

ASOY BOARD BY-LAWS and POLICY MANUAL

November 11, 2013

Association Board By-Laws
American School of Yaoundé (ASOY)

1. POWER AND DUTIES OF THE BOARD

- a) All executive powers of the Parent's Association shall be vested in the Board of Directors per its Constitution, and the Board may delegate such of its powers as it may deem fit. The ASOY Constitution shall guide all Board actions.
- b) The Board shall, in consultation with the School Director, establish the principles and policies of ASOY and approve its program, budget, and annual tuition in a schedule to be set by the Board by September annually., The President shall submit an annual report on actions of the Board at the Spring Annual General Meeting.
- c) The Board shall review periodically the admission practices of the School, as implemented by the Director, with the intent of implementing the Vision and Mission of the school.
- d) In the event a Board member cannot complete his or her term of office, the Board shall appoint a new Board member by majority vote to serve until the next Annual General Meeting.
- e) The Board shall be responsible for the hiring, evaluation, and compensation of the Director of the School.
- f) All powers of the Board derive from the Constitution of the Association and are granted in terms of action as a group; therefore individual members exercise authority only as they take action at a duly convened, official meeting of the Board, and never individually outside of these parameters.
- g) Individual Board members will not make any promise of action in response to a request or complaint. Members receiving such requests or complaints will refer the matter to the Director, who will investigate the matter and respond as appropriate.

2. MEETING OF THE BOARD

- a) The Board shall meet at least monthly except during normal summer break or when the Board decides prudent not to meet (e.g., February due to Director absence for recruiting). Five (5) present voting Members of the Board shall constitute a quorum for the transaction of business. Board members cannot carry proxy votes for absent Board members. The general order and format for Board meetings shall follow Robert's Rules of Order, implemented such as the Board finds suitable to its business needs and for the good of the order of meetings.

- b) A special meeting can be called by the President of the Board, or any two (2) voting members of the Board. Not less than five days' notice shall be given in writing specifying the time, place and purpose of the meeting.
- c) When standing for election to the Board, the prospective member takes on a commitment to attend regular monthly Board meetings, committee meetings, and an annual governance training workshop. If a member is absent at three consecutive monthly Board meetings, this will constitute an automatic resignation from the Board. In extraordinary circumstances, exceptions to this policy can be made by a simple majority vote of the Board.
- d) If in the judgment of the President circumstances warrant an emergency meeting, reasonable steps will be taken to notify all members. A majority of the voting membership of the Board must agree in order to waive the normal notification requirement of five days. Insofar as circumstances permit, the Association members will be informed of emergency meetings.
- e) Closed sessions or executive sessions of the Board may be held at the request of the Director or any Officer of the Board, or under conditions that require confidentiality for any Association member, student, or employee of ASOY, or any legal issues or similar discussions that may require unusual sensitivity for the good of the order.

3. OFFICERS OF THE SOCIETY

- a) At its first meeting following the Fall Annual General Meeting of the Association, the Board shall elect by a majority vote of those present and voting, for a term of one year, the following officers of the Society:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
- b) A vacancy in any office may be filled by the Board at any official meeting by a majority vote. No salaries or any other compensation shall be paid for service as an officer of the Association or as a Board member except that reimbursement may be made for reasonable expense incurred in connection with such service as approved by the Board.
- c) The President of the Board shall preside at meetings of the Board of Directors.
- d) The Vice-President shall perform duties of the President in his absence.
- e) The Secretary shall keep the minutes of all meetings of the Board and shall send to members of the Board the minutes and notices of meetings with five (5) working days of the Board meeting. The Secretary must approve all minutes before they are circulated to members of the Board for acceptance or revision at Board meetings. He or she shall also keep the minutes of the Association General Meetings.
- f) The Treasurer shall keep informed concerning receipts and expenditures and shall report to the Board advising them with respect to financial matters.

4. STANDING COMMITTEES OF THE BOARD

- a) There shall be a Standing Committee of the Board to be known as “The Executive Committee” which shall consist of the President, Vice-President, the Secretary, the Treasurer, and the Director as ex officio. Between meetings of the Board, all of the Board’s powers and duties shall be vested in and exercised as required for urgent business by the Executive Committee except to elect officers or select interim members of the Board or dismiss the Director. Decisions made by the Executive Committee on behalf of the Board must be reported at the next Board meeting. In no event can the aggregate financial impact of such decisions (including sale or purchase of assets and hiring or firing of personnel) between successive Board meetings exceed a value equivalent to two percent of the current year’s budgeted tuition income, subject always to approval by the Board to either increase or decrease this authority level for specific circumstances.
- b) Such other Standing Committees as are deemed necessary may be established by the Board
- c) Each Standing Committee of the Board shall make its own rules, keep regular minutes of its actions, and make a report to the next meeting of the Board. Except as hereinafter provided, the President of the Board, with the approval of the Board, shall solicit and/or appoint all members of the Standing Committees for terms ending at the close of the Association’s Fall General Meeting. His or her solicitations and appointments may be from the membership of the Association or outside of the Association, including non-voting members.
- d) The Board may organize committees from among the membership of the Association and the broader, non-voting community for special projects, fact-finding, programs, or services.

5. THE FINANCIAL YEAR

- a) Unless otherwise resolved by the Board of Directors, the Association’s financial year shall start on August 1 and end of July 31.
- b) By October of each year, the previous academic school year’s accounts shall be audited by an external auditor with recommendations provided and a report made to the Board by the Director or his/her delegate.

6. THE DIRECTOR OF THE SCHOOL

- a) The Director shall be the chief executive officer of the School, responsible to the Board per the terms of the Director’s job description and contract. His or her term of appointment and salary shall be determined by a majority vote of the Board.
- b) Subject to policies laid down by the Board, the Director shall develop the School and conduct its programs and services. He/she shall appoint and dismiss professional and non-professional employees and develop and implement all operational and management policies. He/she shall administer funds in accordance with the approved budget, and execute contractual and financial instruments as authorized by the Board.

- c) The Director in consultation with the Finance Committee shall prepare the preliminary budget document for consideration by the Board.
- d) Except when his or her employment terms are under consideration or during a Board deliberation relating to the Director's annual performance evaluation, the Director shall sit with the Board and provide regular reports and advice but shall not vote and shall not be counted to determine a quorum.

ASOY VISION AND MISSION STATEMENT

VISION

The vision of the American School of Yaoundé is to be an educational institution that is highly regarded for its focus on academic excellence, innovative practice, community service learning, and global citizenship.

MISSION

By offering an enriched American curriculum in a challenging, secure, and diverse environment, the American School of Yaoundé seeks to ensure that all students achieve academic success, demonstrate critical thinking skills, and become responsible and compassionate global citizens.

POLICIES OF THE ASOY BOARD OF DIRECTORS

Preamble to the Policies

In accordance with the Constitution, Article II.A that vests executive powers in the Board, and By-Law 1 (a) that grants the Board the powers to delegate such powers as it may deem fit, the Board delegates specific executive powers to the Director through the policies included in this document, the Board Policy Manual.

The Board retains the power to make exceptions to or waive any policy, as it deems necessary to accomplish ASOY's mission or to benefit the ASOY student body. It shall only do so after proper consideration and a majority vote of its Directors at a properly constituted meeting, or, in between meetings, by majority vote of the Board's Executive Committee. Any exceptions or waivers to policy shall be reported to the Association and recorded in its minutes, which shall be available to Association members.

A. BOARD-DIRECTOR RELATIONS POLICIES

1.0 Global Policy on Board-Director Relations

- a) The Board delegates the totality of the School's operations to the Director, as Chief Executive Officer, as set out in the job description.
- b) The Board holds the Director accountable for providing sufficient information to allow the Board to do its fiduciary duty. In particular, the Director shall provide in a timely manner all information required by policy and any other information requested by the Board.

- c) The Board holds the Director accountable for maintaining accreditation with at least one internationally recognized accreditation agency.
- d) The Board and the Director will endeavor to maintain an honest, collaborative and transparent relationship based on a mutual desire to achieve the Mission.
- e) The Board approves and develops, in consultation with the Director, the Board policies, job description, key performance indicators (KPIs), and annual goals of the Director. It will not interfere in the manner in which these objectives are achieved, provided the Director acts according to the laws of Cameroon, the Constitution, the By-Laws, the Mission, Board policies and/or specific directions from the Board as noted in its minutes.
- f) The Board holds the Director accountable for raising with the Board any breach by the Board itself of this or any other element of the Constitution, By-Laws or Board policies relating to the Board's own responsibilities.

2.0 The Board's Role

2.1 Appointments and Termination of the Director

a) Appointment

As set out in the By-Laws of the School, the Board is responsible for appointing the Director as the Board's sole employee. In carrying out this responsibility, the Board shall ensure that it is open and inclusive in both its recruitment and selection processes.

b) Non-Renewal or Termination

The Board is responsible for the decision not to renew or terminate the Director's employment contract. In carrying out this responsibility, the Board shall ensure that it is fair and transparent in its dealings with the Director.

2.2 The Director's Employment Contract

- a) The Board is responsible for developing a written contract of employment that sets out all terms and conditions. The contract will include as an addendum the job description, which shall comprise the Director's duties, responsibilities and leadership competencies.
- b) The Board shall review the job description annually to ensure that it reflects the requirements of the position and shall ensure that the employment contract contains a regionally competitive compensation package that is commensurate with the duties and responsibilities required of the Director.

2.3 The Director's Evaluation

- a) The Board shall evaluate the Director based on his/her performance of the job description, annual goals, key School performance indicators, and compliance with Board policy.

- b) The Board shall set a clear system of performance evaluation criteria in consultation with the Director to be finalized by the beginning of the School year, and develop, in consultation with the Director, a year-round support system that ensures continuous assessment, consultation and feedback, including a mid-cycle review..
- c) Ensure that the Director has access to the Executive Closed Board Meeting to appeal any aspect of the evaluation and appraisal.
- d) The Board shall deliver a formal, written evaluation to the Director by June of each year and will conduct a mid-cycle review with the Director.

2.4 The Director’s Professional Development

- a) The Board shall be responsible for ensuring that the School allocates adequate resources to the professional development of the Director to assist him/her in the performance of his/her annual goals, duties and responsibilities.
- b) The Board shall ensure that the Director’s annual professional development plan addresses the improvement areas identified in his/her previous annual written evaluation report.

B. STUDENTS AND LEARNING POLICIES

1.0 Global Policy on Admissions

- a) The Board holds the Director accountable for maintaining a fair and transparent admissions system in accordance with the Vision and Mission Statements of ASOY. The Director shall define in a written operational policy document the assessment criteria for admissions.
- b) The Board delegates to the Director decision-making authority for determining which candidates shall be admitted as students. The Director shall define the academic, physical, emotional, social and behavioral criteria candidates must meet for acceptance into the School, and shall only admit candidates if he/she determines the School to have sufficient space and resources to meet their academic, physical, emotional, social and behavioral needs.
- c) The Director shall ensure that the rights of current students take precedent over those of candidates.
- d) The Director has the absolute right to refuse admission to any candidate, and there shall be no right to appeal to the Board without the consent and advice of the Director to the Board.

1.1 Membership in the Association

Though membership in the Association is automatic for parents or guardians of students per the ASOY Constitution, the Board holds the Director accountable for notifying the Board of any potential exclusionary criteria for Association membership, should they exist.

2.0 Students' Rights and Responsibilities

The Board holds the Director accountable for articulating students' rights and responsibilities in line with the Mission. In particular, the Director shall ensure that these rights and responsibilities are clearly communicated to all students and their parents or guardians in a written operational policy document. Furthermore, the Director shall communicate to parents and/or guardians, and students, where developmentally appropriate, that advocacy is welcomed and valued.

At a minimum, the Director shall:

- a) Provide students with open and developmentally appropriate forums to share their concerns respectfully, and offer suggestions for School improvement.
- b) Ensure that students, parents and/or guardians have access to and understand the written rules and standards for student behavior in any School facility, either owned or rented, or at any School-sponsored activity or event. Where developmentally appropriate, the rules shall outline the disciplinary procedures should any be breached.
- c) Include rules, where developmentally appropriate, that protect student health and safety. These shall include but are not limited to, those banning violence, bullying, sexual activity, or the possession and/or use of weapons, alcohol, tobacco or illegal drugs in any School facility, owned or rented, and at any School-sponsored event or activity, by students, parents, faculty, administration, or Board members.
- d) Document appropriately all disciplinary actions for infractions of written rules or standards.
- e) State that any disciplinary action can only be appealed to the Director whose decision shall be final.
- f) Ensure that every student has the opportunity, support, and adequate resources within the approved budget to succeed academically.
- g) Establish and communicate to parents and/or guardians the maximum number of hours per month of support services (Learning Support and/or English Language Learners) available to each student.
- h) Communicate to parents and/or guardians that, in the event that services above the maximum number of hours per month (as determined by the Director) are deemed necessary and expressly allowed by the Director, the School will charge fair and appropriate fees for such services.
- i) Ensure that each student whose admission to the next division or grade level is in question has a documented student action plan. This plan shall be regularly reviewed (at a minimum annually), and be the result of a clear, documented, and consultative process with parents and/or guardians and, where appropriate, the student.

- j) Communicate the criteria, procedures and processes for exiting a student, including, but not limited to, documentation and information dissemination protocols. Parents and/or guardians may only appeal a decision to exit a student to the Director. Appeals to the Board of Directors are restricted to those in which there has been an alleged violation of this policy by the Director. The Board's decision shall be final.
- k) Protect student privacy and dignity by ensuring appropriate student information and records, including medical information, are collected, stored, and disseminated in a secure fashion, and that only appropriate access to that information, as defined by the Director, is allowed.

3.0 Student Health and Safety

The Board holds the Director accountable for establishing systems to promote a healthy and safe environment for student learning, in accordance with the Vision and Mission and best practices of American schools, to include written policies and procedures. In particular, the Director shall prioritize student health and safety in all curricular, co-curricular and extra-curricular programs and activities, and ensure resources are adequate to protect students. This shall include access to full-time nursing care for students during the school week.

At a minimum, the Director shall:

- Ensure students are appropriately educated about their physical, emotional and social development and health.
- Communicate to parents, guardians and students about the expected norms, values, and behaviors related to drug use (both legal and illegal), alcohol consumption, and tobacco use in the American school context.
- Require faculty to model healthy behaviors in the presence of students during school and at school-sponsored events on or off campus.
- Maintain comprehensive and current acute and chronic care management programs for students. These shall include, but are not limited to, regulations, procedures and protocols covering student medication and treatment plans, and shall apply at any School facility, either owned or rented, or at any School-sponsored events or activities.
- Honor the privacy of any student receiving either acute or chronic care, except in the case where information must be shared to support the care or education of the student.
- Ensure that appropriate regulations, procedures and protocols that reflect international best practices are in place and enforced to minimize the risk of injury during any School-sponsored program, event or activity, and to manage effectively any injury that should occur.
- Ensure qualified supervision of, and appropriate student training for participation in any high-risk activities, including but not limited to those involving water, ropes, physical contact, hiking, or tackling.
- Ensure that the parents and/or guardians of students participating in such activities are aware of the risks and the School's mitigating strategies for those risks, and have signed a statement waiving any claims for damages or claims of negligence against the school.
- Ensure the School maintains a current plan for infectious disease management that reflects international best practices, including, but not limited to, student and staff immunization protocols and recommendations.

- Provide a secure and comprehensive database of student health information to gather and process information on patterns of disease and injury to identify areas for further investigation and remediation.

Given the importance of student health and safety, and in line with risk management best practices, the Board shall invest in external health and safety audits based on these policies as often as it sees fit, but at least every three years. The Director shall act on any Board-endorsed recommendations.

4.0 Curriculum and Instruction

The Board holds the Director accountable for providing a written, well-articulated, standards-based, university and college-preparatory curriculum delivered in the English language. In particular, the Director shall ensure that instruction and assessment are based on internationally recognized best practices and in accordance with the standards set by the accrediting organizations.

At a minimum, the Director shall:

- Bring to the Board for approval any major changes to curriculum that could have significant impact on the School’s Mission, resources or brand image.
- Maintain a curriculum review cycle for continuous improvement.
- Promote the use of technology as an appropriate tool for learning in accordance with acceptable use procedures.
- Ensure that there are School-wide agreements regarding assessment to ensure grading consistency.
- Ensure that the minimum number of student-contact days is 175.

5.0 Co/Extra-Curricular Programs

The Board holds the Director accountable for providing for students a variety of rich opportunities to develop their physical, social, intellectual and intercultural skills. In particular, the Director shall ensure that students are encouraged to explore new activities so that each student gains a broader understanding of his/her capabilities.

The Board defines co-curricular activities to be those that supplement the established curriculum and are mandatory for students, such as International Day. The Board defines extra-curricular activities as those that are voluntary, lie outside the curriculum, but complement it by supporting the Mission and the development of students’ skills.

At a minimum, the Director shall:

- Resource adequately co- and extra-curricular activities to optimize student participation.
- Ensure that, where contractors, parents or volunteers are used to support a co- or extra-curricular program, those people are informed and held accountable for their obligations under the Community Relations Policy.
- Charge activity fees, where appropriate and reasonable, to defray the cost of external contractors, travel, rental of facilities or other costs associated with the activity.

C. HUMAN RESOURCES POLICIES

1.0 Global Policy on Human Resources

The Board holds the Director accountable for managing the recruitment, retention, professional development, supervision, evaluation and termination of employees such that student learning is optimized in line with the Mission. The Director shall be open and transparent in his or her employment practices. He or she shall strive to make hiring decisions that reflect the Mission and Vision.

The Board considers any person with an existing full or part time employment agreement and/or contract with the School to be an “employee.” Such employees, through virtue of their contract of employment, have all legal rights and must comply with the labor laws of Cameroon and these Human Resources policies, regulations, procedures and/or protocols.

At a minimum, the Director shall:

- Adhere to and enforce all applicable Cameroonian employment and labor laws, as well as Board policies.
- Create, communicate and enforce Human Resources regulations, procedures and/or protocols that are aligned with these Board policies.
- Enforce equal employment opportunity practices that do not discriminate on the basis of age, gender, religion, race, creed, color, disability, national origin, or marital status.

1.1 Recruitment and Retention

The Board holds the Director accountable for the recruitment and retention of highly effective employees who model the Mission and strive to improve student outcomes.

At a minimum, the Director shall:

- Develop written operational policies and procedures for recruitment.
- Develop a clear, written and accessible job description for each position, stating minimum requirements for education, experience, skills and competencies.
- Seek out a broad pool of candidates when hiring to ensure the School has a diverse choice of highly competent candidates, and to minimize the risk of nepotism or cronyism.
- Ensure cost-effective recruitment practices.
- Provide each new employee with a clear and written employment contract and/or agreement that outlines the terms and conditions of employment.
- Orient and support each new employee, and where applicable, his/her family, to Cameroon and the School to accelerate his/her productivity.

1.2 Employee Rights and Responsibilities

The Board holds the Director accountable for developing written policies and procedures for employee rights and responsibilities, and ensuring that all employees have access to information pertaining to their rights and responsibilities. In particular, the Director shall establish open and participative forums, so that employees may respectfully share their concerns and offer suggestions on School improvement and/or on issues that affect their employment rights.

At a minimum, the Director shall:

- Maintain an up-to-date handbook detailing all Board policies, Administration regulations, and employee rights, including a Code of Conduct that is aligned with the Mission.
- Provide employees opportunities to present ideas and/or grievances to the Administration.
- Establish and enforce clear procedures based on best practices and Cameroon law to protect employees from all forms of harassment.
- Ensure that all employee records are securely stored, and that only appropriate access, as defined by the Director and communicated to employees, is allowed.
- Provide a formal grievance procedure that is clearly documented and accessible to all staff and ensure that employees are not penalized, disciplined, or prejudiced for raising a grievance or acting as a witness in a formal grievance hearing.

Appeals to the Board of Directors shall be restricted to matters related to the interpretation and application of Board policy. All appeals must be based on documented evidence showing that the issue has already gone through the appropriate grievance protocols and processes. The Board shall only decide whether or not the Director's interpretation and implementation of said policy is reasonable in light of the Mission and other Board policies. The Board's decision shall be final.

The sole exception shall be an appeal in which the Director is accused of improper behavior that contravenes Cameroonian law or the School's Mission, Constitution, By-Laws, Board policies, or administrative regulations, procedures or protocols. In these cases, the appeal shall be taken directly to the Board, and it shall decide the case based on the presented evidence. The Board's decision will be final.

1.3 Supervision and Evaluation

The Board holds the Director accountable for ensuring an effective, formal supervision and evaluation system for all employees such that student outcomes are enhanced and there is continuous improvement towards the achievement of the Mission. In particular, the Director shall ensure that supervision and evaluation procedures are available in written policies and procedures, based on international best practices and are enforced.

At a minimum, the Director shall:

- Ensure that the supervision and evaluation process is collaborative, fair, timely, and organized to build both individual and institutional capacity.
- Ensure that all supervision and evaluation proceedings and appraisals are documented and securely stored to protect employee confidentiality and dignity.
- Ensure that each employee understands the documented performance standards tied to his/her position, and is regularly counseled on strategies to improve his/her performance relative to those standards.
- Provide a procedure for employees to appeal the content of a formal evaluation to the Director, whose decision shall be final.

Employees may only grieve a formal evaluation to the Board on the basis of a perceived flaw in the supervision and evaluation process that appears to contradict Board policies or the administrative regulations, procedures and protocols that flow from these policies. The Board's decision shall be final.

1.4 Professional Development

The Board holds the Director accountable for ensuring a cost-effective program of professional development to raise the level of competency of all employees such that student outcomes are enhanced and there is continuous improvement towards the achievement of the Mission. In particular, the Director shall institute professional development strategies using written policies that draw on international best practices to build both individual and institutional capacity.

At a minimum, the Director shall:

- Promote a climate of collaborative learning, inquiry and innovation among employees.
- Link professional development funds for employees to the Mission and school-wide and/or individual goals.
- Provide sufficient time and funds for effective professional development.
- Provide a forum for employees to give feedback and offer suggestions on ways to improve professional development.

1.5 Compensation and Benefits

The Board holds the Director accountable for ensuring a competitive, fair and transparent employee compensation and benefits structure in line with market conditions, available resources, and the approved budget.

At a minimum, the Director shall:

- Communicate clearly in writing to all employees regulations, procedures and/or protocols pertaining to their compensation and benefits, including, but not limited to, health care, pension, leaves of absence, work schedules, and work load.
- Keep the Board informed of changing compensation practices in international schools.

1.6 Renewals, Non-Renewal or Termination of Contracts

The Board holds the Director accountable for ensuring any decisions with regard to the renewal, non-renewal or termination of employment contracts are fair, supported by documented evidence, and in line with the applicable laws of Cameroon.

D. FINANCE, RISK AND ASSET MANAGEMENT POLICIES

1.0 Global Policy

In line with the Constitution, which vests the control of the funds and property of the Association in the Board of Directors, the Board delegates its financial executive powers to the Director through the following policies on Finance, Asset and Risk Management.

The Board holds the Director accountable for ensuring the financial strength and well being of the School. In particular, the Director shall ensure that all decisions affecting the resources and assets of the School shall be legal, ethical, prudent, aligned with the Mission and strategic plan, and shall avoid placing the School in financial and/or legal jeopardy.

At a minimum, the Director shall:

- Develop written policies and procedures that outline finance and risk and asset management activities.
- Document, communicate and enforce regulations, procedures, and protocols to ensure the School's students, employees, financial and physical assets are sufficiently protected.
- Ensure all employees are aware of and adhere to the policies, regulations, procedures and protocols, and the consequences of a breach of any of the above.
- Establish feedback forums so that employee or parent identified concerns in the procedures can be heard.

2.0 Financial Planning and Resourcing Policies

2.1 Strategic and Financial Planning

The Board holds the Director accountable for producing annually for Board approval a written, rolling strategic plan that details the sources and levels of revenues and how they will be expended to achieve the Mission and allow the Board to set annual tuition.

The first year of the plan shall be the budget for the following year for Board approval, and it shall be structured around the fiscal year as set out in the By-Laws.

At a minimum, the Director shall:

- Use an appropriate time frame for the plan, the minimum of which shall be five years.
- Support the Board's understanding of the plan by submitting the following documentation:
- Provide rationale for any proposed increases or changes in tuition fees and/or other fees
- Develop strategies for increasing revenues from fundraising, investments, grants or other sources
- Develop personnel plans, including any proposed salary and benefits changes; increases or decreases in personnel; and any other planned personnel changes or plans that will materially impact the School's finances
- Develop marketing strategies to support enrollment targets and enhance the School's brand image
- Provide analysis of the business environment, including, but not limited to, prevailing political, economic and international employment trends that could impact the School
- Plan for major capital expenditures, including maintenance

- Provide rationale for any proposed changes to program that will materially impact the School's finances or brand image.
- Develop strategies for managing foreign exchange risk.
- Develop strategies for managing the School's financial reserves, consisting of both the Operating and Capital reserves, and any debt financing.

2.2 Annual Budget

The Board holds the Director accountable for presenting for Board approval the annual budget, as per policy 2.1.

At a minimum, the Director shall include in his or her budget presentation:

- A clearly articulated rationale for tuition and fee schedules, based on regional trends, market analysis, and projected expenditures for the year.
- A clearly articulated rationale for specific salary and benefit increases, based on regional and international trends, market analysis, and staff recruitment and retention strategies.
- A clear rationale for levels of operating and capital reserves.

2.3 Budget Expenditures

The Board holds the Director accountable for managing expenditure within the approved budget.

At a minimum, the Director shall:

- Seek Board approval for the writing down of any bad debts.
- Seek Board approval for any expenditure outside of budget.
- Seek Board approval for any capital expenditure above U.S. \$1,000.

2.4 Fundraising

The Board holds the Director accountable for fundraising to supplement the revenue from tuition and fees. In particular, the Director shall ensure that any fundraising campaign is aligned with the Mission and supports our community spirit.

At a minimum, the Director shall:

- Refuse any gifts from donors whose activities or intent contradict our Constitution or Mission.
- Seek Board approval for any proposal to sell naming rights for buildings or other assets.
- Ensure that the fundraising strategy is aligned with the broader marketing strategy.
- Ensure that all significant gifts and bequests become School property.

3.0 Financial Accountability, Performance and Reporting

3.1 Financial Accounting Systems

The Board holds the Director accountable for maintaining an effective and efficient accounting system with written policies and procedures to manage the School's financial accounts. In particular, all transactions in the School shall be accompanied by a receipt, and the accounting system shall comply with any other Cameroonian and U.S. Embassy requirements, and, where cost-effective, encompass international best practices.

At a minimum, the Director shall:

Ensure that there are sufficient up-to-date and enforced accounting regulations, procedures and/or protocols in place to safeguard the School's finances and assets.

3.2 **Financial Dashboard**

The Board holds the Director accountable for producing a monthly report of the financial accounts to include key elements from the School's balance sheet, statement of income and expenditure, movements in cash flow statement, and anything that may materially affect the School's accounts.

At a minimum, the Director shall:

- Ensure the timely reporting of material variances from budget.
- Report any anticipated, extraordinary or unforeseen revenues or expenditures.
- Report on any key performance indicators (KPIs) on a regular basis.

3.3 **Accounts and Authorized Signatures**

a) *Bank Accounts*

The Board holds the Director accountable for ensuring that all bank accounts of any type, including but not limited to savings, checking, investment accounts, and deposit certificates, are held under the School's name. In particular, the Director shall ensure that only authorized signatories have access to these accounts by establishing effective security protocols.

At a minimum, the Director shall:

Ensure that banks are licensed and regulated by CEMAC/

3.4 **Debt Financing**

The Board holds the Director accountable for developing for Board approval a strong and conservative case for any debt financing required.

At a minimum, the Director shall:

- Restrict the use of financing to capital items only.
- Ensure that commercial loans, if any, are taken from institutions approved by relevant national regulatory authorities with short-term and long-term domestic ratings of AA or higher.
- Ensure that the repayment schedule does not jeopardize the School as a going concern.

3.5 **Investment Portfolio**

The Board holds the Director accountable for providing an annual plan for Board approval for the investment of any reserves.

At a minimum, the Director shall:

- Restrict the investment of funds to those institutions approved by CEMAC

4.0 **Risk Management**

4.1 **Global Policy on Risk Management**

The Board holds the Director accountable for developing and maintaining a comprehensive written annual School-wide risk assessment and management program to mitigate risks inherent in the School's pursuit of its Mission, including but not limited to, risks attached to people and assets associated with the School, its finances and/or reputation.

4.2 **Insurance Coverage**

The Board holds the Director accountable for ensuring that the School holds sufficient insurance to provide necessary cover for: (a) students and faculty when attending school and school-sanctioned events; (b) assets of the school; and (c) employees and members of the Board of Directors.

At a minimum, the Director shall:

- Purchase insurance from a financially sound and internationally recognized insurance firm.
- Ensure costs are met by the School.
- Ensure an annual review of the levels of coverage, and seek independent advice when a significant capital project is undertaken, or when directed by the Board.

4.3 **Health, Safety and Security**

The Board holds the Director accountable for the health, safety and security of staff and students while on campus or on School-sponsored trips and/or activities. At a minimum, the Director shall: a) Record and analyze health and safety data to identify risks and institute a plan to mitigate them. b) Supply monthly or ad hoc reports to the Board of all accidents or illnesses to either staff or students that, in the opinion of the Director, in consultation with the school health professional, is “out of the ordinary” or could have financial impact on operations. c) Comply with all International School best practices health and safety regulations. Given the importance of health and safety, the Board shall invest in a Health and Safety audit as it sees fit, but at least every three years.

4.4 **Internal Audit**

The Board holds the Director accountable for maintaining a robust internal audit process to ensure sufficient control against fraud and negligent financial practices, and to review internal procedures and processes for efficiency following appropriate best practices.

At a minimum, the Director shall:

- Comply in a timely fashion with any Board-endorsed recommendations arising from the internal audit.
- Ensure the internal audit plan reviews appropriate activities, regulations, procedures and protocols over a five-year period.
- Ensure the internal auditor submits an annual written report to the Board on the state of the School's internal controls and measures to improve them. The internal auditor shall be present at the Board meeting at which the report is discussed.

4.5 External Audit

The Board holds the Director accountable for conducting an external financial audit according to the provisions of the Constitution and Board By-Laws.

The Board will review the appointment of the external audit firm every three years.

4.6 Procurement

The Board holds the Director accountable for maintaining written systems for the procuring goods and services to maximize cost-effectiveness and mitigate fraud or waste.

At a minimum, the Director shall:

- Ensure all staff with procurement influence sign a conflict of interest statement annually.
- Ensure a documented system of internal controls to include, but not limited to, segregation of duties, multiple approvals, and authorization thresholds.
- Establish a gifts protocol outlining a maximum value of gift that can be accepted from a supplier.
- Vet potential vendors to ensure they are competent, financially stable, and legally able to contract and deliver the goods or services offered.
- Establish reasonable financial thresholds above which system of competitive bids and tenders is required to obtain best contractual terms and avoid collusion.
- Include the procurement function in the internal audit biannually, and comply with any Board-endorsed recommendations.

4.7 Emergency and Continuity Planning

The Board holds the Director accountable for developing and maintaining a current Emergency Response Plan appropriate for the assessed risks to the School. At a minimum, the Director shall: a) Prepare appropriately for the emergency evacuation and closure of the School, and ensure the procedure is practiced by employees and students regularly. b) Ensure the appropriate on-going provision for schooling in the event of a prolonged closure. c) Maintain preparedness for emergency succession should he/she be unable to fulfill his/her duties. d) Maintain an up-to-date crisis communication plan. The Director shall submit to the Board a report demonstrating compliance biannually.

4.8 Legal Counsel, Contracts and Proceedings

The Board holds the Director accountable for managing the School's legal affairs cost-effectively and in line with the Mission.

At a minimum, the Director shall:

- Seek Board approval for the appointment of any legal counsel.
- Inform the Board in a timely manner of any legal action taken by or against the School.
- Put forward for Board approval a schedule of those employees authorized to sign legal contracts on behalf of the School and the appropriate levels at which each may obligate the School. This shall be resubmitted to the Board should any of the employees listed change.

5.0 **Asset Management**

The Board holds the Director accountable for managing the School's assets, supplies, and equipment effectively and in line with the Mission.

At a minimum, the Director shall:

- Develop written policies and protocols for ensuring assets, supplies, and equipment are inventoried yearly and tracked to guard against theft, loss, or damage
- Ensure staff are aware of use policies and signatures of user agreements are obtained
- Inform the Board in a timely manner of any loss, damage, or theft resulting in significant financial impact

5.1 **Major Projects**

The Board holds the Director accountable for developing written policies and procedures for the purchase or lease of land, new buildings and/or major renovations for Board approval.

The Board defines a Capital project as one that is projected to cost over U.S. \$1,000 in total.

At a minimum, the Director shall:

- Present a detailed plan for Board approval for any Capital project to include: its Mission-based and educational rationale; the financial strategies to cover the costs, including impacts on both the operating and capital budgets; time-lines; design, construction and completion specifications; and implications for future maintenance costs.
- Seek Board approval for the appointment of all major or strategic contractors involved in any Capital project, including, but not limited to architects as well as project management and construction firms; in any case, any contractor who is awarded contracts with a value of \$1,000 or over.
- Use the most cost-effective and environmentally sustainable technology and materials.
- Meet all Cameroonian laws, building codes, and safety standards, except as exempted by the Board or U.S. Embassy
- Establish a professional project management system to ensure the safety, efficiency and cost-effectiveness of the work.
- During any land negotiations, new building or major renovation works, report monthly to the Board on progress.

5.2 Maintenance of the Physical Facilities

The Board holds the Director accountable for maintaining a physical plant that sets the appropriate environment for learning in line with the Mission. In particular, the Director shall ensure that the physical plant is kept safe, reasonably accessible, and sufficiently attractive and inviting to the users.

5.3 Information Technology

The Board holds the Director accountable for maintaining an information technology infrastructure sufficient to support curriculum, program and management functions in line with our Mission.

At a minimum, the Director shall:

- Ensure that information stored is secured in accordance with International Standard ISO/IEC 17799, which covers data security
- Ensure that the overall Information Technology program proactively implements and maintains an environment in which the hosted information is organized, stored and disseminated in accordance with industry standard practices.
- Ensure an annual vulnerability assessment will be conducted that evaluates policies, procedures, standards, training, and technical security.

5.4 Intellectual Property

The Board holds the Director accountable for strict adherence to Cameroonian and U.S. intellectual property laws regarding the creation, dissemination, management and knowledge of intellectual assets. In particular, the Director shall ensure that the School does not buy, rent, or borrow unlicensed, unauthorized or pirated material. Employees are strictly forbidden from the unauthorized copying of copyrighted materials.

The Director will submit a report documenting compliance with policies 5.3 and 5.4 every five years in alignment with the accreditation cycle.

E. COMMUNITY RELATIONS POLICY

1.0 Global Policy on Community Relations

The Board holds the Director accountable for developing a written policy for Community Relations and ensuring that all interactions among the School and its various communities, both internal and external, demonstrate the values inherent in the school Mission. In particular, all interactions must be legal, respectful, safe, dignified, and prudent; furthermore they must demonstrate our commitment to being a socially responsible and valued member of every community in which the School participates.

The Board defines our communities as any person or group that the School serves, interacts with, influences or is influenced by.

At a minimum, the Director shall:

- Establish and enforce a written code of conduct and ethics for all staff and students in their interactions with our community groups
- Clearly communicate our Mission to any person or group entering or using any ASOY facility, owned or leased, and the expected standards of behavior that follow from it, including, but not limited to, respect for others.
- Communicate clearly the consequences of a breach of those standards.
- Clearly communicate that illegal drugs and weapons are not allowed in any School facility, owned or leased, or at any School-sponsored event.
- Clearly communicate that use of alcohol and tobacco are forbidden during School-sponsored, student-related functions or activities, regardless of location. In School facilities, either owned or leased, the use of alcohol is restricted to adult-oriented functions or activities. Educators and administrators are not allowed to consume alcohol in the presence of students while on campus or at school-sponsored events off campus.
- Clearly communicate the limits of the School's liabilities with regard to any person's or group's use of the facilities, owned or leased.
- Ensure that all School facilities, owned or leased, are clean, safe, accessible, and maintain the dignity of the user.
- Ensure that all interactions with community groups enhance ASOY's reputation and brand image.

The Director shall submit to the Board a written report demonstrating compliance on all aspects of the Board's Community Relations policies in alignment with the reporting cycle for CIS/MSA and in the fifth year between accreditation reviews.

1.1 **Internal Community Relations**

1.11 *Relations with Parents and Guardians*

The Board holds the Director accountable for ensuring that the School's relationship with parents and guardians is both productive and mutually supportive, and promotes a student-centered learning community.

At a minimum, the Director shall:

- Clearly communicate to parents the School's expectations of parents and guardians with regard to supporting student learning in line with our Mission, and contributing positively to our community.
- Establish timely and effective communication vehicles to ensure parents have the necessary information to participate productively in the School community.
- Support parents and guardians as partners in the education of students by delivering regular, timely and effective information regarding their child's progress.
- Establish and enforce procedures to ensure the security of any parent, guardian, student or family information collected, transmitted or stored.
- Get documented permission from parents before any parent, student or family information is released.
- Establish and communicate clearly to parents and guardians the School's procedures to gather their suggestions, so that the School can continue to improve.
- Establish and communicate clearly procedures to manage parent and guardian concerns, complaints and grievances.

Appeals to the Board of Directors shall be restricted to matters related to the interpretation and application of Board Policy. All appeals will be heard in a timely manner, but must be based on documented evidence showing that the issue has already gone through the appropriate channels of communication. The Board shall only decide whether the Head of School's interpretation and implementation of said policy is reasonable in light of the Mission and other Board policies. The Board's decision shall be final.

1.12 *Relations with Persons Having Direct Student Contact*

The Board holds the Director accountable for ensuring that any person or group granted official access to students, be they staff members, contractors or volunteers, both understands and models the values and behaviors implicit in the Mission.

At a minimum, the Director shall:

- Establish, communicate and enforce a code of behavior and ethics that shall inform all interactions with students, including the consequences of breaching this code.
- Ensure that those invited to interact with students are competent to deliver to the School's standards of quality and care.

1.2 **External Community Relations**

1.21 *Relationships with Other Schools, Clubs or Organizations*

The Board holds the Director accountable for building and maintaining ethical, respectful and supportive relationships with the various institutions whose students or members interact with the School.

At a minimum, the Director shall establish and enforce mutually agreed procedures and protocols to protect all students' safety and ensure good behavior at School-sponsored, student-related functions or activities, regardless of location.

1.22 *Relations with Alumni*

The Board holds the Director accountable for building and maintaining ethical, respectful, and supportive relationships with alumni, both local and international. The result shall be that alumni feel that they are valued custodians of and contributors to ASOY's reputation and Mission.

1.23 *Relations with the Government of Cameroon, the Media and Other Opinion-Formers*

The Board holds the Director accountable for building and maintaining ethical, respectful and supportive relationships with the Government of Cameroon, its departments, and all relevant governing bodies, as well as with relevant media groups and/or other opinion formers, both local and international. The result shall be that our reputation and brand image is consistent with our Mission and supportive of our growth and ability to attract good students.

At a minimum, the Director shall maintain up-to-date, coordinated communications plans that include, but are not necessarily limited to, government, public and ASOY community relations, crisis communication and brand management strategies.

1.3 **Community Access to School Facilities**

The Board holds the Director accountable for ensuring that all School facilities, both owned and rented, are sufficiently and cost-effectively secured. Moreover, the access to the facilities is controlled such that student learning is enhanced, while risks to students, staff, or any other guests are minimized.

At a minimum, the Director shall:

- Clearly establish a priority of users of facilities such that ASOY students and Society members have first priority.
- Weigh the benefit of allowing access against the monetary costs of such access. In all cases, the determinant of benefit shall be the enhancement of ASOY students' learning. Should the costs be deemed greater than the benefit to students, the Director shall charge user fees.

APPENDICES

- I. ASOY Constitution
- II. Board Code of Ethics
- III. Record of Board Review and Revisions of the Policy Document