

AISB Governance Code

The Board of the American International School of Bamako (AISB) 2011-2012 agrees to the following governance code. Each Board member will sign the code.

PRINCIPLES AND PRACTICES

General Principles

1. Board members give priority to the whole school. We are open about our own interests, perspectives, and expertise on issues; however, we will not pursue a “personal agenda” that is not designated by the Board as a common, school goal.
2. The Board and its members will read, understand, and act in accordance with the school’s Policy Manual (which includes the school’s Articles of Association and By-Laws).
3. After the Board has made a decision, individual members will support the Board’s decision. Comments made by individual Board Members during the decision making process will not be discussed.
4. We respect the confidentiality of matters discussed in Board meetings. Executive (closed) sessions are used to discuss issues related to: (a) individuals (such as discussion of individual family financial assistance, appeals according to board policy); (b) guidelines for negotiations (such as cost limits for a major construction contract); and (c) other matters deemed appropriate by the Board (such as final decisions on the staff salary scale and benefits program). These matters are not to be discussed outside the meeting.
5. We will also not take ourselves too seriously! Keeping a sense of humor will help us be as effective as individual Board members and will help us be a better Board.

The Board’s Roles, Responsibilities, and Authority

1. We follow and reinforce the appropriate, agreed roles for the Board and the Director. The Board approves policy, major financial plans, and major goals, directions, and changes for the school; the Director implements these decisions. We will follow the “Roles and Responsibilities” charts within this document as well as the guidelines in the school’s Policy Manual (particularly By-Laws, Section III; Policies 201, 202 and 303).
2. We, as a Board, have oversight responsibility to evaluate only the quality of the program and services administered by the Director and the results achieved (or not achieved). This is accomplished by use of clear procedures, comprehensive data, and objective reports as planned and agreed by the Board and the Director rather than through reports from individuals or small groups.
3. We make decisions only in official meetings and only as a Board. The Board may make provisions for decisions by email (or telephone in emergencies) when it is not possible for the Board to meet immediately.
4. Members other than the Chair will accept responsibilities for tasks, as assigned by the Chair and agreed by the Board to carry out the Board’s work.

5. Individual Board members do not have the authority to make decisions on behalf of the Board. This includes Board officers.
6. We assume responsibility for our own development as a Board and as individual Board members through group activities (such as the annual Board retreat, self-evaluation, and follow-up exercises) as well as our individual efforts to understand relevant issues and implement the effective school governance code stated in this document.

Effective Meetings and the Agenda Setting

1. Board meeting agendas shall focus on 2011-12 Goals and other “Board Business” (maintenance functions as defined by board policy). The agenda is finalized by the Chair and Director and will agree on a written time limit for each item.
2. All agenda item proposals go to Director and Chair at least 10 days before the scheduled meeting to avoid surprises. Director and Chair will decide if the item is related to a Board role/decision or is an administrative item. The Director or Chair will always inform/consult with agenda item proposer.
3. We follow the agenda and focus discussion on Board roles/responsibilities, decisions, and results not discussion on Director/staff procedures.
4. The agenda will be distributed with supporting documents 5 days before the meeting. All “Decision,” “Discussion,” and “Information” items must be in the form of written reports (excepting genuine, serious, Board-level emergencies).
5. The agenda item order is as follows:
 - a. Before the meeting starts, Board members will determine if any visitors want to raise any new agenda items. If yes, refer to Item 2 above. The item will not be discussed.
 - b. Approve minutes with a “Consent Agenda”, (No “Matters Arising”).
 - c. Decision items: Based on previously distributed written reports with recommendations.
 - d. Discussion items: Based on previously distributed written reports with recommendations.
 - e. Information items: Based on previously distributed written reports. Q & A only, not extended discussion.
6. In order to use time efficiently, Board members will come to meetings well prepared by reading the meeting agenda packet in advance. The Board will not take meeting time to review packet information.
7. Board members listen actively to one another, respect each other, and let people finish their thoughts. Interruptions, such as cell phones, are minimized.
8. In order to encourage maximum participation by all board members a variety of strategies will be used. Some strategies include: “Write and Display” (compare group slips), “Think – Pair – Share”, and “Small Group” discusses question, records, and reports.

9. The Chair is responsible for facilitating discussion, providing good leadership, adhering to the agenda and time limits, confirming decisions (through votes), identifying confidential matters, supporting the Director, and enforcing the “ground rules”. Board members support the Chair in this role.

Recommendations on Committees

The following is recommended regarding the roles, responsibilities, and operations of Board committees:

1. The Board assigns work to Committees, not the reverse. Tasks assigned to each Board Committee help the Board achieve its Organization Goals or “Board Business” for the year. The due dates of these tasks, which can include reports or recommendations, are included in the Board calendar.
2. The Board approves all Committee members and the Committee membership shall be kept small with a minimum of three people and a maximum of seven.
3. Community members may possibly serve on a particular Committee, however, Committee membership is not open to anyone who wants to join. A community member would be selected carefully and only if they have needed expertise/perspective or are potential future Board members. Committees, when necessary, will use means such as, surveys or “hearings”, to get community input/feedback. Board committees that review sensitive or confidential information may not have community members.
4. Committees use clear, simple Terms of Reference (reporting, timeline). Unless specifically authorized otherwise through a Board decision or Board policy, a Board committee makes recommendations only to the Board (as instructed by the Board); but does not make decisions.
5. The Board selects the Chair of a Board committee and this person is always a Board member. The Director is always a member of every Board committee.
6. AISB currently operates with three regular standing committees, the Finance, Facilities and Policy committees. The Financial Assistance Committee operates as a sub-committee of the Finance Committee. Board committees including Ad-Hoc Board Committees are to be limited to those that are necessary (i.e., necessitated by Organizational needs/goals). If the Board has no work for a Committee, then the Committee will be suspended.

Recommendations on Board Officers

Please see By-Laws Section IV for Board officer duties. However, these duties should be interpreted as follows:

1. The Chair (and Vice-Chair’s) main responsibility is to manage the Board meetings; this requires someone who will balance consensus/participation with efficiency/time limits. It is the responsibility of all other Board members to support the Chair (and Vice-Chair) in this effort.
2. The Treasurer is the Board’s representative in its “oversight” functions on finance. This person should be comfortable reviewing financial reports. This person is **not** responsible

for actually doing the financial record-keeping, accounting, disbursing of funds, etc. The school staff does that.

3. The Secretary (or delegate) should take minutes that only record decisions by the Board. On some occasions the Board may want the Board's reasons for the decisions written into the minutes (these should already be written into a recommendation the Board has reviewed). The minutes should **not** record what individual Board members said during the meeting. The reports that were submitted for the meeting should be attached to the minutes as part of the record.

Handling Complaints and Issues

Board members will use the following procedure when a stakeholder raises a complaint or issue:

1. **Listen carefully** – strive to truly understand the issue (so that you will know how to refer that person to the right staff member for help).
2. **Do not “take on the issue”** Be polite and collect information, but do not speak or behave in ways that lead the person to assume that you agree or disagree with what the person is saying.
3. **Refer the person to the staff member most directly responsible** for addressing the issue. Very often, this is a teacher. It may be another staff member. (For example, for the after-school activities program, refer the person to the coordinator of that program.) If you are uncertain, refer the person to the Director, who can refer the person to the right staff member.
4. **If necessary, explain that if, after seeing the referred staff member,** the person still feels the issue needs to be discussed, the person should see the staff member's supervisor (usually the Director).
5. If all the above has been done, explain that depending on the issue, the person may write a letter to the Board Chair, with a copy to the Director, describing the issue. The Chair will then consult with the person and the Director and consider any further action based on policy. Note: Such a letter is **not** an automatic route to a Board meeting discussion, Board Policy dictates whether or not the board has authority to make a decision on the issue. Typically, a case such as this is rare or never necessary. **However,** if the person is considering writing the Chair, **ask the person to see the Director one more time** to explain that the process has reached this stage.
6. **Decide:** If the problem seems significant, and you think the Director should be informed, then give the Director a “heads up” about this. Make sure that your intent is to help the Director in his efforts to know what is going on at school and that your intent is **not** to advocate for the parent. Make sure that the Director understands your intent.

ROLES and RESPONSIBILITIES

We acknowledge that the Board and Director have distinct and different roles, yet these roles complement and support each other and are neither oppositional nor constitute “territories”. The division of roles promotes effective teamwork and allows us to achieve Board and organizational goals. Note: Complementary roles are listed on the same line and the term “Director” means the Director working with his or her staff.

GENERAL	
Board (Governance)	Director (Administration)
<i>The Board’s work answers these questions:</i>	<i>The Director’s work answers these questions:</i>
What do we want?	How will we do that?
Why do we want it? and sometimes	Who will do it?
How much of this do we want?	When will we do it?
e.g. Policies, Strategic Goals, Strategic Plans,...	Where will we do it? e.g. Procedures, Implementing Objectives, Operations Plans, ...

PLANNING	
Board	Director
Members participate in the development and Board approves Long Term Financial Planning	Participates in the development and implements Long Term Financial Planning
Members participate in the development and Board approves Master Facilities Plan	Participates in the development and implements Master Facilities Plan
Participates in the development and approves Strategic Plan	Participates in the development and implements Strategic Plan
Designates a member(s) to participate on the Accreditation Planning Team	Participates on the Accreditation Planning Team
Members participate in the development and Board approves Transition Plan	Participates in the development and implements Transition Plan
Reviews, evaluates and advises on major planning progress	Presents planning progress reports to the Board and community
Identifies and plans for potential board successors	
	Schedules and communicates school events
	Develops and implements Emergency Action and Security Plans

COMMUNICATIONS	
Board	Director
Approves Board meeting and Association meeting minutes	Publishes record of minutes (on website and elsewhere)
Prepares for and conducts Association meetings	Assists Board officers in preparing their presentations at Association meetings
Communicates to community AISB's strategic plans, role of Board, and major Board decisions.	Facilitates regular communication about school events and board content via e-mail/newsletter/other media
Supports school by participation in events; and takes advantage of these opportunities to introduce Board members to community	Represents the school to the Bamako community (and organizes events to do this, such as Festival, inter-school sports, etc.)
Understands and effectively uses the "Handling Complaints and Issues" procedure	Understands and effectively uses the "Handling Complaints and Issues" procedure
Approves major marketing plans	Assists in recommending and developing marketing plans and implements marketing plans
Seeks Association input through surveys and other methods.	Communicates to Association survey results
	Develops/Fosters relationship with U.S. Embassy, Government of Mali through U.S. Embassy and all stakeholders
	Communicates with other international schools, embassies and NGO's
	Prepares, updates, and uses information packet for new families
	Ensures good communication between teachers and parents
	Ensures website information is current
Ensures good communication between the Board and Director	

POLICY	
Board	Director
May initiate and/or identify need for a new policy or the amendment of a policy	Initiates and/or identifies need for a new policy or the amendment of a policy
Reviews and approves (or modifies, rejects) recommended policy	Develops policy recommendations with Policy Committee or Admin. Team to go to Board
	Implements approved policy through the development of procedures
Receives reports on policy implementation and results	Reports on policy implementation and results (usually directly to Board or Board Chair)
Approves Mission and Philosophy of school	Adheres to Mission and Philosophy of school

EDUCATIONAL PROGRAM	
Board	Director
Approves far-reaching curricular changes based on informed decisions	Researches and presents recommendations on far-reaching curricular changes
Approves major plans and changes (<i>e.g.</i> , approves accreditation plan.)	Develops recommendations for major plans and changes including accreditation
Approves accreditation report	Works towards accreditation
	Ensures quality educational programs through implementation of academic goals
	Writes, develops, revises and evaluates curriculum
Approves curriculum review cycle policy	Implements curriculum review cycle.
Receives and discusses reports on program implementation effectiveness and evaluation data.	Generates data to evaluate effectiveness of programs (including aggregate student progress) and reports to Board

FINANCES		
Board	Director	
May initiate budget proposals	Initiates budget proposals	
Reviews and approves annual budget and fee structure	Director with Treasurer and Finance Committee further develop budget/fee structure	Develops and recommends annual budget provisions and fee structure
Reviews and approves bi-annual budget revisions	Director with Treasurer and Finance Committee further develop revisions	Provides data and recommends revisions to budget bi-annually
Approves long-term financial plan	Director with Treasurer and Finance Committee develop a long-term financial plan	Provides data and recommends provisions for long-term financial plan
Approves large capital purchases	Manages and oversees budget expenditures and recommends with Finance Committee approval of large capital purchases	
Oversight: Receives reports on line-item transfers with policy 1003.5 and approves transfers beyond policy 1003.5	Transfers line item budget allocations within policy 1003.5 (15%), informing Board and recommends transfers beyond policy 1003.5 through Finance Committee	
Approves recommended Financial Assistance awards.	Reviews and recommends Financial Assistance awards with Financial Assistance Committee	
Oversight: Reviews periodic financial reports	Prepares periodic financial reports and reviews them with Treasurer/Finance Committee	
Approves auditor	Recommends with Treasurer/Finance Committee auditor to Board	
Reviews and approves annual external audit report	Reviews audit report with Treasurer/Finance Committee and recommends approval to Board	

Treasurer reports to Association on annual budget, annual audit, long-term financial plan	Assists Treasurer in preparation of reports to Association
Reviews and approves recommended personnel salary scale, benefits and bonuses (if applicable)	Recommends with Treasurer/Finance Committee personnel salary scale, benefits and bonuses (if applicable)

FACILITIES		
Board		Director
Approves major building plans and construction projects	Director with Facilities Committee recommends major building plans and contracts	With Project Manager prepares recommendations, data, reports for major building plans and contracts
Approves major building projects causing costs outside of previously approved budgets or recommended capital purchases	Director with Facilities & Finance Committees review and decide on recommendation to Board	Recommends any major unbudgeted facilities projects or capital purchases
Approves Facilities Master Plan	Director with Facilities Committee reviews and recommends Facilities Master Plan	Director develops a Facilities Master Plan
Oversight: Board receives and reviews reports		Manages maintenance of all facilities
Oversight: Board receives and reviews reports		Implements building plans and informs Board

PERSONNEL	
Board	Director
Selects, hires, supervises, evaluates, and fires Director	Recruits, selects, hires, supervises, evaluates and fires administration, faculty and staff
Supports and motivates Director	Supports and motivates staff
Approves personnel policy	Recommends personnel policy, with input from staff
Oversight: Reviews reports on results of personnel policy	Implements personnel policy and reports progress/results to Board.
Approves a general instructional staffing plan as part of annual budget	Develops annual staffing plan, including staff development
Approves additional overseas hire positions or new faculty positions	Recommends additional overseas hire positions or new faculty positions
Reviews and approves recommended personnel salary scale, benefits and bonuses (if applicable)	Recommends with Treasurer/Finance Committee personnel salary scale, benefits and bonuses (if applicable)
Makes final decision on any appeals through grievance procedure	Implements grievance policy / procedure (see Policy 512.1)

IMPLEMENTATION OF AGREEMENTS

The following methods are based on many of the ideas generated at the Board retreat in response to this question: **What are some methods we could use to assure that next April we can say, “Yes, we have implemented these agreements.”**

1. Write and Sign

- a. Create a document, the AISB Effective School Governance Code, stating the “Principles and Practices”, “Roles and Responsibilities” and “Implementation of Agreements”. Each Board member receives a copy of the document.
- b. Each Board member (including Director) signs a single page with the statement that he or she has read the AISB Effective School Governance Code and will follow the agreements stated in it.

2. Publish and Publicize

- a. Publish the AISB Governance Code on the school website.
- b. Display the single page agreement with the signatures in the office.
- c. Invite members of the Association to review the published items on the website.
- d. Give the AISB Governance Code to prospective future Board members and/or committee members.

3. Evaluate

- a. Create and use a checklist for “Effective Meetings” with quick-response boxes to check. Each Board member quickly completes checklist at the end of the August, September and October meetings. The results are compiled and briefly reviewed at the November meeting.
- b. Create and use a checklist for “General Principles” and “The Board’s Roles, Responsibilities, and Authority” sections with quick-response boxes to check. Fill out this checklist at the end of the November meeting. The results are compiled and briefly reviewed at the January meeting.

4. Response to Evaluation

- a. Address any identified areas of weak performance from the checklists. Discuss: What’s going wrong? What are we going to do about this?
 - i. November – ‘Effective Meetings’ checklist
 - ii. January - “General Principles” and “The Board’s Roles, Responsibilities, and Authority”

AISB Governance Code

Board Signature Agreement Page

On June 14, 2011 the Board of the American International School of Bamako (AISB) 2011-2012 agrees to following the AISB Governance Code. The AISB Governance Code is divided into three sections, 'Principles and Practices', 'Roles and Responsibilities', and 'Implementation of Agreements'.

Each Board member has their own copy of the complete AISB Governance Code and has signed below to confirm his or her commitment to follow it.

The 2011-12 AISB School Board

Sheryl Cowan	Chair
Isabelle Mballa	Vice-Chair
Richard Hands	Treasurer
Helen Bishop	Secretary
Rick Caswell	Member
Aaron Luffman	Member
Joseph Sedgo	Member
Peter Barlerin	Interim U.S. Ambassador Rep.
David Henry	Director (through July 2011)
Caroline Jacoby	Director (starting August 2011)

My signature below confirms I have read the AISB Governance Code and will follow the agreements stated in it.