

Section 2: The Board of Trustees and Board of Directors

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BOARD POLICY
2.000

TRUSTEES AND SCHOOL BOARD LEGAL STATUS

The Association is governed jointly by a Board of Trustees and a Board of Directors. The Board of Trustees constitutes the highest legal authorizing body for AST and is the sole owner of all its properties and assets. As such, the approval of the Board of Trustees is required for all major legal and financial business conducted by AST in achieving its educational activities.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
1.000 School Legal Status

BOARD POLICY
2.010

POWERS AND DUTIES OF THE BOARD OF TRUSTEES

The Board of Trustees is responsible for protecting and ensuring the continued existence and future of AST. The Board of Trustees supervises the strict adherence to the basic philosophy and objectives of AST, as well as providing the guiding principles for the proper functioning of the Board of Directors and the school administration, and approves the policies and procedures for that purpose. As per the Articles of Association, the Board of Trustees:

constitutes the highest legal authorizing body for AST and is the sole owner of all its properties and assets. As such, the approval of the Board of Trustees is required for all major legal and financial business conducted by AST in achieving its educational activities.

The Board of Trustees also serves as a liaison and advisory body and helps AST in its relations with the Government of Libya.

The Board of Trustees will serve as the court of last resort for all matters relating to the establishment of any specific policies of AST, the selection of a new Director or principal, and other matters which cannot otherwise be resolved by the Board of Directors, or which are referred to it by that body.

At least once every six (6) months, and preferably in the months of October and May, the Board of Trustees shall meet and shall consider reports of the Board of Directors on the financial and general progress of AST. Otherwise, supervision and control of the activities of the AST will be entrusted to the Board of Directors, whose responsibilities and membership are outlined below.

In addition, each member shall have the responsibility to:

- A. Assume an active role in carrying out the responsibilities as defined by the Articles of the Association and associated policies;
- B. Act at all times, in a manner consistent with the Articles;
- C. Attend all meetings of the Trustees to the maximum extent possible, come well prepared and participate fully in all matters;
- D. Support Trustees decisions, respect confidentiality at all times and recognize that the Trustees/ operate as a unit;

- E. Remember that no individual Trustee member has legal authority outside the meetings of the Board, except as specifically granted by the Trustees, the Articles and/or By-Laws;
- F. Support the School and its Director and demonstrate that support within the community through active promotion of the School, its mission and programs;

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association

BOARD POLICY
2.020

TRUSTEE APPOINTMENT AND COMPOSITION

AST has a nine (9) member Board of Trustees. The Chairman of the Board of Trustees, in consultation with the Board of Trustees, determines additional or replacement members for such Board of Trustees by simple majority vote. The initial nine members of the Board of Trustees are the Chief of Mission of the U.S. Liaison Office or the Embassy of the United States of America and representatives of the eight other founding companies: ConocoPhillips, Halliburton, Schlumberger, ChevronTexaco Libya Ltd, Marathon Oil, Amerada Hess Oil, Occidental Petroleum, and Repsol.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
2.010 Powers and Duties of the Board of Trustees

BOARD POLICY
2.030

LEADERSHIP OF THE BOARD OF TRUSTEES

The Chairman of the Board of Trustees is the Chief of Mission of the U.S. Liaison Office or the Embassy of the United States of America, or such person's designee. The Vice Chairmen and other officers will be appointed via simple majority vote.

The Chairman of the Board of Trustees is responsible for calling and presiding, over the Board of Trustees meetings. The Vice-Chairman of the Board of Trustees assumes the responsibilities of the Chairman of the Board of Trustees in his absence.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.040

THE RIGHTS OF THE BOARD OF TRUSTEES

The rights of a member of the Board of Trustees are company specific and are transferable to another company representative, however they shall cease upon a member company's resignation.

A quorum at a meeting of the Board of Trustees shall be five (5), of whom at least one (1) shall be the Chairman or Vice Chairman of the Board of Trustees. Each member will have one (1) vote. Decisions shall be made by simple majority of the members present. In the case of a tie vote, the Chairman of the Board of Trustees will cast a second and deciding vote.

The AST shall be dissolved if a resolution to that effect is passed at a meeting of the Board of Trustees by a majority of two-thirds of its members who are personally present and entitled to vote at such meeting, which must include the Chairman of the Board of Trustees.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY

2.100

BOARD OF DIRECTORS MEMBERSHIP

The Board of Directors shall be appointed by the Chairman of the Board of Trustees with the approval of such Board of Trustees. The Board of Directors shall consist of nine (9) voting members drawn from the following categories:

One member from the diplomatic or administrative staff of the United States Mission or Embassy of the United States of America, who is not otherwise a member of the Board of Trustees; and

At least eight (8) additional members from among the founder members of the AST or the AST community at large. While it is preferable that such members of the Board of Directors have children attending AST, it is not a prerequisite for membership on such Board of Directors.

Further eligibility requirements are as follows:

- Only one member of a family can serve on the Board at one time;
- No candidate or Board member may be employed by the School or receive financial remuneration for services rendered at the School;

All individuals once elected or appointed to the Board of Trustees serve as full voting members and have the same rights as all other Board members as it relates to the powers and duties of the Board.

All Board members are eligible for re-appointment, but may not serve more than four consecutive years, excluding terms of less than one year.

In extreme situations where signature authority and security decisions are required, the Board Chairperson may ask Board members to remain on the Board until such time as a newly elected Board meets in formal session.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
By-Laws of the Board of Directors

BOARD POLICY
2.110

U.S. STATE DEPARTMENT REPRESENTATIVE

The US Chief of Mission, as Trustee Chair, reserves the right to veto any Board decision or action taken by the Board. Any veto must be done within one week of the Board decision and shall be made in writing to the Board with an explanation for his/her decision. At any meeting of the Board in which the U.S. Government representative believes such a veto may be forthcoming, he/she may request the Board to defer execution of any such decision for up to two weeks.

The US Chief of Mission reserves the right to dissolve the Board of Directors if such situation outlined in Article 34 continues for a period of more than 3 months. In the event of such dissolution, a new Board shall be put in place with the same composition and in accordance with the Articles of Association and By Laws of the Board

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
By-Laws of the Board of Directors
2.100 Board of Directors Membership

BOARD POLICY
2.115

BOARD OF DIRECTORS ROLE

The Board of Directors shall establish and approve all policies, major programs, and budgets of the School. The Board delegates to the Director the responsibility for the day-to-day administration of the School, and the implementation of approved policies and programs. Specific Board powers and duties include:

Policy Making.

The Board shall establish and approve policies governing the operation of the School and maintain such policies in the Board Policy Manual.

Election of Officers.

The Board shall elect from its members the officers of the Board.

Appointment of the Director.

The Board shall be responsible for the recruiting and hiring, directing and evaluating the performance, and terminating the employment, of the Director.

Board Meetings.

The Board shall hold regular meetings and special meetings for specific purposes, in accordance with the By-Laws.

Goal Setting and Appraisal.

The Board shall be responsible, with active involvement from the administration, faculty and members of the school, for the development and maintenance of a strategic plan defining the goals of the School and action plans for achieving such goals.

Ensuring Financial Security for the School.

In consultation with the Director, the Board shall be responsible for the development of the annual budget, the setting of tuition and other School fees, investment decisions, and decisions that secure revenue to support the budget, including money needed for capital replacement and emergency contingency. In accordance with the By-Laws, the Board will submit to the Trustees for approval, via the Chairman of the Board of Trustees, an annual budget for AST.

School Facilities and Capital Equipment.

The Board shall insure that facility needs and the purchase and replacement of major capital equipment items shall support and enhance the educational program.

Staffing and Compensation.

The Board shall delegate the tasks of recruiting, hiring, evaluating, promoting, and terminating of School staff to the Director. The Board is responsible for reviewing and establishing policy governing staff salaries, terms and conditions of employment, fringe benefits, leave policies and staff development. However, implementation of these policies is delegated to the Director.

Curriculum and Instruction.

The Board retains the power to accept, modify, or reject the Director's recommendations on the scope and nature of the School's educational offerings.

Students.

The Board shall set policies that guide actions of the administration and other School staff with regards to students.

Community Relations.

The Board shall be responsible for ensuring that there are adequate and effective means of keeping Association members informed and for keeping itself informed about Association concerns.

Limitation of Power.

An individual Board member shall have no legal authority except for those powers specifically granted in the By-Laws or within Board policy. Powers can only be exercised by the collective action of Board members.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
By-Laws of the Board of Directors

BOARD POLICY
2.120

BOARD OF DIRECTORS RESPONSIBILITIES

Except as otherwise specified in the Articles of Association, the business of the Board of Trustees shall be managed by the Board of Directors who shall exercise all such powers and do all such acts and things as may be deemed necessary to ensure the smooth administration of AST under the overall supervision and control of the Board of Trustees.

In addition, each member shall have the responsibility to:

- A. Assume an active role in carrying out the responsibilities as defined by the Articles of the Association and associated policies;
- B. Act at all times, in a manner consistent with the Articles and By-Laws;
- C. Devote time, thought, and study to the duties and powers of a member so as to render effective and creditable service;
- D. Attend all meetings of the Trustees/Board to the maximum extent possible, come well prepared and participate fully in all matters;
- E. Ensure decisions are made on sound business logic, reasoning and common sense. Also show impartiality in making decisions, keeping in mind the overall goal of the School, its students, teachers and administration;
- F. Support Trustees/Board decisions, respect confidentiality at all times and recognize that the Trustees/Board operate as a unit;
- G. Remember that no individual Trustee or Board member has legal authority outside the meetings of the Board, except as specifically granted by the Trustees, Board, the Articles and/or By-Laws;
- H. Establish the policies by which the School is to be governed, and to recognize that the management of the educational program and the conduct of School business shall be the responsibility of the Director and his/her staff;
- I. Support the School and its Director and demonstrate that support within the community through active promotion of the School, its mission and programs;

- J. Maintain the confidentiality of privileged information, and to refer complaints, requests, or criticisms directly to the Director;
- K. Welcome and encourage active cooperation by parents, teachers and all organizations concerned with the welfare of the School.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
By-Laws of the Board of Directors

BOARD POLICY
2.125

BOARD GOALS AND OBJECTIVES

Each School year, the Board of Trustees in conjunction with the Director and other selected individuals, shall establish goals for the academic year. In turn, these goals shall form a basis for the Board to establish short and/or long-range plans and set priorities. They shall also serve as the basis for defining the annual goals and work objectives of the Superintendent, as well as an evaluative tool for the Board.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: 1.300 Strategic Planning

BOARD POLICY
2.130

BOARD MEMBER ORIENTATION

The Board of Directors realizes the importance of an orientation program for its new members. Under the guidance and direction of an outside consultant and the Director, members shall be provided an orientation during the beginning of the school year. Materials such as the following will also be provided:

- (1) Official letter of welcome from the current Board Chairperson
- (2) Copy of the Articles of Association and By-Laws of the Board of Directors and an up-to-date copy of the Board Policy Manual
- (3) Current copies of the School budget and financial statements
- (4) Minutes of the Board meetings for the previous year, information on School enrollments and other relevant materials.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.135

BOARD MEMBER COMPENSATION AND EXPENSES

Members of the Trustees and Board shall serve without compensation. When authorized to conduct business on behalf of the Trustees/Board, a member may be reimbursed for actual expenses incurred. Requests for reimbursement shall be submitted to the Director, and shall be supported by receipts as required by the School's business office.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCE: By-Laws of the Board of Directors

BOARD POLICY

2.140

BOARD MEMBER CONFLICT OF INTEREST

Board members shall be free of conflict of interest as follows:

Board Membership.

No School employee, or individual who receives financial remuneration for services rendered at the School, shall serve as a member of the Board. If a Board member becomes employed by the School and receives monetary compensation for services performed, such member shall resign his/her membership on the Board.

Purchase of Goods and/or Services.

The Board prohibits the purchase of goods or services from a company in which a Board member has any financial interest. Exceptions to this rule shall require the Director's recommendation and an affirmative vote from a majority of Board members, with the concerned Board member(s) abstaining from voting and the discussion of the matter.

Personnel Employment.

Individual Board members shall not influence the employment decisions involving School personnel.

Other Issues of Potential Conflict.

A Board member is expected to excuse him/herself on the voting on any issue where there might be a personal conflict of self-interest. The Board Chairperson shall have the final decision to determine whether or not an actual or appearance of a conflict of interest exists.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.145

RESIGNATION OF BOARD MEMBERS

All members of the Board of Trustees are expected to serve their full term of office of one year. It is recognized, however, that circumstances or transfers may make it necessary for a member to resign before his/her term expires. In such cases, the resigning Board member shall inform the Board Chairperson in writing as early as possible so that a suitable replacement may be selected. Any resignation by a Board member shall be in writing, effective to the date received by the Board, or the date specified in the resignation.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.150

BOARD MEMBER REMOVAL FROM OFFICE

In accordance with the By-Laws of the Board of Directors (Section 3.7), a Board Member or request the removal of an appointed Board member shall be deemed to have vacated his/her membership due to any of the following:

- A. Becomes bankrupt
- B. Becomes of unsound mind
- C. Resigns
- D. Becomes disqualified based on conflict of interest
- E. Is not performing responsibilities

In the case of (E), a two-thirds or more of present voting members of the Board of Directors is needed. Further, a letter addressed to the U.S. Chief of Mission shall be prepared, stating which Board member the Association is requesting to remove. While the final decision rests with the US Chief of Mission, it is envisioned that he /she would accept the recommendation of the Board of Directors except under extraordinary circumstances.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.200

BOARD OFFICERS

The Board of Directors shall elect from its members a set of officers consisting of a Chairperson, Vice-Chairperson, Treasurer and Secretary. All officers shall hold office for a term of one year or until their successors shall be elected. All officers shall be eligible for re-election. One Board member may hold multiple officer positions with the exception of the Chairperson. Selection of the officers of the Board may take place in an Executive Session at the request of a majority of the Board members.

A. Duties of the Chairperson. The Board Chair shall:

1. Preside at meetings of the Board and of the Association;
2. Establish all committees and appoint committee chairpersons, subject to the a quorum of the Board;
3. Act as an ex-officio member of all committees;
4. Initiate and follow through with such actions as are necessary for the effective and timely transaction of business required for carrying out the activities of the Association;
5. Have the Secretary call all meetings of the Board and of the Association in accordance with the By-Laws;
6. Decide, at Board meetings, questions of order;
7. Have the right to call Special Board Meetings or hold Executive Sessions;
8. Approve the Board meeting agendas as prepared by the Superintendent;
9. Sign all official documents of the Board, including contracts and other instruments binding to the Association, except where this authority has been specifically delegated by provisions of Board policy.
10. Have the same right as other members to offer resolutions, to make motions or second motions, to discuss questions, vote, etc.;

B. Duties of the Vice Chairperson. The Vice Chair shall:

1. Have the powers and duties of the Chairperson during his/her absence or disability;
2. Assist the Chairperson as requested, in the performance of his/her duties;
3. Ensure that the Board of Trustees operates in accordance with the By-Laws and Board policies and is advised of policies previously adopted which affect items on the agenda requiring policy consideration.

C. Duties of the Treasurer. The Board Treasurer shall:

1. Serve as Chairperson of the Finance Committee;
2. Seek to ensure that the School uses procedures that allow for the satisfactory management of its financial and operating resources, and make recommendations when appropriate to improve or protect the Associations finances;
3. Receive and review monthly School finance statements;
4. Review the School's annual audit report, and make recommendations when necessary to the Board members and Superintendent;
5. Work closely with the Head of the School to develop the annual School's operating budget.

The Superintendent shall provide the Board Treasurer with all pertinent documents required for his/her information, and with supporting data which the Treasurer may need to fulfill his/her duties.

D. Duties of the Secretary. The Board Secretary shall:

1. Ensure that a full and accurate record is kept of the proceedings of the Board of Trustees and to enter the same in his/her Book of Record;
2. Ensure that notices of meetings and agendas are published in accordance with policy;
3. Conduct the official correspondence of the Board and the Association;

4. Ensure that all manuals of record documents (e.g. Articles and By-Laws of the Association, and policies of the Board of Trustees) are kept current and properly maintained. Ensure that all other Board documents and communications are properly maintained by the Superintendent;
5. Serve as parliamentarian of all meetings of the Board.

The activities described in items 1 and 2 above may be carried out by the School's administrative staff. The Secretary of the Board, however, retains responsibility for the proper discharge of these activities.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: By-Laws of the Board of Directors
2.010 Powers and Duties of the Board of Trustees
2.210 Board Committees
2.330 Board Meeting Agendas

BOARD POLICY
2.210

BOARD COMMITTEES

The Board of Trustees shall establish committees when it is deemed necessary in the performance of its duties. These committees may have an ongoing role while others may be established for a specific purpose. The latter are also known as “ad hoc committees” or “task forces”. With the exception of the Finance Committee, there shall be no “standing committees”. At the start of each School year, the Board shall determine its goals, its work objectives, and the committees required to implement its agenda.

The following applies to all Board Committees:

- A. Committee Authority. No committee established by the Board shall have policy-making authority. Committee responsibility, unless specifically authorized otherwise by the Board, shall be limited to providing information and recommendations to the Board.
- B. Committee Composition. The committee chairperson shall be a member of the Association and shall be appointed by the Board Chairperson in consultation with the Board and the Superintendent. The only exception is the chair of the Finance Committee who must be a member of the Board and the Board Treasurer. Committee members may be selected by the Board. All committees must have at least one Board member as a member of the committee. Where appropriate, committees should also include a diverse group of parents and faculty. The Board Chairperson and Superintendent shall serve as an ex-officio member of all committees.
- C. Conflict of Interest. Unless there is obvious conflict of interest (e.g. salary or performance review), the Superintendent shall also serve as an ex-officio member of all committees. With the exception of the Superintendent and the Finance Manager, no member of the School staff shall serve on any Board committee that has the express purpose of reviewing salary or benefits. Written input from School staff, however, is always welcomed during such reviews.
- D. Committee Reporting. Each committee chairperson is responsible for developing a statement of purpose and objectives for his/her committee, and providing written progress reports in advance of regular Board meetings. Committee chairs shall present a final written report at the May Board Meeting which summarizes the activities and accomplishments for the year as well as recommended follow up actions.

- E. Committee Direction. Each committee shall be clearly guided as to:
1. Its goals and objectives.
 2. The limits of its authority and responsibilities.
 3. The limits and procedures concerning access to School facilities, personnel and records.
 4. The resources available.
 5. School policies and procedures applicable to its assigned responsibility.
- F. Committee Duration. All committees, based on their defined objectives, shall have a clearly defined goal and timetable to accomplish its mission. Upon completion of its stated objectives, and with approval of the Board, the committee shall be dissolved. The Board also has authority to dissolve any committee at any time.
- G. Committee Confidentiality. Committee members are expected to maintain confidentiality, and to recognize that their access to School activities and records is granted by the Board solely for the purpose of advising the Board. The publicizing of committee findings, recommendations, or any related information is at the sole discretion and approval of the Board, and does not lie with the committee.

In addition to the Finance Committee, committees (standing and adhoc) that are frequently established and may be considered by the Board include:

- Policy Committee – responsible for the ongoing review and updating of Board policy as well periodic review of School regulations to ensure consistency with policy
- Personnel Committee – responsible for oversight of all policies and procedures pertaining to School employees, including periodic review of salary scales and benefits
- Facilities Committee – responsible for ensuring that the School’s physical facilities are properly managed, operated and maintained and providing recommendations to the Board on ongoing facilities improvements
- Strategic Planning Committee – responsible for overseeing implementation of the School’s strategic plan
- Communications Committee – responsible for establishing and overseeing a comprehensive communications program for the School
- Safety and Security Task Force – responsible for reviewing and recommending improvements for the safety and security of the students and faculty at the School
- Curriculum Council – responsible for reviewing, updating and monitoring the educational goals and curriculum needs of the School, including curriculum design, curriculum review cycle, etc.

- Superintendent Search Task Force – responsible for overseeing the search and recommendation of a new Superintendent or other key Administrator position

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: 2.010 Powers and Duties of the Board of Trustees
2.140 Board Member Conflict of Interest
2.200 Board Officers

BOARD POLICY
2.220

BOARD-DIRECTOR RELATIONSHIP

The Board of Directors believes that the formulation of policies is an important function of a School Board, and that the execution of policies is the function of the Director. Such delegation provides freedom for the Director to manage the School within the Board's policies, and frees the Board to devote its time to policy making and governance.

The Board believes that open lines of communication are vitally important in a successful Board-Director relationship and that the School is best served by an atmosphere of mutual trust and a clear understanding of policy making and administrative roles.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.300

REGULAR BOARD MEETINGS

The Board of Directors shall meet once each month and at other times upon the call of the Chairperson. The time and place for all regular Board Meetings shall be communicated to all members. Unless otherwise specified, all Board meetings shall be held on the School campus.

All regular meetings of the Board are closed with the exception of invited guests.

The Board Chairperson shall preside over Board meetings, or in his/her absence, the Vice-Chairperson. In the absence of both the Chairperson and the Vice-Chair, the Secretary shall call the meeting to order and conduct the election of a chair pro-term.

All Board meetings will be conducted in accordance with the Articles of Association and Proceedings of the Board of Directors.

ADOPTED: June 9, 2008

REVISED: March 24, 2010

CROSS-REFERENCES: Articles of Association and Governance
2.200 Board Officers
2.310 Executive Sessions of the Board
2.330 Board Meeting Agendas
2.340 Quorum
2.350 Meeting Conduct and Parliamentary Law
2.360 Board Voting Method
2.370 Attendance at Board Meetings
2.380 Board Meeting Minutes

BOARD POLICY
2.310

EXECUTIVE SESSIONS OF THE BOARD

The Board of Trustees may during any regular or special meeting when a quorum is present, hold an Executive (closed) Session to discuss sensitive matters the disclosure of which would not be in the interests of individuals concerned or of the School as a whole. Only Board members, the Director, and those specifically invited by the Board Chairperson shall be present at Executive Sessions. Executive Sessions are generally permitted for the following reasons:

- A. To discuss dismissal of an employee or student;
- B. To discuss employee compensation issues;
- C. To consider appointment of a member to fill a vacancy on the Board, or to elect officers of the Board.
- D. To evaluate the Director's performance.
- E. To discuss other sensitive issues as determined by the Board Chairperson.

The Director shall not be in attendance during discussions of the Director's contract or evaluation, and at other times when the Board might ask the Director to leave the session.

All decisions and matters discussed in Executive Session shall be recorded in the official minutes. Minutes taken during an Executive Session shall be held confidential in accordance with the Board's policy. Members of the Board and other persons present during Executive Sessions shall be bound to keep all matters discussed in Executive Session confidential.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES:

BOARD POLICY
2.320

TOWN HALL MEETING

There shall be at least one Town Hall Meeting per school year of the School Community on such a date as shall be fixed by the Board of Directors. The meeting shall be open to all members of the parents, School staff, students and guests invited by the Board. The meeting shall be held for the purpose of reporting on the State of the School.

ADOPTED: June 9, 2008

REVISED: April 27, 2010

CROSS-REFERENCES: Articles of Association

BOARD POLICY
2.330

BOARD MEETING AGENDAS

The Director shall prepare agendas for Board meetings in consultation with the Board Chairperson. Individual Board members should inform the Chairperson of items they wish to have included on the agenda.

An announcement of the Board meeting along with the agenda, shall be distributed by e-mail at least two days in advance of the meeting.

The Director shall ensure that copies of the agenda and supporting materials will either be distributed or made available to all Board members at least the Friday prior to regular Board meetings.

The agendas for regular Board meetings should follow the order of business as defined in the By-Laws or, in the absence thereof, a format agreed upon by the Board. Agendas for Special Meetings may require an altered format, but must include the date, time and place of the meeting, and the special purpose(s) for which the meeting is called. No other business may be transacted at Special Meetings.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of the Association
2.200 Board Officers
2.300 Regular Board Meetings
2.380 Board Meeting Minutes

BOARD POLICY
2.340

QUORUM

The presence of five (5) members of the Board of Directors shall constitute a quorum for the transaction of business. The only action that may be taken if fewer than five members are present is the action to adjourn.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: By-Laws of the Board of Directors

BOARD POLICY
2.350

MEETING CONDUCT AND PARLIAMENTARY LAW

All meetings shall be conducted in accordance with parliamentary law. All questions of parliamentary law not specifically provided for in the Articles of the Association, By-Laws or Board Policies shall be decided upon the principles laid down in “Robert’s Rules of Order.”

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: 2.200 Board Officers
2.330 Board Meeting Agendas
2.340 Quorum

BOARD POLICY
2.360

BOARD VOTING METHOD

The Board of Directors shall make decisions by simple majority of the quorum present by voice or show of hands, except at the discretion of the Chairperson or at the request of members of the Board. There shall be no voting by proxy. The Board Chairperson shall be able to initiate or second motions and to vote on motions.

A Board member shall have the right to have his/her dissent recorded in the minutes. The member should indicate to the Board his/her intention of having his/her dissent recorded immediately after the motion in question has been decided. Board members shall be reminded, however, that once a decision has been made, the Board shall act in unity in supporting the decision.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: By-Laws of the Board of Directors
2.350 Meeting Conduct and Parliamentary Law
2.380 Board Meeting Minutes

BOARD POLICY
2.370

ATTENDANCE AT BOARD MEETINGS

The Board of Directors shall be responsible for overseeing the operations of the School. All meetings, except for times during which the Board is in Executive Session, shall be open to the public. However, meetings of the Board are conducted to carry on the necessary business of the School as set forth in the agenda; as such, they are not public meetings but meetings of the Board held in public. To this end, the following procedures have been established:

- A. Members of the Association shall be reminded that the Board is charged with representing all of the community, and that Board decisions are by majority vote of its members.
- B. Persons who wish to bring a particular concern before the Board shall observe the following rules:
 - 1. Advance Written Requests. As a courtesy a person who wishes to address the Board should submit his/her request in writing to the Director at least one (1) week before the date of the meeting, indicating the subject to be discussed. The Director will pass the request on to the Board Chairperson for consideration and, with time permitting, incorporation in the meeting agenda.
 - 2. Addressing the Board. Each person addressing the Board will state his/her name and the subject of his/her remarks. The Board Chairperson may establish a time limit for speakers, depending upon the number of speakers and the length of the agenda.
 - 3. Undue Disruption. Undue interruption or other interference with the orderly conduct of Board meetings will not be allowed. Defamatory or abusive remarks are always out of order. The Chairperson may terminate the speaker's privilege if, after being called to order, he/she persists in improper conduct or remarks or exceeds a predetermined time limit.
 - 4. Action by the Board. Other than answering simple questions of fact, the Board is not required to act upon any concern or request brought before it at the same meeting. Questions may be referred to the Director for further investigation and report; or the Board may place the matter on the agenda of a subsequent meeting for discussion and action. At the meeting at which the address is made, it is the practice of the Board simply to receive the communication and take it under advisement without immediate action.

Copies of the minutes of all open Board meetings shall be available for inspection by any member of the Association.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: 2.300 Regular Board Meetings
2.330 Board Meeting Agendas
2.350 Meeting Conduct and Parliamentary Law
2.380 Board Meeting Minutes

BOARD POLICY
2.380

BOARD MEETING MINUTES

Minutes shall be kept for all meetings of the Board of Directors, whether they are open or closed to the members of the Association, and shall include not less than the following:

1. A statement of the time, date and place of the meeting
2. Individuals present (e.g. Board members, School personnel, other Association members and others)
3. Any decisions made at the meeting and a record of all roll call votes
4. For closed sessions, the purpose(s) for which the closed session was held.

The minutes may also include brief summaries of discussions by Board members. All Board committee reports shall be submitted in written form and shall be appended to the minutes.

Minutes for all meetings shall be approved by the Board at the next regularly scheduled Board meeting (or Executive Session in the case of minutes from those sessions) and signed by the Secretary.

Except for minutes taken during an Executive Session, all approved minutes shall be considered public records and available for public review. They shall be kept on file in the School office and shall be available for inspection by Association members

Minutes taken during an Executive session shall not be considered public records and will be treated as confidential records. However, key decisions made during such sessions that are appropriate for communication to the Association members, shall be reported and documented at the next regularly scheduled Board meeting. Minutes of Executive Sessions shall be retained by the Board Secretary or his/her designee.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: 2.210 Board Committees
2.300 Regular Board Meetings
2.310 Executive Sessions of the Board
2.330 Board Meeting Agendas

BOARD POLICY
2.400

BOARD POLICY DEVELOPMENT

The Articles and By-Laws authorize the Board of Directors to establish policy for the effective operation of the Board, administration and School. It is the Board's intention that its policies serve as sources of information and guidance for all people who are interested in, or connected with, the School.

All policies, adopted by the Board, shall be collected in the Board Policy Manual, which shall be codified and indexed to show policies currently in force.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of the Association
2.010 Powers and Duties of the Board of Trustees
2.380 Board Meeting Minutes
2.420 Policy Implementation
2.430 Ongoing Policy Review and Evaluation

BOARD POLICY
2.410

BOARD POLICY MANUAL

In addition to the Articles of Association and the By-Laws, the Board of Directors shall develop and maintain a Board Policy Manual. This manual shall contain approved policies that define the management of the School's day-to-day operations. These policies shall be reviewed regularly and updated as the need arises. The Director shall be responsible for the preparation of regulations and procedures that provide more specific guidance for the implementation of Board policy.

The Board Policy Manual, including subsequent revisions, shall be consistent with the Articles of Association and By-Laws of the Board of Directors.

The Board and Director shall be responsible for ensuring that all members of the School community, including Board members, School staff, parents and students, understand and abide by the policies and regulations of the School.

The official copy of the approved Board Policy Manual shall be maintained by the Board's Secretary and the Director, whose duty it shall be to ensure that the Policy Manual is kept up-to-date.

The Director shall ensure that copies of new or revised policies are distributed to all holders of policy manuals. Copies of the Board Policy Manual shall be given to all Board members, all school administrators, and one copy available to staff members and parents in the Library.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of Association
By-Laws of the Board of Directors

BOARD POLICY
2.420

POLICY IMPLEMENTATION

The Director has the responsibility for carrying out the policies that are established by the Board of Directors through the development and implementation of supporting regulations and operational procedures.

In order that the policies and regulations of the Board and the rules and procedures of the School may be made known to all staff members and students the Director may issue staff and student handbooks.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of the Association
2.010 Powers and Duties of the Board of Trustees

BOARD POLICY
2.430

ONGOING POLICY REVIEW AND EVALUATION

In an effort to keep its written policies up-to-date so the decisions of the Board and administration may be effective, the Board shall review and evaluate its policies on a regular basis. This may involve seeking input from the School staff, students and community on the effectiveness of existing policies.

The Superintendent and/or members of the Policy Committee shall be given the ongoing responsibility for calling to the Board's attention all policies that are out-of-date or for other reason appear to need revision, as well as drafting revisions to those policies.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of the Association
2.010 Powers and Duties of the Board of Trustees
2.400 Board Policy Development

BOARD POLICY
2.440

ADMINISTRATION IN THE EVENT OF CONFLICT OR ABSENCE OF POLICY

All policies of the Board shall be formalized and made part of the Policy Manual. Policies adopted by the Board are not intended to contradict the Articles and By-Laws of the Association or employee contracts. However, if conflict does arise, the Articles and By-Laws shall take precedence over a Board-adopted policy statement. The terms of the employee's contract shall have precedence over both policy and the Articles / By-Laws. The Board reserves the right to periodically review administrative regulations to ensure they are consistent with the intent of policies adopted by the Board.

It is also recognized that in some cases situations may arise in which there are no written policies providing guidance for the action to be taken. In the absence of such a written policy, previous decisions by the Board shall be perceived as policy based on precedent. The Board should never defer decisions due to conflicting or absent policies. In such circumstances, the Board shall make good faith decisions based upon available information, and defer formal policy adoption decisions to the procedures outlined above.

If action must be taken and the Board has provided no guide in the Policy Manual or by precedent, the Director shall have the power to act. However, it shall be the duty of the Director to inform the Board promptly of such action and to advise the Board of the need for policy.

ADOPTED: June 9, 2008

REVISED:

CROSS-REFERENCES: Articles of the Association
2.380 Board Meeting Minutes