lease, or value of real property for the School and negotiated contracts for prospective gifts or donations;
7. Discussion of individual Students;
8. Matters relating to the employment of the Director;
9. Self-evaluation of the Board;
10. Approval and changes to the Budget.

The Chair may call a special or executive session, or the Board may decide during a regularly scheduled open meeting that a special or executive session is needed and hold one accordingly.

A quorum must be present for these meetings to be legal sessions.

Only voting members of the Board, the Director and those employees of the School or individuals specifically invited by the Board to attend will be present at special or executive sessions of the Board.

Minutes taken during a special or executive session will be held confidential. Members of the Board are duty-bound to keep all matters discussed during these sessions confidential.

2.67 DISCUSSION OF INDIVIDUAL STUDENTS

The Board recognizes that a Student's relationship with the School is primarily with his Teachers, Principal, and the Director. The details of an individual Student's education are normally not the business of the Board. However, should it become necessary for the Board to consider a Student's education, problems, or continued relationship with the School, the Parents must be informed in writing of the Board's prospective deliberation and must be invited by the Director to attend those deliberations at least three (3) days prior to the deliberations. Parents may address their concerns to the Board only during deliberations. Such deliberations are not open to the public.

2.70 BOARD COMMITTEES

The Board may have standing committees, such as the Finance Committee ("Finance Committee"), to review and deal with matters that the Board faces each year.

In addition to these standing committees, the Board may appoint ad hoc committees to undertake special projects and make recommendations to the Board.

Membership of committees (which may consist of Board members, members of the School Personnel, Parents, and individuals outside the School community) will be recommended by the Chair and voted on by the Board.

The special committees will be dissolved at the completion of their assigned projects. All Board members are eligible to serve in any committee.

Committee meetings are not considered legal sessions of the Board. Therefore, decisions concerning the School and its Students and Personnel cannot be taken by any committee. Recommendations of a committee must be passed to the Board for discussion and vote.

2.80 BOARD MEMBER PROTOCOL

2.81 BOARD MEMBER CONFLICTS OF INTEREST

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

1. Members of the School Personnel (full time, part time and contract), their spouses and immediate family members may not serve as a voting member of the Board;
2. No members of the same family may serve as a voting member on the Board simultaneously;
3. A Board member may not take part in any policy decision or discussion that specifically involves in any way the immediate family of that Board member;
4. No Board member or his/her family members are eligible to profit financially from Board membership.
5. Board members and candidates for the Board are required to inform all voting members of the Board immediately in writing of any business association or any other association that they have or intend to have with the School that may lead, directly or indirectly, to a material advantage for that Board member or candidate, or that may be perceived as a conflict of interest;
6. Any Board member who learns of a conflict of interest that has not been reported to all voting members of the Board must immediately report the conflict of interest to all voting members of the Board in writing or in a legal session of the Board;
7. In certain circumstances where a business association with a Board member is deemed beneficial to the School, the Board may approve such an association as long as it can be proved that there is no financial gain to that Board member. In such a case, that Board member shall recuse himself from the discussion and vote.

If a potential conflict of interest arises, the Board will require the Board member to:

1. Eliminate the potential cause of the conflict;
 2. Leave Board meetings during discussions and voting on issues related to the organization, business or individual with whom the member has association; or
 3. Resign from the Board because of the association.
- (Amended: February 16, 2010)

2.82 BOARD CODE OF ETHICS

A Board's code of ethics ultimately determines the level of integrity of the Board. Therefore, the Board takes its code of ethics seriously. Major infractions of this code of ethics can result in the removal of a Board member as described in Section 2.83.

According to this code of ethics, each individual Board member:

1. Should ask questions, seek information, and participate in discussions that allow them to make an informed decision;

2. Should never seek to impose a personal agenda on the Director or Board;
3. Must always respect the confidentiality of Board discussions held during executive and special sessions;
4. Should refer matters concerning application of policy first to the Director for investigation before submitting them to the Board for discussion;
5. Must guard against any conflict of interest, whether personal or related to business;
6. Should disclose anything which could be construed as a conflict of interest;
7. Should take special care to separate the interests of the School from those of a Student attending the School;
8. Should take special care to separate the interests of the School from those of a particular interest group;
9. Should publicly support the Director and Board and demonstrate that support within the School community;
10. Should publicly support all Board decisions made in legal Board sessions;
11. Should bring Board issues to the attention of the Director or Chair rather than deal with them on an individual basis;
12. Should request permission to place a concern on the meeting agenda so that it can be dealt with openly, honestly, and democratically by the entire Board;
13. Should deal with other Board members in a respectful manner;
14. Must abide by the policies as outlined in the Policy Book;
15. Must work within the legal framework of the School and host country.

(Amended: February 16, 2010)

2.83 REMOVAL OF BOARD MEMBERS

The Board reserves the right to remove a member of the Board, whether appointed or elected, when there is just cause. Just cause will be interpreted as any action or association of a Board member that places the integrity and well being of the School, the School Personnel, the Students, the Board, or individual Board members at risk.

A. Just cause for removal of a Board member includes, but is not limited to, the following:

1. Any undeclared conflict of interest;
2. Gross breach of Board ethics as described in Section 2.82;
3. Failure to meet the responsibilities of individual Board members described in Section 2.42.

B. A just and transparent process will be followed in order to reach a decision as to whether there are reasonable grounds and just cause for the removal of a Board member. This process will include, but not be limited to, the following:

1. The Board Chair will issue a written warning stating the nature of the failure to meet the Board member's responsibilities, and explaining the removal process;
2. The four Board Officers will meet with the Board member to discuss the issue and hear the Board member's point of view.
3. The committee of Board Officers will then make its recommendation for approval by the full Board at the next legal session of the Board;

4. The Board member will be given an opportunity to appeal to the full Board, after which the Board's decision will be final;
5. Once a Board member is removed from office, the Board may replace the Board member by appointment according to Policy 2.53.

(Revised April 20, 2010)

2.84 INTERNAL BOARD COMMUNICATION

- a. All Board members have an equal voice and vote in all Board decisions. Whenever possible and practical, internal Board communication should be relegated to legal Board sessions and committee meetings with recorded minutes.
- b. Email may be used in between meetings for deliberation among committee members for the purpose of preparing committee recommendations or reports.

(Added February 16, 2010)

2.85 EXTERNAL BOARD COMMUNICATION

- A. The Director is the official spokesperson for the School, and the Board Chair is the official spokesperson for the Board. When speaking in an official capacity, it is both the Director's and the Board Chair's responsibility to represent only the Board's approved policies, consensus, decisions and actions.
- B. When making public statements to individuals or groups in the School community, all Board members must refrain from expressing personal opinions on Board issues, and at all times uphold the integrity and unity of the Board and observe the School's policy on Communications and Public Information (7.0).
- C. Individual Board members or School employees are not authorized to discuss School or Board issues with the media/press or with outside organizations without prior authorization from the Director and/or the Board.

(Added February 16, 2010)