

## 2.101 BOARD OF TRUSTEES POWERS AND DUTIES

The Board of Trustees is responsible for protecting and ensuring the continued existence and future of the School. It establishes basic policies and major programs, and delegates to the Head of School the day-to-day administration and the carrying out of the approved policies and programs.

Among the specific functions exclusively reserved to the Board of Trustees are the following:

- Electing members of the Board and evaluating their performance.
- Electing its Chairman and other officers.
- Ensuring that the By-Laws are respected, and reviewed regularly.
- Selecting and evaluating the Head of School.
- Creation and continual review of the School's Mission Statement.
- Creating and developing an effective Strategic Plan for the School from the Mission Statement.
- Complying with all applicable government, state and local regulations and statutes.
- Establishing general policy in the following areas, and communicating this information to the appropriate parties:
  - Organization;
  - Curriculum and instruction;
  - Finances of the School, including fundraising;
  - Admission of students, including setting a standard for enrolling students;
  - Government public relations;
  - Employee welfare and relations;
  - Fees and tuition;
  - Overall administration of the School.

The Board relies upon the Head of School to administer its policies and programs. In order to review performance and appraise results as compared with approved goals, policies and programs, the Board requires frequent reports from the Head of School and the *Proviseur*.

## **2.20 ELECTION OF TRUSTEES**

The Committee on Trustees shall make the nomination of candidates for election to the Board of Trustees. The election shall be a simple majority vote of the Board of Trustees for a two year period. There are no limits to the number of two year terms to which a Trustee can be elected.

The Committee on Trustees will review the performance of individual trustees against established criteria of membership that shall include but not be limited to meeting attendance constraints and the giving of time, money and expertise in the best interests of the School.

The Committee on Trustees will make recommendations to the Board as to whether a Trustee should be re-elected at the last Board Meeting to be held prior to the two year anniversary of the Trustee's membership.

The Board of Trustees will evaluate itself against established criteria of performance and this evaluation will also be taken into account in the performance review of individual Trustees.

The Board of Trustees shall consist of no less than nine (9) and no more than thirty (30) trustees of whom four (4) shall be ex-officio trustees and the balance shall be elected trustees.

Trustees shall be responsible persons of the community chosen on the basis of intelligence, experience, reputation, integrity and interest in the welfare of the School and conform to Trustee Representation.

A trustee may vote in person or by proxy, executed in writing by the trustee in favor of another trustee, provided, however, that a trustee (other than an ex-officio trustee residing outside the boundaries of Harris County, or any county contiguous thereto) who has not been in attendance for two consecutive meetings shall not be entitled to vote by proxy at the meeting next following. No Trustee may vote more than two (2) proxies at any one meeting and no proxy shall be valid after three (3) months from the date of its execution.

## ELECTIONS

From time to time, if a vacancy occurs on the Board of Trustees, the remaining members shall fill the vacancy, in accordance with the By-Laws and with policy 2.205. Because the Board is a self-perpetuating body, regular members shall serve until they resign or are removed from membership under the By-Laws.

The only member of the Board who serves a fixed term is the president of the Awty Parents and Personnel Association (A.P.P.A) and the Chair of the Alumni Association who serves on the Board for the year of his/her presidency, if duly elected by the Board of Trustees at its last meeting of the School year.

## **2.302 STANDING COMMITTEES OF THE BOARD OF TRUSTEES**

The Board of Trustees conducts the greater part of its operations through standing committees that specialize in individual areas of the Board's ongoing responsibilities. The Board designates and establishes the responsibilities of each such committee and amends/adds to the By-Laws accordingly. It is not the intent of any of these committees to be involved in the day to day running of the School, or to usurp any powers invested in the School administration by the Board of Trustees.

The standing committees of the Board of Trustees are:

- The Executive Committee
- The Committee on Trustees
- The Finance Committee
- The Buildings and Grounds Committee
- The Advancement Committee
- The Educational Policies Committee

A trustee appointed by the Board of Trustees chairs each of the above committees, and these chairpersons, together with the officers of the School and such other Trustees as shall be appointed by the Board, form the Executive Committee. In addition to the Chairperson, at least one other trustee should sit on each committee. A chairperson will be appointed by the Board for one year, with the renewal or replacement of a chairperson to take place during the last regular meeting of the Board of Trustees in any fiscal year.

The Chairman of the Board, the President of the Executive Committee and the Head of School shall be ex-officio members of standing committees, unless otherwise stated by the Board and detailed in the By-Laws.

The chairperson for each committee is responsible for inviting people to sit on that committee. Invitees should generally have some expertise in the particular area of concern of the committee in question and will sit on that committee for one year, renewable at the chairperson's discretion. A member of a standing committee may resign from that committee at any time.

Individual trustees with a detailed interest, or expertise, in a given area are encouraged to serve on the committee having responsibility for such area.

The designation of any standing Committee and the delegation thereto of authority shall not relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

Each Committee shall keep regular minutes of its proceedings and forward such to the Board Minutes Secretary as approved.

No committee, except the Executive Committee in certain circumstances, shall have the authority to act on behalf of the Board of Trustees unless specifically empowered to do so by the Board. The chairperson of each committee will provide a report to the Board of Trustees at each regular meeting of the Board. If any individual trustee requires additional information on any particular subject he should raise the matter with the relevant chairperson outside the meeting. The chairperson should then provide the requested information in a timely manner to the extent reasonably practicable and feasible without undue cost or effort.

Standing committees will generally meet between Board meetings, but if their agenda is large, the chairperson may elect to meet on a monthly basis, which on occasion may mean that a committee meets twice between Board Meetings.