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2.0 Board Authority and Responsibilities

2.000 The Board

The Board of the International School of Tanganyika is the governing authority of the School. The Board shall act in the best interest of the School and thereby not only consider the present population and community, but the future of the School as well. The Board shall delegate the responsibility for the day-to-day management, operation and administration of the School to the Director and hold the Director accountable for the efficient operation of the School. The Board shall ensure that members of the Company are heard and have opportunities to participate.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
REFERENCES:	Companies Act 2002, 181-185
CROSS-REFERENCES:	1.002 Ownership 1.003 Governance 2.001 Legal Status of the Board 2.002 Board Member Authority and Liability 2.003 Powers and Duties of the Board 2.008 Board-Director Relationship 3.000 The Director

2.001 Legal Status of the Board

The Board represents the Company of the International School of Tanganyika, owned by the members of the Company. Members of the Company are parents and legal guardians of any child formally admitted to the School, members of the Faculty employed by the School and the voting members of the Board.

The Board has all the powers necessary for managing, directing and supervising the management, the business and affairs of the School. Board members must act honestly and in good faith and in what they believe to be the best interests of the School. In the performance of their functions Board members are to have regard to the interests of the parents and the employees of the School.

The business of the Company shall be managed by the Board itself or through a Director. The Board shall have power to make such rules and regulations for the management of the business and property of the Company as they shall think proper and shall carry on the business of the Company in such manner, as they may think most expedient.

Through the Annual General Meeting or through a correctly constituted Extra-Ordinary General Meeting, the Company members have the highest authority in the School. Correctly notified Special Resolutions passed at this meeting are binding on the Board, as long as they do not require actions that would be illegal or would be contrary to the Articles of Association of the School or the governance duties of the Board.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATE OF REVISION :	September 17, 2015
REFERENCES:	Companies Act 2002, 181-183 Articles of Association, 3, 32-33
CROSS-REFERENCES:	1.002 Ownership 1.004 Articles of Association 1.300 Annual and Extra-Ordinary General Meetings 2.003 Powers and Duties of the Board 3.000 The Director

2.002 Board Member Authority and Indemnity

Authority

The Board shall serve as the governing body of the School. As such, the Board exercises authority only as a collective group and only through action at a duly convened, official meeting. Individual Board members have no authority to act in the name of the Board or School except in Board meetings or as a result of specific instructions by the Board. The Board shall not be bound in any way by any action taken or statement made by any individual Board member, except when such action taken or statement made is at a duly convened, official meeting, or as a result of specific instructions by the Board.

Furthermore, any written communication from a Board member or any individual or group acting on behalf of the Board, to the staff, parents, or other organisations, shall require prior approval of the Board. Until the full Board in a properly constituted meeting decides on an issue, not even the Chair can speak for the Board. However, Board members have the authority to communicate explicitly stated Board decisions as per the approved Code of Conduct.

Indemnity

Board members are indemnified by the Company against all losses and liabilities incurred by them in the execution of their duties except in the case of wilful default, neglect or illegal activity. The Director shall ensure that all relevant insurances are comprehensive and up to date at the expense of the School. All insurable risks shall be considered and covered adequately.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
REFERENCES:	Companies Act 2002, 181-183, 214 Articles of Association, 33, 64
CROSS-REFERENCES:	2.004 Individual Board Member Responsibilities 2.4 Board Communication

2.003 Powers and Duties of the Board

The Board has all the powers necessary for managing, directing and supervising the management, the business and affairs of the School. Although the Articles of Association allow the Board to manage the business of the Company by itself, the Board shall delegate the responsibility for the day-to-day management, operation and administration of the School and the implementation of approved policies and programmes to the Director.

Specific Board powers and duties include:

Policy making

The Board has the duty to see that adequate policies are in place, such as, but not limited to, policies relating to the School, the Board, management, finance, students, human resources, teaching and learning, buildings and services and the School Community. The Board has the power to propose, reject, and approve policy, and to take such steps as may be necessary to review and evaluate the implementation of policy. The Board has the duty to give members of the Community the opportunity to provide feedback on policies before policies are approved. The Board shall not delegate the approval of policies. Implementation of policy, however, is delegated to the Director, except for those policies relating to governance. The Board has the duty to hold the Director accountable for the implementation of policy. If relevant and appropriate according to School policy, the Board shall hear appeals/grievances from members of the School Community on questions that involve School policy.

Appointment of the Director

The Board has the duty to recruit, appoint, direct and evaluate the performance of the Director and the power to extend and terminate the Director's employment contract. In conjunction with the Director, the Board shall set annual action plans for the Director.

Strategic planning

The Board has the duty to ensure that there is a current strategic plan in place with corresponding Mission, Vision, Values and Strategic goals. The strategic plan shall be developed by the Director with active

involvement of the Board and the School Community. Board approval is required for adoption of the strategic plan. The Director shall guide the development of action plans aligned to the strategic goals. The Board shall hold the Director accountable for the effective implementation of the strategic goals, except for those goals relating to governance.

Finance

The Board shall have the duty to see that adequate policies are in place that provide for the long-term and short-term financial sustainability and stability of the School. The Board shall monitor the School's financial management and, through the Director and the General Manager Finance and Administration, shall ensure that proper financial controls and mechanisms are put in place and effectively monitored. In doing so, the Board commissions and reviews internal audit reports, external audit reports and other studies as and when it is considered appropriate. The Board commissions and reviews an external annual audit report, reviews and approves the annual budget and approves school fees, investments, loans and salary scales.

Facilities

The Board has the duty to ensure that an adequate, comprehensive plan is in place to ensure that the facilities of the School meet educational and operational needs. The Board shall hold the Director accountable for the implementation of the plan and the maintenance, safety and security of the School facilities. Board approval is required for new facilities and major changes to the School's facilities.

Education

The Board has the duty to see that adequate teaching and learning policies are in place. Board approval is required for substantial changes in educational programmes and establishment of strategic educational goals.

Personnel

The Board has the duty to see that adequate personnel policies are in place, designed to attract, retain and develop personnel needed to realise the Mission, Vision, Values and Strategic goals of the School. The Board shall delegate the tasks of recruiting, appointing, evaluating, promoting, and terminating of all school personnel to the Director. Board approval is required for establishment of additional Faculty and Management positions.

Annual General Meeting

The Board has the duty to hold a General Meeting once in every calendar year, not being more than fifteen months after the holding of the preceding General Meeting. The Board has the duty to submit reports and financial statements to the Annual General Meeting and to implement and monitor the decisions and resolutions of the Annual General Meeting.

Communication of Board activities

The Board has the duty to keep full and accurate records of all appointments of Board Officers, of the names of the Board members present at each Board meeting and each Committee meeting, and of all resolutions and proceedings at all Annual General Meetings, Extra-Ordinary General Meetings, Board meetings and Board Committee meetings. The Board shall make available its decisions and minutes to the School Community.

Other Board powers and duties

Other Board powers include, but are not necessarily limited to, approval of the annual school calendar, the retention of legal counsel, the recommendation of school auditors to the Annual General Meeting, the acceptance or rejection of any gifts to the School, the approval of design briefs and architectural designs, the recognition of inter-organisational relationships, and the decision on the closing of the School in situations relating to the School's solvency, or in situations *unrelated* to emergency safety or health considerations.

Limitation of power

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

DATE OF ADOPTION: January 17, 2013
 DATE OF IMPLEMENTATION: January 17, 2013
 REFERENCES: Companies Act 2002, 133, 181-183

	Articles of Association, 6-7, 32-34, 51, 56-57
CROSS-REFERENCES:	1.004 Articles of Association
	1.100 Guiding Statements
	1.101 Strategic Planning
	1.300 Annual and Extra-Ordinary General Meetings
	1.308 Annual Reports
	1.4 Inter-Organisational Relations
	2.008 Board-Director Relationship
	2.105 Election of Board Officers
	2.201 Board Committees
	2.305 Minutes
	2.500 School Policies
	2.503 Development and Adoption of Policy
	3.000 The Director
	3.003 Recruitment and Selection of the Director
	3.006 Annual Action Plans of the Director
	3.007 Performance Assessment of the Director

2.004 Individual Board Member Responsibilities

In addition to the specific powers and duties defined for the Board, each Board member shall have the responsibility to:

- 1 Actively support and promote the School's Mission, Vision, Values and Strategic goals;
- 2 Support Board decisions and respect Board confidentiality, including the identity of contributors to Board discussions or the votes of individual Board members;
- 3 Attend all Regular and Special meetings of the Board to the maximum extent possible, remain until the end of the meetings, come well-prepared and participate fully in all matters;
- 4 Serve on at least two Board Committees and attend its Committee meetings to the maximum extent possible;
- 5 Remain familiar with School policies, adhere to them and be prepared to explain and defend them;
- 6 Refer concerned community members to the most appropriate level in accordance with School policy; refrain from responding to the situation individually; and bring significant concerns to the attention of the Chair for his/her consideration; and
- 7 Endeavour to attend School events and functions.

The Board shall establish a Code of Conduct and Ethics Form which includes individual responsibilities of Board members and which is to be agreed upon and signed by all members of the Board at the beginning of their Term of Office or at the Orientation Seminar, whichever comes first, and adhered to throughout their service on the Board.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
REFERENCES:	Companies Act 2002, 181-183
CROSS-REFERENCES:	1.100 Guiding Statements
	2.106 Orientation and Development of Board Members
	2.201 Board Committees
	2.300 Regular Board Meetings
	2.301 Special Board Meetings
	2.4 Board Communication
	2.500 School Policies
EXHIBITS:	2.005E Code of Conduct and Ethics Form

2.005 Board Member Code of Conduct and Ethics

In accordance with the Companies Act, Board members must act honestly and in good faith and in what the Board member believes to be the best interests of the School. In the performance of their functions Board members are to have regard to the interests of parents and Faculty members of the School.

The Board expects its individual members to adhere to the highest ethical standards in their dealings with the School Community, and to carry out their duties in a fair and impartial manner.

The Board commits itself and its members to ethical, business-like and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly, all Board members shall:

- 1 Demonstrate loyalty to the interests of the School, while having regard to the interests of members of the Company. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the School's services;
- 2 Encourage the free expression of opinion by all Board members, and seek constructive communications between the Board and the School Community;
- 3 Show impartiality in making decisions, keeping in mind the overall goal of the School, its students, teachers, parents and management;
- 4 Refrain from exercising individual authority over the Board or the School in interactions with the Director, the School Community, public, press, or other entities except as explicitly set forth in School policy;
- 5 Refrain from giving voice to individual judgments of other Board members, Director or Staff performance to the School Community, public, press, or other entities;
- 6 Acknowledge that the authority of the day-to-day management of the School is delegated to the Director;
- 7 Declare conflicts of interest;
- 8 Stay updated on current education issues through participation in training for Board members provided by the School; and
- 9 Take no private action that will bring the Board or School into disrepute.

The Board shall establish a Code of Conduct and Ethics Form which includes individual responsibilities of Board members and which is to be agreed upon and signed by all members of the Board at the beginning of their Term of Office or at the Orientation Seminar, whichever comes first, and adhered to throughout their service on the Board.

Any evidence or allegations of non-compliance with the code of conduct and ethics by a Board member should be brought to the attention of the Chair of the Board, who will determine whether or not the Board member has not been in compliance with the code of conduct and ethics. The Chair shall decide which procedure is appropriate.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATES OF AMENDMENT:	May 2014, 2014
REFERENCES:	Companies Act 2002, 181-184
CROSS-REFERENCES:	2.000 The Board 2.002 Board Member Authority and Liability 2.003 Powers and Duties of the Board 2.006 Board Member Conflict of Interest 2.008 Board-Director Relationship 2.106 Orientation and Development of Board Members 2.4 Board Communication 2.500 School policies
EXHIBIT:	2.005E Code of Conduct and Ethics

2.006 Board Member Conflict of Interest

Board members must at all times act in the best interests of the School and therefore shall avoid a situation to arise where the interests of the School conflict with their own personal or business interests.

Definition Conflict of Interest

A conflict of interest arises when a Board member, a member of his/her immediate family or any connected person is in any way, whether directly or indirectly, interested in any company, firm or organisation which presently has business dealings with the School, which might reasonably be expected to have business dealings with the School in the coming year, or which has objectives or activities similar to those of the School. A conflict of interest also arises when a Board member, a member of his/her immediate family or any connected person has accepted gifts, gratuities, money, commissions, lodging, dining, entertainment or other favours from any party in respect or in relation to any dealings with the School, or when a Board member, a member of his/her immediate family or any connected person has any other interest, role or relationship which might reasonably be expected to create an impression or suspicion among the public of a conflict of interest.

Declaration of Conflict of Interest

It is recognised that it is not always possible to avoid a conflict of interest and that not all conflicts of interest are necessarily harmful to the School. If an actual, potential or perceived conflict of interest exists or arises, it shall be the duty of the concerned Board member to declare the nature of that interest to the Board as soon as he becomes aware of the conflict, in writing or in a legal Board session.

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 Board members in writing or in a legal session of the Board.

Determination of conflict and proceedings

Board members shall determine by majority vote whether or not an actual, potential or perceived conflict of interest exists.

If a conflict of interest is determined, the Board member concerned may be asked to:

- 1 Recuse him/herself from participating in discussions and voting on issues related to the organisation, business, or individual with whom the member has association, or
- 2 Leave Board meetings during discussions and voting on issues related to the organisation, business, or individual with whom the member has association, or
- 3 Resign from the Board because of the association.

This policy shall not prohibit any Board member from discussion of the school budget or any budget amendments, unless the discussion is on a specific budget amendment in which such a Board member is directly interested.

Any member of the Board may request a vote to determine whether or not an actual, potential or perceived conflict of interest exists.

Annual declaration of Conflict of Interest

To disclose any actual, potential or perceived conflicts of interest, all Board members shall on first appointment and at least once every year thereafter for the duration of the term of appointment, or at any time when circumstances change, submit a signed statement to the Board for recording and disclosure to the external auditors, disclosing any business or other interest that is likely to create an actual, potential or perceived conflict of interest.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
REFERENCES:	Companies Act 2002, 209 Articles of Association, 35
CROSS-REFERENCES:	2.005 Board Member Code of Conduct and Ethics
EXHIBITS:	2.006E Conflict of Interest Form

2.007 Board Member Compensation and Expenses

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

DATE OF ADOPTION: January 17, 2013

DATE OF IMPLEMENTATION: January 17, 2013

2.008 Board–Director Relationship

A harmonious and effective working relationship between the Board and the Director is vital for the success of the School. The relationship between the Board and the Director revolves around the distinction between governance and management, policy and administration.

As the governing body of the School, the role of the Board is mainly strategic: the Board sets strategic goals, policies and priorities; selects a CEO; approves and reviews budgets; monitors implementation of strategic goals and administration of policy; ensures that members of the Company have opportunities to participate and be heard; and ensures that the organisation is legal, accountable and financially stable.

The Director is the Chief Executive Officer of the School. 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. The Director shall have charge of the day-to-day management of the School and shall exercise general supervision over and be accountable for all operational functions of the School, including matters relating to education, administration, finance, operations and management. The Director may delegate a part of his/her authorities to other members of the School Leadership and the Professional Management, but ultimately the Director is accountable to the Board.

To maintain and strengthen the relationship, the Board shall:

- Strive to have adequate policies in place to guide the Director;
- Give the Director full administrative authority for carrying out his/her professional duties, and hold the Director accountable for results;
- Hold the Director accountable for the implementation of the Board's policies, execution of the Board's decisions, operation of the School, and keeping the Board informed about School operations and issues;
- Include the Director in all meetings of the Board, except meetings pertaining to his/her own performance, meetings in which the Board elects its Officers, and except instances where the Board deems there is a conflict of interest;
- Refer concerned community members to the most appropriate level in accordance with School policy; refrain from responding to the situation individually; and bring significant concerns to the attention of the Chair for his/her consideration;
- Review, on an annual basis, the Director's performance and provide constructive feedback;
- Keep the Director aware of concerns in the School Community about the performance of the Director, whilst proactively protecting the Director from criticism.

The Director, in turn, is expected to:

- Contribute to the Board discussion so as to reach sound judgments in establishing policy, and subsequently ensure that regulations in support of those policies are established and implemented;
- Place before the Board, in a timely, accurate, and understandable fashion, all relevant facts, information and reports necessary to keep the Board informed about situations or business at hand.
- Maintain open communication with the Board in all legal matters, including, but not limited to, health, safety and security, employment, dismissal and non-renewal of faculty contracts;
- Be supportive of all Board decisions, even those with which the Director personally does not agree;
- Keep the Board aware of concerns in the School Community about the performance of the Board, whilst proactively protecting the Board from criticism.

It shall be a practice of the Board to devote all or part of one Closed Session, at least annually, to the discussion of the overall relationship between the Board and the Director.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
CROSS-REFERENCES:	2.000 The Board 2.003 Powers and Duties of the Board 2.005 Board Member Code of Conduct and Ethics 2.500 School Policies 3.000 The Director 3.001 Powers and Duties of the Director 3.005 Annual Action Plans of the Director 3.006 Performance Assessment of the Director

2.009 Legal Counsel

It is the Director's responsibility to make Legal Counsel available to the School. The Legal Counsel shall advise the School and the Board on legal matters and represent the School in actions brought by or against the School. The Legal Counsel will be directly responsible to the Board, through the Director of the School.

The authority to make day-to-day decisions related to legal matters is granted to the Director. The Director shall keep both the Board and the Legal Counsel fully familiar with legal issues of concern to the School.

The Director will determine which staff members shall be authorised to communicate with the lawyer. All such communications must first be made known and approved by the Director.

The Director or designee shall ensure that policies and issues brought before the Board are aligned with Tanzanian law.

DATE OF ADOPTION:	February 06, 2014
DATE OF IMPLEMENTATION:	February 06, 2014
REFERENCES:	
CROSS-REFERENCES:	2.002 Board Member Authority and Indemnity 2.003 Powers and Duties of the Board 2.004 Individual Board Member Responsibilities 2.008 Board-Director Relationship 3.000 The Director

2.010 Board Evaluation

The Board shall conduct an annual self-evaluation to monitor its own performance and the performance of the Chair and Board committees.

This is usually accomplished in a self-assessment using different methodologies, such as surveys and interviews. All Board members shall participate in the Board evaluation.

The results of the evaluation shall be discussed by the full Board in a Study Session. Areas for improvement shall be defined and an action plan shall be created to address possible improvements. An summary of the findings shall be shared with the Board in a Regular Board Meeting.

The self-evaluation shall be coordinated by the Governance Committee.

DATE OF ADOPTION:	November 07, 2013
DATE OF IMPLEMENTATION:	November 07, 2013
CROSS-REFERENCES:	2.201 Board Committees 2.202 Mandates of Board Committees 2.203 Committee Action Plans 2.300 Regular Board Meetings 2.307 Study Sessions

2.1 Board Membership

2.100 Membership of the Board

Elected Board members

Only parents and legal guardians of a child formally admitted to the School shall be eligible to be elected Board members. IST employees and their spouses are not eligible to be elected Board members. Board members shall not serve simultaneously as committee members of the Parent Network. The Board recognizes the desirability of having diversity in its membership.

Interim Board members

When a vacancy occurs on the Board between formal elections, the Board may appoint an Interim Board member. The appointed Board member must fulfil all criteria for Board membership and shall step down at the next following Annual General Meeting. If the person is eligible for nomination, s/he may stand for election at the Annual General Meeting.

When a vacancy occurs on the Board, the Board shall inform the members of the Company that a vacancy is to be filled and that eligible candidates can express their interest to be appointed. The Board shall decide on the appointment by majority vote in a properly constituted Board Meeting.

Appointed Board members shall have the same rights and responsibilities as elected Board members, except for the term of office.

Additional Board members

Up to two Additional Board members may be serve on the Board at the same time, and are appointed a 2/3 majority of the entire voting Board. Additional Board members will usually be Tanzanian residents whose long business, governance or IST experience at a senior level will enhance Board proceedings. Additional Members must uphold the highest ethical and governance standards and are expected to serve at least one full term of three years. Additional Board members are expected to participate fully in the work of the Board, including by attending Board meetings and voting, are eligible to serve as Board officers and committee conveners. Appointed Board members may not be related to any IST employee or Board member as spouse; parent, spouse of parent, parent of spouse; child, child-in-law; sibling, spouse of sibling, sibling of spouse; niece/nephew, spouse of niece/nephew, niece/nephew of spouse; uncle/aunt, uncle/aunt of spouse; or first cousin, spouse of first cousin, first cousin of spouse; of the employee or Board member

Ex-officio Board member

The School's Director shall be an ex officio member of the Board.

Non-voting liaisons

The Board shall accept as non-voting liaisons one elected Faculty member from each campus and one elected Parent from each campus. The Faculty representatives shall be elected by the Teacher Association and the Parent representatives shall be elected by the Parent Network. All Faculty members shall be eligible to run and vote in the elections of the faculty liaisons. All non-teaching parents and legal guardians shall be eligible to run and vote in the elections of the parent liaisons.

The Faculty and Parent representatives function as liaisons between the Board and the respective constituencies. In their advisory position to the Board, the non-voting liaisons may participate in Regular Board Meetings, except in Closed Sessions.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATE OF REVISION :	September 17, 2015
REFERENCES:	Articles of Association 3, 42, 43
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 2.102 Nomination to the Board 2.103 Election to the Board 2.300 Regular Board Meetings 2.302 Closed Sessions 3.001 Powers and Duties of the Director

2.101 Organization of the Board

Board composition

The Board shall consist of minimum seven and maximum twelve Board members, excluding any additional Board members. At a Regular Board Meeting the Board may propose a motion to decide the number of members to be elected, and whether an Additional Board member is to be appointed, taking into consideration the needs for the forthcoming year. The Board shall ensure that at least one seat is available for election each year. At most one Additional Board seat may be filled each year, and at most two Additional Board members may serve at any one time.

Board Officers

The officers of the Board shall consist of the Chair, Vice-Chair, Secretary and Treasurer. It is anticipated that usually only one Additional Board member will serve on the Executive Committee at any one time.

Committees and Working Groups

The Board may establish committees and working groups as may be necessary for the conduct of the Board's business. Committees and working groups exist to minimize the need to involve the full Board in lengthy discussions of issues at a preliminary stage. Committees do not take decisions but make recommendations to the full Board.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATE OF REVISION :	November 07, 2013 September 17, 2015
REFERENCES:	Articles of Association 29, 49
CROSS-REFERENCES:	1.300 The Annual General Meeting 2.102 Nomination to the Board 2.103 Election to the Board 2.200 Duties of Board Officers 2.201 Board Committees 2.300 Regular Board Meetings

2.102 Nomination to the Board

Term of office

All Board members shall serve for a three year term of office. After retirement Board members can serve for a second three year term of office, provided they meet the eligibility criteria. Board members who retire after two terms of office shall not be eligible to serve a further term until the following school year after their retirement.

Available seats for Election

Prior to the opening of nomination, the Nomination Committee shall set a date by which all Board members must indicate in writing whether or not they intend to stand for a further term (for Board members whose first three-year term is to expire) or whether or not they are able to complete their term (for Board members who are not at the end of their term). Elected Board members who step down at an Annual General Meeting before completion of their term of office may be replaced in accordance with the normal election procedures. The Board shall ensure that at least one seat is available for election each year. Additional Board members who step down before the end of their term may be replaced in accordance with the normal appointment procedure.

Eligibility for nomination as an Elected Board Member

Only parents and legal guardians of a child formally admitted to the School are eligible for nomination as Elected Board Members. Faculty members and their spouses are not eligible. To be eligible for nomination, a parent must have no outstanding financial obligations to the School. Furthermore, according to the Company Act, all Board members shall be between 21 and 70 years of age.

Information session for candidates

Prior to the Annual General Meeting, the Nomination Committee shall annually organize an information session for parents who are interested in becoming an Elected Board member in the following school year.

Nomination for Election

Solicitations for nominations shall be made through the School newsletter, the Parent Network and emails to parents. At least three weeks in advance of the Annual General Meeting candidates must submit their applications to the Board in writing, by submitting a Nomination Form, a Conflict of Interest Form and a Personal Statement.

The Nomination Form must be signed by a proposer and seconder who are either parents or legal guardians of IST students, or Faculty members. Proposer and seconder should have no outstanding financial obligations to the School and have to be present at the Annual General Meeting (AGM). Parents and teachers shall have the right to nominate only one candidate.

Nomination of Appointed Board Members

The Board will decide annually if it wishes to declare a vacancy for the appointment of an Additional Board Member during that year. Only one Additional Board member seat may be filled each year, up to a maximum of two seats being occupied concurrently. The Nomination Committee will identify a short-list of candidates for consideration by the full Board.

Board's role in nominations for Elected Board members

In order to preserve the continuity of the Board, the Nomination Committee may approach potential candidates prior to the nomination deadline with a request to consider to stand for election. Individual Board members shall openly encourage all qualified candidates to run. After the close of nominations, individual Board members shall remain neutral and not campaign on behalf of any candidate.

Review of nominations

The Nomination Committee shall review all nominations to ensure that candidates meet all eligibility criteria and do not have a conflict of interest. The Nomination Committee shall send the candidates a confirmation of their eligibility. Any objections to a candidate must be submitted to the Nomination Committee in writing within seven days after first publication. The Board's decision on the candidate shall be final.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATE OF REVISION	September 17, 2015
REFERENCES:	Company Act 2002, 185, 190, 194 Articles of Association, 7, 36-43
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 2.006 Board Member Conflict of Interest 2.103 Election to the Board
EXHIBITS:	2.006E Conflict of Interest Form 2.102E Nomination Form

2.103 Election to the Board

Election procedure

The election of elected Board members shall be conducted during the Annual General Meeting (AGM). The Board shall ensure that the names of valid candidates, together with their summaries, are communicated to all members of the Company at least seven days before the Annual General Meeting.

Eligibility for voting

Only parents and legal guardians of a child formally admitted to the School shall be eligible to vote. This includes Faculty members who have children enrolled at IST and their spouses. Members of the Faculty who are not parents of students in the School shall not be eligible to vote. Every parent eligible to vote shall have one vote per vacant seat. To be eligible to vote, a parent shall have no outstanding financial obligations to the School.

Proxy voting

Parents eligible to vote are entitled to vote either in person or to appoint another person as their proxy to attend and vote instead of them. The proxy does not need to be a member of the Company. The proxy appointed to attend and vote shall have the same right as the member to speak at the meeting.

In order to appoint a proxy, the appointer (i.e. the non-attending parent) must fill in and sign a Proxy form. Proxy forms will be made available at least fourteen days prior to the AGM and must be submitted at least 24 hours prior to the AGM. Proxy forms do not need to be submitted in person. Proxy forms need to be signed by the appointer only.

No one person shall be allowed to carry more than two proxies to the AGM.

This statement serves as notice of member's right to vote in person or via proxy as per article 138 of The Company Act, 2002.

Voting procedure

If there are more candidates than vacant seats on the Board, Board elections shall be conducted by the Nomination Committee by a show of hands or a poll. At the AGM ballots will be handed out to each voting member present and for each proxy. The ballots will carry all candidates' names, and members eligible to vote may vote for as many candidates as there are openings on the Board.

Prior to the election, every candidate shall stand before the AGM to make a brief statement to voting parents.

In order to make the process of counting of the votes as transparent, fair and open as possible an external company is entrusted with the supervision of the election process. Additionally, candidates may appoint an observer to be present at the counting of the votes. Observers should be eligible voters. All candidates must receive a minimum of twenty votes to be deemed elected. In case of a tie vote for the last remaining vacancy a runoff election shall be held immediately.

If there are fewer candidates than vacant seats, a secret ballot will not be taken, but candidates must still receive a minimum of twenty votes taken by a show of hands at the meeting.

Official record

An official record of votes cast for Board candidates will be kept on file. Those persons selected to count votes must sign the tally sheet. The new Board members are announced at the AGM and in the next School newsletter.

DATE OF ADOPTION: January 17, 2013

DATE OF IMPLEMENTATION: January 17, 2013

DATE OF REVISION : September 17, 2015

REFERENCES: Articles of Association, 7, 9-10, 12-13, 21-29
Company Act, 138

CROSS-REFERENCES: 1.300 Annual and Extra-Ordinary General Meetings
1.305 Voting
1.306 Voting by Proxy
2.102 Nomination to the Board

EXHIBITS: 2.103E Proxy Form

2.104 Assumption of Term of Office

According to the Company Act, a Board member elected at the Annual General Meeting (AGM) shall only be allowed to assume office after he or she has authorized in writing to the Registrar consent to act as Board member. Additional Board members must authorize the Registrar in the same manner before they can assume office. The Director shall ensure that the prescribed form signed by each new Board member is delivered to the Registrar for registration as soon as possible, and in any event within fourteen days from the day that the Board member was elected.

To avoid a situation whereby the School is confronted with departing Board Officers when no new Board Officers have assumed office, which in the past has lead to there being no authorized signatory, newly-elected Board members shall only assume their responsibilities immediately after the Closed Session in which the new Board Officers are elected. This Closed Session shall take place as soon as possible, and in any event within fourteen days of the General Meeting in which the new Board member was elected, and prior to the first Regular Board Meeting or Special Board Meeting after the General Meeting.

As such, sitting and departing Board Officers and Board members shall stay responsible for Board business until such Closed Meeting in which the new Board Officers are to be elected.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATE OF REVISION:	September 17, 2015
REFERENCES:	Company Act, 190, 210
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 2.105 Election of Board Officers 2.300 Regular Board Meetings 2.301 Special Board Meetings 2.302 Closed Sessions

2.105 Election of Board Officers

The Board shall elect from their own number a Chair, Vice-Chair, Treasurer and Secretary to serve as Officers of the Board. The election of Board Officers shall take place during a Special Closed Session prior to the first Regular Board Meeting after the General Meeting in which Board members were elected, and shall be attended only by the remaining and newly-elected voting Board members. The meeting will be chaired by the outgoing Chair, or, if the outgoing Chair has not been re-elected to the Board, by the most senior officer remaining. Once a new Chair has been elected, s/he shall preside over the election of the other officers.

Eligibility for election

Any Board member may serve as any Officer. A Board member shall serve in only one Officer position at a time.

Election procedure

- 1 Nominations shall be taken by secret ballot, to start with the position of the Chair. Board members may nominate themselves or be nominated by another Board member. Board members may nominate more than one Board member.
- 2 Nominations shall be displayed at the meeting and discussed. A Board member may decline the proposed nomination.
- 3 After discussion of the proposed nominations, Board members shall elect the Officers for the ensuing year by majority vote.
- 4 The order of nominations and election will be as follows: Chair, Vice-Chair, Treasurer, Secretary. Each officer position will be elected before proceeding to the nomination of the next officer position.

Term of office

All Officers and Convenors take office following the Closed Session in which they were elected. 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.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
DATE OF REVISION:	November 7, 2013
CROSS-REFERENCES:	2.200 Duties of Board Officers 2.302 Closed Sessions

2.106 Orientation and Development of Board members

Orientation Seminar

At the end of the school year the Board shall provide an Orientation Seminar for new Board members. The program shall as a minimum include an introduction on School and Board organization, Board powers and duties, policy making, strategy planning, financial matters and accreditation. Each year at the Orientation Seminar all Board members shall adopt and sign the Board Member's Code of Conduct and Ethics.

The Orientation Seminar shall be organized by the Governance Committee and shall be managed by the Chair, under the guidance and direction of experienced Board members and the Director.

In cases where several new members are taking office at once an outside consultant may be employed to assist in the orientation of new members on good Board practices, either in connection with a full Board workshop, or separately.

Board Orientation Manual

Before the Orientation Seminar each Board member shall be provided with a Board Orientation Manual with the most recent versions of relevant school documents, including but not limited to, the School Policy Manual, organizational chart, current strategic plan, enrolment information, current budgets, approved budget, and past minutes. Copies of the School Policy Manual and other standard relevant documents shall be loaned by the School to the Board members for their use while serving on the Board. All such documents shall be returned to the School when Board members' term of office is ended.

Orientation Tour

The Board shall encourage new Board members to take a tour of both campuses guided by the Director to obtain an overall understanding of the School grounds.

DATE OF ADOPTION:	January 17, 2013
DATE OF IMPLEMENTATION:	January 17, 2013
CROSS-REFERENCES:	1.004 Articles of Association
	1.101 Strategic Planning
	1.400 Accrediting Agencies
	2.005 Board Member Code of Conduct and Ethics
	2.202 Mandates of Board Committees

2.107 Vacancy or Resignation of Board Members

A Board member is expected to serve his/her full term of office, i.e. three years. It is recognised, however, that circumstances or transfers may make it necessary for a member to resign before his/her term expires, either mid-year (resignation) or at the end of a school year (discontinuation, when a Board member does not wish to continue as Board member at the end of a school year, although his/her term is not completed).

Discontinuation of Board members

Annually the Nomination Committee shall set a date by which all Board members must indicate in writing whether or not they intend to stand for a further term (for Board members whose first three-year term is to expire) or whether or not they are able to complete their term (discontinuation, for Board members who are qualified to continue their term). Elected Board members who step down at an Annual General Meeting before completion of their term of office may be replaced in accordance with the normal election procedures. Additional Board Members who step down before the end of their term may be replaced in accordance with the normal appointment procedures.

Resignation of Board members

In case of resignation, the resigning Board member should inform the Chair as early as possible in writing, effective to the date received by the Board or the date specified in the letter of resignation. The Board Chair must formally acknowledge receipt of notification. In the absence of such notification by a Board member, the Board may fill a vacancy only if it has been determined to the satisfaction of the majority of the remaining Board that a vacancy exists.

Handover at resignation and discontinuation

The resigning or discontinuing Board member shall handover all Board documents that he/she may hold and shall delete all confidential files and communication from his/her computer and communication devices from the moment the Board member ceases to be a member of the Board. The Director shall ensure that the Board member will have no have access to Board communication from the moment the Board member ceases to be a member of the Board. Any resignation or discontinuation from the Board by a Board member shall also be a resignation from all positions such Board member may hold within the Board. The Director shall notify the external auditors and the School Community of the resignation.

Vacancy or resignation of Board Officers and Convenors

An officer or convener of the Board may, with as much notice as possible, resign from his or her position as a Board Officer or Convenor. This must be done in writing to the Chair, whether or not such Board member also resigns as a Board member. To the extent possible, any such resignation should take into consideration the Board's work schedule to minimize disruption to the functioning of the Board. If the position of Chair becomes vacant in the course of the school year, the Vice Chair takes over the position of Chair until the next election of Board Officers.

If another officer position becomes vacant, the Chair will preside over an election to fill the vacancy at the Closed Session of the next Board meeting. Officers filling vacancies serve until the end of the school year only.

If a convenor position becomes vacant, the remaining committee members shall recommend a solution to the Chair. In the occasion where no volunteer is forthcoming, the Board Chair has the power to allocate the task to a Board member.

The resigning Board Officer or Convenor shall have a formal handover meeting with the new Officer or Convenor.

Filling the vacancy

When a vacancy occurs among Elected Board members between formal elections, the Board shall decide by majority vote whether or not the vacancy needs to be filled before the end of the remaining school year. If a vacancy causes the Board to fall under the minimum number of Board members, the vacancy must be filled.

If the vacancy needs to be filled, the members of the Company shall elect a new Board member at an Extra-Ordinary General Meeting organized for this purpose. Nomination and election shall be conducted according to School Policy. The candidate must fulfill all criteria for Board membership. The newly elected Board member shall, according to School Policy, only be allowed to assume office after he or she has authorized in writing to the Registrar a consent to act as Board member.

Temporary absence of Board members

Any Board member who is or will be temporarily unable to perform his or her duties shall notify the Board Chair by e-mail. If the Board Chair is absent, the Vice Chair acts as Chair.

DATE OF ADOPTION:	February 06, 2014
DATE OF IMPLEMENTATION:	February 06, 2014
DATE OF REVISION :	September 17, 2015
LEGAL REFERENCES:	Company Act 2002, 138, 185, 190, 194 Articles of Association, 7, 9-10, 12-13, 21-29, 35-44
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 2.101 Organization of the Board 2.102 Nomination to the Board 2.103 Election to the Board 2.104 Assumption of Term of Office 2.105 Election of Board Officers 2.200 Duties of Board Officers 2.201 Board Committees 2.302 Closed Sessions
EXHIBITS:	2.006E Conflict of Interest Form 2.102E Nomination Form

2.108 Removal of Board Members

The Board recognises that all of its members serve on a voluntary basis. Over the period of service, Board members may experience profound changes in the time they have available for Board duties. However, the workload of the Board must be shared among its members and the inability of a member to actively participate will unduly restrict the Board in its function.

Consequently, Board members may resign and provision exists for the removal of Board members not able to actively participate in Board functions. Board members may also be removed from their positions if they have acted in a manner detrimental to the welfare of the School.

Elected Board members

Only the members of the Company may remove an elected member of the Board in a properly constituted Extra-Ordinary General Meeting or at the Annual General Meeting. However, if any elected Board member does not fulfil his/her duties as defined in School Policy, the Chair of the Board may request the Board member to resign. If the Board member in question refuses to resign, the Chair may bring a motion to a Closed Session of the Board to ask the Board to propose a motion to the members of the Company to remove the Board member by extra-ordinary resolution. The Board shall decide on the motion by majority vote.

Additional Board members

Additional Board members may be removed by a 2/3 majority vote of the entire Board that is eligible to vote. In this case the Board member who is the subject of the vote may not vote.

All Board members

The Company may by extra-ordinary resolution remove any Board member before the expiration of his term of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Board member on the day on which the Board member in whose place he is appointed was last elected or appointed a Board member. Vacancies occurring from the removal of an elected Board member shall be filled in accordance with School Policy.

To remove a Board member from office, a Company member shall present a letter to the Chair of the Board, stating which Board member the Company is requesting to be removed and the grounds for such removal. A petition to consider the removal of a Board member must be signed by at least 25 percent of the members of the Company. On receipt of such notice the Chair shall immediately send a copy thereof to the Board member concerned. The Board Chair shall organise an Extra-Ordinary General Meeting in accordance with School Policy. The Board member shall be entitled to be heard on the resolution at the General Meeting. At the Extra-Ordinary General Meeting Company members vote to either remove or retain the Board member in question. Such removal requires a majority vote of eligible members present and voting.

DATE OF ADOPTION: May 14, 2014

DATE OF IMPLEMENTATION: May 14, 2014

DATE OF REVISION : September 17, 2015

REFERENCES:

CROSS-REFERENCES:

- 1.300 Annual and Extra-Ordinary General Meetings
- 2.004 Individual Board Member Responsibilities
- 2.005 Board Member Code of Conduct and Ethics
- 2.100 Membership of the Board
- 2.102 Nomination to the Board
- 2.103 Election to the Board
- 2.107 Vacancy or Resignation of Board Members
- 2.302 Closed Sessions

2.2 Board Positions and Committees

2.200 Duties of Board Officers

Officers shall be assigned the duties listed.

Duties of the Chair

The Chair shall:

- Ensure that the Board fulfils its duties as prescribed by policy;
- Chair all meetings of the Company, Regular Board Meetings, Special Board Meetings and Closed Sessions and ensure that meetings are conducted according to proper procedures, and in a respectful, open and fair atmosphere;
- Jointly with the Director, speak for the School to the members of the Company, and act, jointly with the Director, as a principal spokesperson for the School;
- Represent the Board and School in its external relations, including with the School Community and Tanzanian authorities;
- Sign legal, financial and other documents on behalf of the Board as outlined in relevant School policy and School procedures and/or upon special authorisation by the Board;
- With other Board Officers, be a signatory for school bank accounts on behalf of the School, as required by relevant School policy;
- Build and maintain a positive Board-Director relationship;
- Be the primary point of contact between Board members and the Director;
- Be a member of all Board committees and have the option to attend all committee meetings;
- Submit a Chair's report for each Regular Board Meeting;
- Communicate the results of the Director's evaluation to the Director and the Board;
- Consult periodically with Board members on their roles and help them assess their individual performance;
- Jointly with the Secretary, conduct correspondence on behalf of the Board;
- Call Special Board Meetings as the need arises;
- Set, in consultation with the Director, an agenda for each Regular Board Meeting based on matters submitted for consideration;
- Set, jointly with the Director, an agenda for each Closed Session based on matters submitted for consideration.

In carrying out these duties, the Chair is guided by School policy and is required to report to the Board any actions taken.

Duties of the Vice-Chair

The Vice Chair shall:

- Perform the duties of the Chair in the absence of the Chair;
- Assist the Chair as requested in the performance of his/her duties;
- Perform the duties of the Secretary in the absence of the Secretary;
- With other Board Officers, be a signatory for school bank accounts on behalf of the School, as required by relevant School policy.

Duties of the Treasurer

The Treasurer shall:

- Convene the Finance Committee and fulfil all Convenor's responsibilities and as Convenor of the Finance Committee;
- Present the current final audited statements to the members of the Company for review at the Annual General Meeting;
- Present financial proposals for the next three to five years to the members of the Company;
- Present the budgets for the coming financial year to the members of the Company;
- Ensure that the School's annual audit report is reviewed and prepared for sign off;
- Collaborate with the Director in the preparation of financial reports to the Board;
- With other Board Officers, be a signatory for school bank accounts on behalf of the School, as required by relevant School policy and school procedures.

Duties of the Secretary

The Board Secretary shall:

- Ensure that members of the Company are notified of Board led events such as Board Open Forums and General Meetings and ensure that a correct record is kept of the proceedings;
- In consultation with the Chair, review draft minutes of Regular Board Meetings and Special Board Meetings, and issue draft minutes to Board members within eight days after the Board meeting;
- Take minutes of Closed Sessions and ensure that minutes of Closed Sessions are accessible to all Board members;
- Be responsible for the safekeeping of Board minutes and for their orderly transfer to his/her successor;
- Ensure that official Board correspondence is archived;
- With other Board Officers, be a signatory for school bank accounts on behalf of the School, as required by relevant School policy.

DATE OF ADOPTION: August 29, 2013

DATE OF IMPLEMENTATION: August 29, 2013

CROSS-REFERENCES:

- 1.308 Annual Reports
- 2.003 Powers and Duties of the Board
- 2.008 Board-Director Relationship
- 2.100 Membership of the Board
- 2.101 Organisation of the Board
- 2.105 Election of Board Officers
- 2.201 Board Committees
- 2.202 Mandates of Board Committees
- 2.300 Regular Board Meetings
- 2.301 Special Board Meetings
- 2.302 Closed Sessions
- 2.305 Board Minutes
- 2.4 Board Communication
- 2.500 School Policies
- 3.007 Performance Assessment of the Director

2.201 Board Committees

The Board recognises that many issues it deals with require detailed study and that sufficient time is not available for this review through Regular or Special Board Meetings. The Board may, therefore, establish various standing committees to study a regular category of subjects and working groups for special subjects, to avoid involving the full Board in lengthy discussions of issues at a preliminary stage.

Board committees do not take decisions but provide information and recommendations to the full Board. The Board may either accept or reject such recommendations or send them back to the committee for further consideration. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes.

Committees

Committees are established by the Board at the beginning of the school year with the intention that they will function throughout the year. The Board shall annually review its committees to ensure their continued usefulness to the Board and to the School. There shall be, as a minimum, committees focusing on finance, governance and education. Each committee shall have a mandate, approved by the Board, defining which issues the committee may deal with and which actions it is allowed to take.

Working Groups

Working groups are ad hoc task forces that may be established by the Board when there is a specific function to be performed or a specific issue to be studied. At the time of appointment, the specific assignment, parameters and required date for completion of the task shall be given to the working group in writing. Upon completion of its assignment, the working group shall submit its findings and recommendations to the Board. The Board retains the right to accept, adopt or reject working group's recommendations. Upon completion of its assignment, each working group shall be dissolved promptly.

Membership

Each committee and working group shall be convened by a Board member. The convenor and Chair shall seek to ensure that each committee contains at least three Board members, including the convenor, but excluding the Chair. Board committees shall be open to all Board members, although members will normally indicate of which committees they wish to receive papers on a regular basis. The Board, at its discretion, may invite members of the Management, Staff and School Community to serve along with the Board members on committees and working groups.

The Chair of the Board shall be a member of each committee and may attend all committee meetings. The convenor of the Finance Committee must be the Board Treasurer.

For added expertise and in order to prevent a disconnect between governance and management, the Director may invite relevant staff managers as ex officio members.

The committee, at its discretion, may invite additional members of the Management, Staff and School Community to serve along with the Board members as ex officio members.

Each member of a committee or working group member has the responsibility to ensure that there is open, fair, and respectful discussion of all sides of an issue and obtain agreement on matters to be taken to the Board.

Representation of Board members on committees

Membership of committees and working groups is based on the skills, qualifications and interest of the Board members and a fair division of the workload. Each committee and working group shall be convened by a Board member who volunteers for this role. In the occasion where no volunteer is forthcoming, the Board Chair has the power to allocate the task to a Board member.

The convenorship and membership of committees and working groups shall normally be established at the same time as election of the new Board Officers, i.e. at the first Regular Board Meeting after the Annual General Meeting. Each Elected Board member shall serve on at least two Board committees and regularly attend meetings. Each Additional Board member shall serve on at least one Board committee and regularly attend its meetings.

Responsibilities of convenors

It shall be the responsibility of the convenor to call meetings, to set meeting agendas and to ensure that proper minutes are taken at each meeting. Minutes and other relevant documents shall be archived in an organised manner and shall be published to the Board within a week after the meeting.

It is the responsibility of the convenor to prepare and present the committee's motions to the Board.

Each convenor shall provide a written summary of minutes and progress of the committee for each Regular Board Meeting, to be included in the Board documentation.

Committee convenors shall present a final progress report at the May Board Meeting which summarises the activities and accomplishments for the year as well as recommended follow up actions.

Removal of convenors

A committee convenor may be relieved from his duty when a majority of the Board determines that s/he is not performing his/her duties any longer. Removal from convenorship may occur only after the convenor in question has been notified in writing of the reasons cited for his/her possible relieve. Vacancies occurring from the removal of a convenor shall be filled by the remaining Board members in accordance with School policy.

DATE OF ADOPTION:	November 8, 2012
DATE OF IMPLEMENTATION:	November 8, 2012
DATE OF REVISION:	August 29, 2013 September 17, 2015
REFERENCES:	Articles of Association, 49
CROSS-REFERENCES:	1.300 Annual and Extra-Ordinary General Meetings 2.105 Election of Board Officers 2.107 Vacancy or Resignation of Board Members 2.202 Mandates of Board Committees 2.203 Committee Action Plans 2.300 Regular Board Meetings 2.301 Special Board Meetings

2.202 Mandates of Board Committees

Executive Committee

The Executive Committee is empowered to act on behalf of the Board between regularly scheduled meetings, in a manner prescribed by policy and as expressly delegated by the Board. The Executive Committee shall record these decisions in both minutes and as information in the minutes of the next Regular Board Meeting.

This committee also provides counsel and advice to the Director between the normal cycles of Board meetings. Such counsel does not constitute official Board decisions or policy, but gives the Director a sounding board to consult with as needed. The Director will normally report these discussions and any resulting management decisions at the next Board meeting.

Furthermore the committee assists the Chair with organizing and coordinating the work and effective functioning of the Board. This includes assisting the Chair with internal and external communications. The Executive Committee shall coordinate and execute the biannual performance assessment of the Director using the criteria and tools as agreed by the full Board; shall ensure that all Board members have the opportunity to participate in the evaluation; and shall communicate the outcomes to the Director. Finally this committee shall lead the negotiations with regards to the Director's employment contract.

The Executive Committee consists of the Chair, the Vice-Chair, the Secretary and the Treasurer of the Board.

Finance Committee

The Finance Committee ensures that adequate policies are in place that provide for the long-term and short-term financial sustainability and stability of the School. The committee shall monitor the School's financial management and, through the Director and the General Manager Finance and Administration, shall ensure that proper financial controls and mechanisms are put in place and effectively monitored. In doing so, the committee reviews internal audit reports including HR issues raised on the reports, external audit reports, pay scales and benefits for teaching and non teaching staff and other studies as and when it is considered appropriate and recommends them to the Board. The committee recommends to the Board the annual budget, school fees, investments, loans, and salary scales.

Governance Committee

The Governance Committee reviews the School's strategic plan and coordinates alignment of Board action plans to the School's strategic goals. The Committee monitors and reviews the School's Key Performance Indicators (KPIs), which inform the Board's assessment of the School's performance, especially in relation to the strategic plan. It reviews School policy and recommends policy changes, including the Director and Personnel policies, to align policy with best practices, the needs of the School, Tanzanian laws and accreditation requirements. It also evaluates Board performance; Board training and retreats. The Governance committee is also responsible for the succession process of the Board, including nominations and elections. The committee also plans and reviews Board events to enable higher community participation; and ensures governance compliance with statutory requirements and overall strategic risk management.

Education Committee

The Education Committee ensures that relevant educational policy is in place and aligned with the needs of the School, Tanzanian laws and accreditation requirements. The committee ensures that the educational programmes chosen by the school management fit with the school's vision, mission and strategic goals; advises and informs the Board on educational impact of strategic changes to the School; considers major programme and instructional developments; and makes recommendations to the Board as per the consensus on best practice within international education. The Education Committee also considers staffing issues and their impact on the educational goals of the school including reviewing both the long term and annual staffing plan. Together with the Director, the committee considers and makes recommendations to Board on strategic educational goals for the School; evaluates reports from the Director on progress towards achieving educational goals; and advises amendments if necessary.

Building and Facilities Committee

The Building and Facilities Committee ensures that an adequate, comprehensive plan is in place to ensure that the facilities of the School meet educational and operational needs. The committee makes recommendations to Board for new facilities and for major changes to the School's facilities, including architectural design briefs.

DATE OF ADOPTION:	November 8, 2012
DATE OF IMPLEMENTATION:	November 8, 2012
DATES OF AMENDMENT:	May 14, 2014; August 29, 2013; January 29, 2013; August 28, 2014, March 16, 2017
CROSS-REFERENCES:	1.100 Guiding Statements 1.101 Strategic Planning 2.010 Board Evaluation 2.106 Orientation and Development of Board members 2.201 Board Committees 2.300 Regular Board Meetings 3.007 Performance Assessment of the Director

2.203 Committee Action Plans

Each Board committee shall annually prepare, in collaboration with the Director, action plans with clear outcomes which shall be aligned with the goals and objectives of the strategic plan of the School. The action plans shall be drafted before the end of the school year. In order to give incoming Board members the opportunity to give input on the action plans, the drafts will be finalised at the first committee meeting of the new school year. At the second Regular Board Meeting in the new school year committee action plans shall be proposed to the Board for approval.

DATE OF ADOPTION:	November 8, 2012
DATE OF IMPLEMENTATION:	November 8, 2012
DATE OF REVISION	November 22, 2017 https://docs.google.com/document/d/17eoz9yKU8NT-qGB3UPxMbwFHEb9USMU92tuBlqyUmdQ/edit?ts=5b0eaab1
CROSS-REFERENCES:	2.201 Board Committees 2.300 Regular Board Meetings

2.3 Board Meetings

2.300 Regular Board Meetings

The Board shall meet a minimum of six times during the school year. Unless otherwise specified, all Board meetings shall be held on one of the School campuses. Members of the Board are expected to attend all Regular Board Meetings in person.

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

Agenda setting

The Director and the Board Chair shall set an agenda for each Regular Board Meeting based on matters submitted for consideration. Any Board member may request a subject to be included in the agenda. Proposed agenda items should be submitted in writing to the Chair, with appropriate documentation, no fewer than ten days prior to the meeting at which the item is to be discussed. The final decision whether or not to include a proposed agenda item rests with the Chair.

Agenda format

The agendas for Regular Board Meetings shall follow the following order of business:

- 1 Apologies for absence
- 2 Approval of minutes of the previous meeting
- 3 Matters arising from the previous meeting
- 4 Performance reports
- 5 Decisions required of the Board at this meeting
 - (a) Consent agenda
 - (b) Decision items
- 6 Chair's report
- 7 Director's report
- 8 Discussion Items
- 9 Any other business

Announcement of meeting and agenda

Dates, times and locations of regularly scheduled open Board meetings will be determined during the Board Orientation Seminar. The Director shall publish the dates, time and locations of all Regular Board Meetings to members of the Company at the beginning of the school year. Updates will appear in the School newsletter.

The Director shall ensure that an announcement of the Board meeting along with the agenda is posted at prominent locations on both school campuses and is distributed to the members of the Company electronically, no less than five days prior to the Board meeting. The agenda must contain sufficient detail for the School Community to know what business the Board plans to conduct.

If the meeting date must be changed for any reason, the Chair and the Director will decide a new date. The Director shall ensure that all Board members are notified of the date, time and place of the re-scheduled meeting. Whenever possible, in an exceptional circumstance when the date, time or location of a Board meeting needs to be changed, the notice of that change will be made to the community at least two weeks in advance.

Distribution of materials

A packet of meeting materials shall be distributed by the Director to all Board members and other meeting participants at least the Friday prior to the meeting. The packet shall contain the agenda, minutes of the previous meeting and any reports or documentation available as background information for agenda items. The Director shall ensure that the meeting materials shall be made available to members of the Company in hard copy through the School libraries.

DATE OF ADOPTION:	August 29, 2013
DATE OF IMPLEMENTATION:	August 29, 2013
REFERENCES:	Articles of Association, 45, 48, 50
CROSS-REFERENCES:	2.004 Duties of Individual Board Members 2.106 Orientation and Development of Board members 2.200 Duties of Board Officers 2.303 Quorum

2.301 Special Board Meetings

Special meetings of the Board may be called by the Chair as the need arises. Special Board Meetings and their purpose shall be announced at least one week prior to the meeting. The call of the meeting shall be made in writing to all Board Members and shall indicate the subject(s) proposed for discussion.

Special Meetings shall be open to members of the School Community as observers. Whenever possible, the Director shall ensure that an announcement of the Special Board Meeting along with the agenda is published to the members of the Company electronically, no less than one week prior to the meeting. The agenda must contain sufficient detail for the School Community to know what business the Board plans to conduct.

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 business other than that stated in the notice of the Special Meeting shall be considered or transacted unless all voting members are present and agree to consider and transact other business. All Special Board Meetings must have a quorum in order for any business to be transacted. Actions taken by the Board during Special Meetings shall be legal and binding.

DATE OF ADOPTION: August 29, 2013
 DATE OF IMPLEMENTATION: August 29, 2013
 REFERENCES: Articles of Association, 45
 CROSS-REFERENCES: 2.300 Regular Board Meetings
 2.303 Quorum

2.302 Closed Sessions

At the discretion of the Chair or upon request of a majority of voting Board members, the Board may hold a Closed Session to discuss matters considered by the Board to be confidential. Typically these meetings, when necessary, are held following a Regular Board Meeting, but a Closed Session may be scheduled independently, as deemed necessary by the Board.

Closed Sessions are generally permitted for the following reasons:

- To consider grievances or complaints;
- To reach a final decision on the selection of the Director;
- To evaluate the Director's performance;
- To evaluate the Chair's performance;
- To agree instructions on negotiation terms for financial transactions which require Board approval;
- Legal discussions concerning the prosecution, defense, settlement or litigation of any judicial action or proceeding in which the Board or the School is a party;
- To discuss dismissal of an employee or student;
- To discuss requests by management for exceptions to policy with regard to specific employees;
- To consider appointment of a member to fill a vacancy on the Board, to elect Officers of the Board, to discuss appointment of a member to fill a vacancy on the Board, and to consider dismissal of a Board member;
- To discuss other sensitive issues as determined by the Board Chair.

Attendance

Closed sessions are limited to voting Board members, the Director and those specifically invited by the Board. The Director shall not be in attendance during the election of Board Officers, during discussions of the Director's performance, and in instances where the Board deems there is a conflict of interest.

Closed Session Agenda

The Director and the Board Chair shall set an agenda for each Closed Session based on matters submitted for consideration. Any Board member may request a subject to be included in the agenda. Proposed agenda items should be submitted in writing to the Chair, with appropriate documentation, no fewer than ten days prior to the meeting at which the item is to be discussed. The final decision whether or not to include a proposed agenda item rests with the Chair.

The Director will distribute the Closed Session Agenda and all relevant materials to each Board member no less than the Friday prior to the meeting. The agenda of the Closed Session is confidential and shall only be made available to members of the Board.

Decisions

No business other than that stated in the agenda of the Closed Session shall be considered or transacted unless all voting members are present and agree to consider and transact other business.

Decisions reached in Closed Session are legal and binding. At the discretion of the Board Chair, decisions made by the Board in Closed Session may be recorded in the Chair's report for the next Regular Board Meeting.

Minutes of Closed Sessions

Minutes of Closed Sessions shall be taken by the Secretary of the Board or his/her designee. The minutes will record, at a minimum, the date of the Closed Session, attendance and decisions reached. If any Board members has to leave during the Closed Session, the time of their departure is noted in the minutes.

Minutes of Closed Sessions are confidential and shall be distributed for approval only among Board members and the Director. Upon approval, the minutes shall be held confidential to Board members and shall be disclosed only when such disclosure is required by law.

The Secretary of the Board shall be the primary repository of Closed Session minutes. The Closed Session minutes will be stored in a secure place at the School. Minutes of past Closed Sessions shall be available to current Board members upon request to the Board Secretary or his/her designee.

Confidentiality

All persons attending any Closed Session shall keep all matters discussed in the Closed Session confidential.

DATE OF ADOPTION:	August 29, 2013
DATE OF IMPLEMENTATION:	August 29, 2013
REFERENCES:	Articles of Association, 45
CROSS-REFERENCES:	2.004 Individual Board Member Responsibilities
	2.008 Board-Director Relationship
	2.010 Board Evaluation
	2.105 Election of Board Officers
	2.106 Orientation and Development of Board Members
	2.107 Vacancy or Resignation of Board Members
	2.108 Removal of Board Members
	2.300 Regular Board Meetings
	2.303 Quorum
	2.305 Board Minutes
	3.000 The Director
	3.003 Recruitment and Selection of the Director
	3.007 Performance Assessment of the Director
	3.009 Termination of Director's Employment Contract

2.303 Quorum

Half of the total voting members of the Board shall constitute a quorum for the transaction of business. The only action that may be taken if fewer members are present is the action to adjourn.

DATE OF ADOPTION:	August 29, 2013
DATE OF IMPLEMENTATION:	August 29, 2013
REFERENCES:	Articles of Association, 46-47
CROSS-REFERENCES:	2.300 Regular Board Meetings
	2.301 Special Board Meetings

2.302 Closed Sessions

2.304 Board Decision-making

Decisions of the Board shall be made by simple majority of the quorum present. The voting method shall be by show of hands. Each voting Board member, excluding the Chair or Acting Chair, shall have one vote. The Chair or Acting Chair shall abstain from voting unless there is a tie. There shall be no voting by proxy or by mail-in votes.

Recording of decisions

All decisions taken by the Board shall be recorded in the minutes, including the names of the mover and seconder of each motion. Matters disposed of shall also be recorded. The identity of contributors to decisions will remain confidential. All Board members shall support Board decisions, even if they do not agree with the decision made. Therefore no Board member shall have the right to have his/her dissent recorded in the minutes.

DATE OF ADOPTION:	August 29, 2013
DATE OF IMPLEMENTATION:	August 29, 2013
REFERENCES:	Articles of Association, 45
CROSS-REFERENCES:	2.200 Duties of Board Officers 2.300 Regular Board Meetings 2.301 Special Board Meetings 2.302 Closed Sessions 2.305 Board Minutes

2.305 Board Minutes

The Board shall endeavour to make its proceedings as transparent as possible. Therefore minutes shall be kept for all meetings of the Board and meetings of the Company, whether they are open or closed to the members of the Company.

The Director shall ensure that a suitable qualified person will be in place to take minutes of all Board and Company meetings, except Closed Sessions, Study Sessions and Committee meetings. The Board Secretary shall ensure that minutes are recorded of Closed Sessions and Study Sessions. The Committee Convenor shall ensure that minutes are recorded of Committee meetings.

Content of minutes

Minutes shall include not less than the following:

- 1 A statement of the time, date and place of the meeting,
- 2 The type of meeting to be held,
- 3 Individuals present, by name,
- 4 Board members absent, by name,
- 5 The name of the note taker who recorded the minutes,
- 6 Matters disposed or decided on by motion, made and seconded,
- 7 For Closed Sessions and Study Sessions, the purpose(s) for which the session was held.

The minutes shall also include brief summaries of discussions by Board members. The identity of contributors to discussions and or decisions will remain confidential. Supporting documents, including correspondence, shall be attached to the minutes in the official file.

Communication of decisions

The Director shall be responsible for informing the School Community of decisions made at the Board meeting that affect them. This communication may precede the approval of official minutes.

Review and approval of minutes

The Director shall submit draft minutes to the Secretary to review. The Secretary shall review the minutes in consultation with the Chair. Draft minutes of Regular Board Meetings and Closed Sessions will be issued to Board members within eight days after the Board meeting. The draft minutes shall be submitted to the

Board for review, amendment, correction and approval at the next regularly scheduled Board meeting (or Closed Session in the case of minutes from those sessions) and signed upon approval by the Secretary and the Board Chair.

Communication of minutes

Except for minutes taken during an Closed Session, all approved minutes of the current and previous school year shall be accessible in an area of the School website that is only accessible to Company members. Copies shall be available in the School libraries. Older minutes shall be kept on file in the Board Room and shall be made available upon request to any member of the Company.

Archiving

The Secretary of the Board shall be responsible for the safekeeping of the minutes and for their orderly transfer to his/her successor. Approved minutes are the official record of Board actions and shall be maintained in perpetuity by the School.

Minutes of Closed Sessions

Minutes of Closed Sessions shall be taken by the Secretary of the Board or his/her designee. The minutes will record, at a minimum, the date of the Closed Session, attendance and decisions reached.

Minutes of Closed Sessions are confidential and shall be distributed for approval only among Board members and the Director. Upon approval, the minutes shall be held confidential and shall be disclosed only when such disclosure is required by law. At the discretion of the Board Chair, decisions reached in Closed Sessions may be published to the Community in the form of an addendum to the Regular Board Meeting minutes.

Minutes of Closed Sessions are to be maintained by the Board Secretary or his/her designate with a copy to be held in a lockable cupboard in the Board Room.

Minutes of past Closed Sessions shall be available to current Board members upon request to the Board Secretary or his/her designee. The Director may have access to those Closed Sessions minutes for which he/she was in attendance.

DATE OF ADOPTION:	August 29, 2013
DATE OF IMPLEMENTATION:	August 29, 2013
REFERENCES:	Articles of Association, 34
CROSS-REFERENCES:	2.003 Powers and Duties of the Board
	2.200 Duties of Board Officers
	2.300 Regular Board Meetings
	2.301 Special Board Meetings
	2.302 Closed Sessions
	2.304 Board Decision-making
	2.307 Study Sessions
	2.4 Board Communication

2.306 School Community Attendance at Board Meetings

The Board will seek to conduct its business in regular public sessions. Therefore all Regular Board Meetings and Special Board meetings shall be open to the members of the Company, the School Community and to guests who may be invited by the Board. Other individuals may attend these meetings only by prior approval of the Chair. Parents and teachers other than non-voting liaisons may observe meetings but not participate in discussions unless the Board specifically requests them to. If, during a regular meeting the Board votes to go into Closed Session, the public will be excluded from that part of the meeting.

DATE OF ADOPTION:	August 29, 2013
DATE OF IMPLEMENTATION:	August 29, 2013
CROSS-REFERENCES:	2.300 Regular Board Meetings
	2.301 Special Board Meetings
	2.302 Closed Sessions

2.307 Study Sessions

Study Sessions of the Board may be called when intensive consideration of a timely subject is desirable or to allow time for special study of an issue. Study Sessions may be called by the Chair at the request of the Director or a Board Committee. The request shall indicate the subject proposed for discussion and the date proposed for such meetings, and must be submitted in writing to the Board at least one week prior to the proposed date of meeting. No business other than that stated in the notice of the meeting shall be considered.

The Board cannot make any decisions at Study Sessions. The Secretary shall make a synopsis of the Study Session to be included in the Chair's report at the following Board meeting.

Study Sessions are limited to voting Board members, the Director and those specifically invited by the Board. The Director shall not be in attendance when the Study Session is pertaining to his/her own performance.

DATE OF ADOPTION: August 29, 2013
DATE OF IMPLEMENTATION: August 29, 2013
CROSS-REFERENCES: 2.201 Board Committees
3.000 The Director
3.007 Performance Assessment of the Director
3.009 Termination of Director's Employment Contract

2.308 Board Open Forums

Twice annually the Board shall organize a Board Open Forum. The purpose of these forums is to engage with the community on governance issues and to keep community members informed of the work of the Board. All members of the School Community can attend Open Forums.

DATE OF ADOPTION: August 29, 2013
DATE OF IMPLEMENTATION: August 29, 2013
CROSS-REFERENCES: 2.000 The Board

2.4 Board Communication

2.400 Board Internal Communication

The Board is committed to open, effective and inclusive internal communication. Therefore the Board shall aim to create an atmosphere wherein everyone's ideas and opinions are valued. To achieve this, Board members are encouraged to:

- Promote candid and open discussions;
- Share relevant information, ideas and opinions;
- Seek to understand information and other people's views by asking questions and listening;
- Be willing to modify or withdraw their own opinions;
- Be tolerant of different opinions and different styles of communication;
- Consider the impact and consequences of communication in advance;
- Participate in a mindful manner;
- Recognize that conflict and misunderstandings may occur, and if conflict or misunderstandings occur, then go to the source with resolution in mind;
- Assume positive intentions and understand that all Board members believe that they act in the best interest of the School;
- Communicate positive information and praise when appropriate.

Access to information

To promote fairness within the Board, all Board members have equal access to information. The Vice-Chair shall always be copied in correspondence to and from the Chair to ensure the continuity of the Board in the Chair's absence.

Communication with the Director

All communication on Board related matters from individual Board members to the Director shall go through the Chair. The final decision whether or not to communicate comments, concerns or questions from individual Board members to the Director, lies with the Chair.

DATE OF ADOPTION: March 06, 2014
 DATE OF IMPLEMENTATION: March 06, 2014
 REFERENCES:
 CROSS-REFERENCES: 2.004 Individual Board Member Responsibilities
 2.005 Board Member Code of Conduct and Ethics
 2.008 Board-Director Relationship

2.401 Board External Communication

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.

Individual Board members are not authorised to discuss School or Board issues with the media/press or with outside organisations without prior authorisation from the Director and/or the Board.

DATE OF ADOPTION: March 06, 2014
 DATE OF IMPLEMENTATION: March 06, 2014
 CROSS-REFERENCES: 2.002 Board Member Authority and Indemnity
 2.004 Individual Board Member Responsibilities
 2.005 Board Member Code of Conduct and Ethics
 2.008 Board-Director Relationship

2.402 Board Interaction with the Community

Information to the community

The Board recognizes the importance of open communication with the Company members. The Director shall be responsible for keeping the School Community informed of Board decisions. The Director shall also ensure that relevant Board documents are available to the School Community. The Memorandum and the Articles of the Association, Board meeting minutes, the School Policy Manual and the Parent Handbooks shall be kept on file at the libraries of the School and in the Board Room, where they are available for inspection by Company members.

Twice annually the Board shall organize a Board Open Forum. The purpose of these forums is to engage with the community on issues of Company governance and to keep Company members informed of the work of the Board.

Individual Board member interaction with the Community

In communication with the School Community, all Board members must refrain from expressing personal opinions on Board issues and individual judgments on other Board members, Director or Staff performance. All Board members shall at all times uphold the integrity and unity of the Board. However, Board members have the authority to communicate explicitly stated Board decisions as per the approved Code of Conduct.

Board members shall refer concerned community members to the most appropriate level in accordance with School policy, and shall refrain from responding to the situation individually. Significant concerns may be brought to the attention of the Chair for his/her consideration.

Correspondence with the Community

Written communication with the School Community on Board related issues is the responsibility of the Board Chair or his delegate. All correspondence addressed to the Chair or to the Board, individually or collectively, shall be shared with the entire Board prior to the next Regular Board Meeting. If the issue requires administrative attention, it shall be referred to the Director. The Chair shall always send a letter of acknowledgement of receipt to the correspondent.

DATE OF ADOPTION:	March 06, 2014
DATE OF IMPLEMENTATION:	March 06, 2014
CROSS-REFERENCES:	1.004 Articles of Association 2.004 Individual Board Member Responsibilities 2.005 Board Member Code of Conduct and Ethics 2.008 Board-Director Relationship 2.300 Regular Board Meetings 2.305 Board Minutes 2.308 Board Open Forums

2.403 Board Interaction with Faculty

The Director conducts the School's operations and administration on behalf of the Board, so all authority and accountability of staff, as far as the Board is concerned, is considered the responsibility of the Director. Accordingly, the Board or individual Board members shall never give instructions to persons who report directly or indirectly to the Director, and the Board shall refrain from evaluating, either formally or informally, any staff other than the Director.

Notwithstanding the foregoing, each Board member may interact with the School on behalf of their own children as any parent is entitled and encouraged to do. It is understood, however, that the Board member is acting only as a parent in these cases. If necessary the Board member should make this explicitly clear. At all times Board members shall avoid acting on privileged information to which a parent normally would not have access.

It is the responsibility of the Director to educate the Faculty on the governance role of the Board.

DATE OF ADOPTION:	March 06, 2014
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DATE OF IMPLEMENTATION: March 06, 2014

CROSS-REFERENCES: 2.002 Board Member Authority and Indemnity
2.003 Powers and Duties of the Board
2.004 Individual Board Member Responsibilities
2.005 Board Member Code of Conduct and Ethics
2.008 Board-Director Relationship
3.000 The Director

2.5 School Policy

2.500 School Policies

The Board shall have clearly formulated, up-to-date, comprehensive written policies for both School and governance operations. The policies will be maintained in a manual entitled "International School of Tanganyika | School Policy Manual". The School Policy Manual is the institutionalisation of the instructions of the Board to the Management of the School as to how the Board wishes the School to be operated. The School Policy Manual forms a legal basis for Board and administrative actions.

The policies developed by the Board and the regulations developed to implement policy, are designed to bring consistency and clarity to School operations, to provide continuity and stability, and to achieve an effective and efficient school system. All the School Community shall abide by them.

Adoption of new policies or changing existing policies is solely the responsibility of the Board. The Director shall be responsible for the implementation of the policies established by the Board and shall issue management rules and regulations in line with School policies as may be necessary to this end.

The 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 Director shall ensure that copies of new or revised policies are distributed to all holders of policy manuals. Hard copies of the School Policy Manual shall be given to all Board members, the Director, the Principals, the General Manager Finance and Administration, the staff rooms and the School libraries. The School Policy Manual shall be available electronically to any member of the School Community.

DATE OF ADOPTION: September 20, 2012
 DATE OF IMPLEMENTATION: September 20, 2012
 CROSS-REFERENCES: 3.001 Powers and Duties of the Director

2.501 Proposals for Policy

Proposals for new policies or revisions of current policies may be made in writing by anyone within the School Community, either as an individual or on behalf of a group, including a student, a parent, a member of the school staff, a member of the Board or the Director. Action on such proposals, whatever their source, is taken finally by the Board in accordance with School policy and the Articles of Association.

DATE OF ADOPTION: September 20, 2012
 DATE OF IMPLEMENTATION: September 20, 2012
 CROSS-REFERENCES: 1.004 Articles of Association
 2.503 Development and adoption of policy
 EXHIBITS: 2.501E Policy Proposal Form

2.502 Principles of Policy Development

Alignment with Tanzanian law

All School policies shall conform to the laws of Tanzania. Questions concerning the legality of any policy shall be addressed to the office of the Director.

Alignment with the Articles of Association

All School policies shall conform to the School's Articles of Association.

Alignment with Vision and Purposes of the School

All School policies shall be in line with the Mission, Vision and Strategic goals of the School.

Alignment with best practice

Policies shall be aligned with best practice for international schools as recognised by accreditation agencies and/or educational advisory bodies. The research process for a new policy or major policy revision shall include a comparative analysis of relevant policies of other international schools.

Procedure for development and adoption of policy

The Board shall publish a procedure for the development and adoption of policy. Adoption, deletion, or amendment of a policy shall require consultation with the Director and the members of the Company. Policy can be adopted, deleted or amended at a Regular or Special Board Meeting where a quorum of Board members are present, by a majority vote. Amendments to policy that do not have consequences for any school operation, e.g. adjustments in numbering, order, titles of positions, spelling et cetera, do not require community consultation.

Consistency

The Board shall ensure that new and revised policies are not in contradiction with other policies. Therefore the research process for a new, amended or revised policy shall include:

- the level of compliance with existing policy and/or procedures,
- whether any related policies need to be revised or rescinded.

Wording

Policies shall be written in clear, concise, simple language. Insofar as possible, each policy statement shall be limited to one subject. Information that goes out of date quickly shall not be included.

Codification of policies

Prior to enactment, all policy proposals shall be titled, coded and cross-referenced as appropriate to subject and in conformance with the codification system used in the School Policy Manual. The numerical codification system has been developed for the Council of International Schools and was adapted for use by the International School of Tanganyika.

Codification of procedures

Administrative regulations that involve Board action shall be treated as policies and shall be filed in the School Policy Manual. Exhibits shall have the code of the policy they correspond to with the suffix E (for exhibits) added after the policy code.

DATE OF ADOPTION:	September 20, 2012
DATE OF IMPLEMENTATION:	September 20, 2012
REFERENCES:	CIS Policy Planner, 3 rd Edition
CROSS-REFERENCES:	1.004 Articles of Association 1.100 Guiding Statements 1.400 Accrediting Agencies 2.300 Regular Board Meetings 2.301 Special Board Meetings 2.303 Quorum 2.503 Development and adoption of policy
EXHIBITS:	2.501E Policy Proposal Form

2.503 Development and Adoption of Policy

The adoption of School policies shall follow the sequence below.

- 1 Proposals for a new policy or policy revision from any source within the community shall be submitted in writing to the Director through the Policy Proposal Form.
- 2 The Director shall examine the proposals.
- 3 The Director shall present the policy proposal to the Board for review and study.
- 4 The Board shall review the proposal and either approve it for drafting or reject it, in which case the Chair of the Board will inform the person(s) submitting the proposal of the reason for rejection.
- 5 If approved, the Director or designee shall draft the new or revised policy in consultation with the appropriate Board committee or working group. The committee may decide to solicit input on the issues under consideration from staff, parents, students and external experts as appropriate.
- 6 The committee concerned makes a recommendation to the Board for first reading.

- 7 The Board shall read the proposed policy or policy amendment and decide by majority vote if it may be published to the members of the Company for community consultation, or if it must be referred back to the committee concerned for further amendment. In the latter case, the committee concerned makes the required changes, followed by a second reading by the Board and a second decision by majority vote.
- 8 Upon Board approval the Director shall publish the draft policy to the members of the Company for consultation and feedback.
- 9 Responses of concerned individuals or groups received by the Director will be presented to the committee concerned.
- 10 The committee concerned will prepare a final draft and make a recommendation to the Board for second (or third) reading.
- 11 The Board will read the proposed or revised policy and formally adopt it by majority vote or refer it back to the committee concerned for further amendment.
- 12 All new policy revisions adopted by the full Board shall carry both the date of adoption and the effective date of implementation. Policies and amendments adopted by the Board shall be attached to and made a part of the minutes of the meeting at which they are adopted.
- 13 The Director shall publish the new or revised policy to the members of the Company. The Board Secretary will ensure that all policy revisions are archived and that the new or revised policies will be included in the School Policy Manual.
- 14 The Director will develop or amend administrative regulations based on the new or revised policy.

Policies and amendments to policies shall be effective immediately upon adoption, unless a specific effective date is provided in the motion to adopt.

Collective Responsibility

Not all Board members may agree on the wording or even the intent of every policy. If a Board member is opposed to a policy, he or she will follow established procedures for expressing opposition and offering alternative suggestions first with the appropriate committee and then with the full Board.

DATE OF ADOPTION:	September 20, 2012
DATE OF IMPLEMENTATION:	September 20, 2012
DATES OF AMENDMENT:	March 06, 2014
CROSS-REFERENCES:	2.201 Board Committees 2.202 Mandates of Board Committees 2.305 Board Minutes 2.501 Proposals for Policy 2.502 Principles of Policy Development
EXHIBITS:	2.501 E Policy Proposal Form

2.504 Policy Review

In an effort to keep its written policies up-to-date so that they may be used consistently as a basis for Board action and administrative decisions, the Board shall review its policies on a regular basis, every 3–5 years. The Director is charged with bringing to the Board's attention any policies that are out of date or for any other reason appear to need revision. The Board directs the Director to recall all policy and regulation manuals once a year for administrative updating.

DATE OF ADOPTION:	September 20, 2012
DATE OF IMPLEMENTATION:	September 20, 2012

2.505 Administration in Absence of Policy

In the absence of policy on an issue, the Director may make a decision based on his/her professional experience and previous Board decisions. In dealing with significant policy issues the Director shall refer the matter to the Chair to be placed on the agenda of the next Regular Board Meeting so a policy can be developed according to Board-established procedure for policy development.

DATE OF ADOPTION:	September 20, 2012
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DATE OF IMPLEMENTATION: September 20, 2012
 CROSS-REFERENCES: 2.300 Regular Board Meetings
 2.503 Development and adoption of policy

2.506 Suspension of Policies

In exceptional circumstances the Board shall have the right to add to, delete, amend, or to temporarily suspend any policy by a majority vote of Board members present at any Regular or Special Board Meeting. The additions, deletions or amendments take effect with adoption and supersede all previous policies.

DATE OF ADOPTION: September 20, 2012
 DATE OF IMPLEMENTATION: September 20, 2012
 CROSS-REFERENCES: 2.300 Regular Board Meetings
 2.301 Special Board Meetings

2.507 Evaluation of Policy Execution

To ensure that there is compliance with School policy, Board shall take such steps as may be necessary to review the implementation of School policy. These steps may include, but are not limited to, the commission or conduct of regular external or internal audits and reviews of procedures related to policy. The findings of such audits or reviews shall be presented to the Board for consideration.

DATE OF ADOPTION: September 20, 2012
 DATE OF IMPLEMENTATION: September 20, 2012

2.508 Administrative Regulations

Development of administrative regulations

The Board delegates to the Director the authority and responsibility to formulate administrative rules, regulations and procedures to implement School policies and decisions. The administrative regulations must, in every respect, be consistent with the policies adopted by the Board. The Board shall be provided with copies of all regulations, forms and/or other documents issued by the administration.

Board role in review of regulations

The Board reserves the right to review administrative regulations, procedures and forms at its discretion, to ensure they are consistent with the intent of policies adopted by the Board. The Board shall revise or veto such regulations only when, in the Board's judgment, they are inconsistent with policies adopted by the Board or the Vision, Mission and Strategic goals of the School.

Dissemination

Administrative regulations that do not require Board action shall be published in an Administrative Manual and in appropriate handbooks, e.g. Parent, Student and Teacher Handbooks. Administrative regulations that involve Board action shall be treated as School policies and shall be filed in the School Policy Manual. The Board shall be provided with copies of all major school wide regulations issued by the Director.

DATE OF ADOPTION: September 20, 2012
 DATE OF IMPLEMENTATION: September 20, 2012
 CROSS-REFERENCES: 1.100 Guiding Statements
 2.500 School Policies

Exhibits

- 2.005E Code of Conduct and Ethics Form – for Board members
- 2.006E Conflict of Interest Disclosure Form – for Board members
- 2.006E Conflict of Interest Disclosure Form – for Board candidates
- 2.102E Nomination Form
- 2.103E Proxy Form
- 2.501E Policy Proposal Form