

PINWOOD AMERICAN INTERNATIONAL SCHOOL OF THESSALONIKI
SCHOOL BOARD AND POLICY PROCEDURE

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Chapter 1. POWERS AND DUTIES OF THE BOARD

Pursuant to the Corporate By-Laws of Pinewood American International School of Thessaloniki (the "By-Laws") the School Board (the "Board") shall have the responsibility and the authority to determine the philosophical, business, and educational policies of the Corporation, and to issues these in the Policy Manual, and to insure their implementation. As the governing body of the School, it is responsible for the integrity of the School and obligated to carry out its responsibilities by considering not only present concerns, but the future of the School as well. On behalf of all Corporation members, the Board is ultimately responsible for all School concerns.

The Board's authority, obligations, responsibilities, powers and duties include:

- A. School Director. As the execution of policies is an administrative task performed by the Director, the Board is responsible for recruiting a qualified Director, negotiating and entering into a contract with a Director, in conjunction with the Director establishing his/her duties and annual goals, setting the Director's performance criteria, appraising the performance of the Director on annual basis, and taking any other decisions regarding the Director's contract.
- B. Policy Making. The Board shall establish, amend and evaluate policies governing the business of the Corporation and establish direction for the management of the School's day-to-day operations in accordance with the By-Laws. Final decisions on policy cannot be delegated, while the implementation and execution of policies are delegated to and performed by the Director. The Board Policy Manual, including subsequent revisions, shall be consistent with the By-Laws and the School's Mission and Vision.
- C. Strategic Planning and Goal Setting. The Director is responsible for providing reliable information on which the Board shall make best possible decisions about the scope and nature of School development programs. Under the guidance of the Director, the Board will establish and monitor annual, short-term and long-term goals and plans.
- D. Ensuring Financial Security for the School. The Board shall approve the annual School budget, presented by the Director, set tuition and other fees, approve investments and loans, appoint an auditor to audit the accounts and financial records of the Corporation for each fiscal year, review/approve the prepared audit report and present it to the November Corporation Meeting, set scholarship programs and financial assistance policies, as well as take decisions that secure revenue to support the budget, including money needed for capital replacement and emergency contingency.
- E. Faculty and Staff. The Board shall set policies regarding School faculty and staff. The Board delegates the implementation of these policies to the Director. The Board further delegates the tasks of recruiting, hiring, evaluating, promoting, disciplining and dismissing School faculty and staff to the Director.

- F. School Facilities and Capital Equipment. Facility needs, purchase and replacement of major capital equipment items shall support and enhance the educational program.
- G. Curriculum and Instruction. The Board delegates to the Director the task of developing the curriculum and educational program of the School in line with the School's Mission and Vision and within the approved School budget.
- H. Students. The Board shall set policies which guide actions of the School administration, faculty and staff with regards to students. However, implementation of these policies is delegated to the Director.
- I. Public Relations. The Board must ensure that there are adequate and effective means of keeping Corporation members informed and for keeping itself informed about Corporation concerns.
- J. Adjudication and Investigation. If required, the Board will hear appeals from parents, faculty and staff members, or students on questions that involve policy implementation. The Board may also conduct investigations or hearings on policy implementation issues and School operations.
- K. Other Board Activities. Other Board activities include, but are not necessarily limited to, approving the annual school calendar, retaining legal counsel, recognizing inter-organizational relationships.
- L. Limitation of Power. An individual Board member has no legal powers. Powers can only be exercised by the collective action of all Board members.
- M. Goals and Objectives. At the beginning of each academic year, the Board shall set forth a statement of purpose and direction in which specific goals and objectives will be identified for the continual enhancement of the educational environment. In turn, these goals and objectives will form a basis for the Board to determine policy, to set priorities, and to establish short-and/or long-range plans. At the November Corporation meeting of the School year, the President will present these goals and objectives, and at the May Corporation meeting, a status report will be given by the President.

ADOPTED: 13 April 2010

REVISED:

Chapter 2. BOARD MEMBER AUTHORITY, RESPONSIBILITIES AND LIABILITY

As the governing body of the School, the Board exercises authority as a collective group and only through action at duly convened, official meetings. Individual Board members thus have no legal authority outside of these meetings to act in word or deed on behalf of the Board, except if the By-Laws or the Board have specifically conferred such authority on an individual Board member for a particular time or instance. Furthermore, any written communication from a Board member, or any individual or group acting on behalf of the Board, to the faculty, staff, parents, ministries or other organizations, shall require prior approval of the Board or the President.

It is a privilege and a responsibility to sit on the Board which requires substantial time contribution from Board members. Board members have the duty and are expected:

- A. To assume an active role in carrying out the responsibilities of the Board as stated in the By-Laws, School's Mission and Vision and Board approved policies.
- B. To devote time, thought, and study to the duties and responsibilities of a Board member so as to render effective and creditable service, understand School operational practices, have knowledge of the By-Laws, School's Mission and Vision, Board-approved policies and other Board documents.
- C. To attend all meetings of the Board and of applicable Board committees to the maximum extent possible. A Board member whose employment or other consideration causes him/her to miss three consecutive Board meetings, or an average of one-third or more of the Board meetings, will be asked by the President to review the circumstances and determine whether continued excessive absence is probable. If so, the member shall consider resignation from the Board.
- D. For elected members, to be a contributing member of at least one permanent or ad hoc Board committee.
- E. To support Board decisions, to support the collegial character of the Board, and to recognize that the Board operates as a unit.
- F. To remember at all times that no member has legal authority outside the meetings of the Board, except as specifically granted by the Board and/or the By-Laws.
- G. To understand and to evaluate the educational program of the School and to plan for the business of School operation.
- H. To establish the policies by which the School is to be governed, and to recognize that the management of the educational program and the conduct of School business shall be the responsibility of the Director and his/her staff.

I. To maintain the confidentiality of privileged information, and to refer complaints, requests, or criticisms directly to the Director.

J. To welcome and encourage active cooperation by parents, teachers and all organizations concerned with the welfare of the School.

Board members shall be provided, at the expense of the School, with liability insurance for his/her duties as a Board member.

ADOPTED: 13 April 2010

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Chapter 3. BOARD MEMBER CONFLICT OF INTEREST, ETHICS, REMOVAL AND COMPENSATION

I. Conflict of Interest.

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

- A. Purchase of Goods and/or Services. The Board prohibits the purchase of goods or services from a company in which a Board member has any financial interest. Exceptions to this rule shall require the President's recommendation and an affirmative vote from a majority of Board members, with the concerned Board member(s) abstaining from voting and the discussion of the matter.
- B. Personnel Employment. Individual Board members shall not influence the hiring of School faculty and staff. A member of the immediate family of a Board member cannot be employed by the School on a full-time basis.
- C. Other Issues of Potential Conflict. The Board member is expected to excuse him/herself on the voting on any issue where there might be a conflict of interest.
- D. Immediate Family. A Board member may not take part in any discussion or decision that involves in any way the immediate family of the Board member. In the event a Board member decides to transfer the enrollment of his/her child to another school, such an event should be immediately disclosed in writing to the President and discussed in the Executive Session at the next Board meeting.
- E. Association Conflict. A Board member is required to inform the Board of any business association they had for the last 5 years or currently have with the School. Furthermore, a Board member is required to inform the Board of any other association or situation that may be perceived as a conflict of interest.

If there is a conflict of interest, a Board member may be asked by the Board to:

- A. Refrain from participating in discussions and voting on issues related to the organization, business or individual with whom a Board member has association.
- B. Leave the Board meeting during discussions and voting on issues related to the organization, business or individual with whom a Board member has association.
- C. Resign from the Board because of the association.

II. Code of Ethics

The Board's code of ethics ultimately determines the level of integrity of the Board. Therefore, the Board takes its code of ethics seriously. Major infractions of this code of ethics can result in the removal of a Board member as described below.

Each individual Board member shall adhere to a code of ethics, including but not limited, to the following:

- A. Shall respect all confidential information received and refrain from disclosing opinion expressed in confidence to other Board members, including especially privileged information about School's plans with respect to finance, property and purchases.
- B. Shall not be authorized to speak publicly for the Board unless authority is explicitly granted by the Board or the President.
- C. Shall refrain from making negatively evaluative or critical comments except to the Director and the Board.
- D. Shall publicly support decisions of the Board regardless of personal opinions.
- E. Shall never seek to impose a personal agenda on the Director or the Board.
- F. Must guard against any conflict of interest, whether personal or related to business.
- G. Shall disclose anything, which could be construed as a conflict of interest.
- H. Shall actively support the Board and demonstrate that support within the Corporation.
- I. Shall deal with other Board members in a respectful manner.
- J. Must abide by the Board approved policies.
- K. Must work within the legal framework of the School and of the Hellenic Republic.

III. Board Member Removal

A Board member may be removed upon his/her written resignation to the President or when there is a just cause by (i) a vote of two-third membership present at a Corporation meeting or (ii) with a two-third majority of all incumbent Board members vote at an official Board meeting open to the membership. Just cause shall be interpreted as any action or association of a Board member, which places the

integrity and wellbeing of the School, the faculty, the staff, the students, the Director, the Board, or individual Board members at risk.

Just cause for removal of a Board member includes, but is not limited to, the following:

- A. An undeclared conflict of interest.
- B. Gross breach of the Board's code of ethics.
- C. Unexplained failure to meet the responsibilities of individual Board members described in Chapter 2 of this School Board Policy and Procedure.

IV. Board Member Compensation

Members of the Board serve without compensation, salary or any other financial benefits associated with Board the membership. When authorized to conduct business on behalf of the Board and such expenses pre-approved by the President, a Board member may be reimbursed for actual expenses incurred. Requests for reimbursement approved by the President should be submitted to the Director, and should be supported by receipts as required by the School's Accounting Office.

ADOPTED: 13 April 2010

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Chapter 4. BOARD AND DIRECTOR RELATIONSHIP

The Board believes that the formulation of policies is the most important function of the Board, and that the execution of such policies is the function of the Director. Such delegation provides freedom for the Director to manage the School within the Board policies, and frees the Board to devote its time to policy making and evaluation. Policies should be broad enough to allow discretion by the Director and yet narrow enough to give clear guidelines. The Director shall be accountable for the implementation of these policies and the preparation of internal regulations which provide more specific guidance for the implementation of Board policy.

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

To foster that relationship, the Board, under the leadership of its President, shall:

- A. Strive to provide adequate policy support and safeguards for the Director and other faculty and staff so that they can discharge their educational functions on a thoroughly professional basis.
- B. Give the Director full administrative authority for discharging all professional duties, and hold the Director responsible for results.
- C. Hold the Director responsible for the operation of the internal machinery designed to serve the School program, and for keeping the Board informed about School operations and issues.
- D. Include the Director in all meetings of the Board, except those where the Board specifically asks the Director not to participate. Such occurrence would normally include preliminary discussions of the Director's performance review, his/her contract and, but not limited to, issues relating to his/her family.
- E. Refer all complaints to the Director for investigation and action, and refer personal criticism of any employee directly to the Director. The Board will become involved in resolving such matters at a regular Board meeting only after all efforts to resolve them administratively have failed.
- F. Conduct annual performance evaluations of the Director and devote all or part of one meeting, at least annually, to the discussion of the overall relationship between the Board and the Director.

The Director, in turn, is expected to:

- A. Perform all duties and responsibilities delegated by the Board.
- B. Assist the Board in reaching sound judgments in establishing School policies and have the authority and responsibility for the implementation of such policies, including but not limited to, by taking decisions and issuing written procedures and instructions.
- C. To place before the Board all relevant facts, information, and reports necessary to keep the Board informed about situations or business at hand, including but not limited to, a Director's report to the Board.
- D. Maintain open communication with the Board in matters of employment, dismissal, or non-renewal of faculty and staff contracts.

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Chapter 5. COMPOSITION OF THE BOARD, BOARD OFFICERS, TENURE AND BOARD ELECTIONS

I. Composition

The Board shall be composed of thirteen members, of whom eight shall be elected members and five non-elected members. The five non-elected members shall become members of the Board as follows: (i) two members shall be appointed by the President upon the approval of two-thirds of the incumbent Board members, (ii) one member shall be selected by the School faculty, (iii) one member shall be selected by Parent-Teacher-Friends Association (PTFA) and (iv) one member shall be the US Consul General in Thessaloniki, Hellenic Republic. Elected Board members shall assume their duties on 1 July of the year of their election and serve until 30 June two years later.

II. Board Officers and Tenure

A. The President, who may serve an unlimited number of terms, but not more than two consecutive terms, shall be elected for a two-year term in even-numbered years and who shall:

1. Call and chair meetings of the Board and the Corporation;
2. Appoint committees and committee chairpersons of the Board;
3. Authenticate by signature contracts and other instruments binding the Corporation upon authorization of the Board;
4. Be responsible, in consultation with the Board, for representing the Corporation in all matters involving the local authorities;
5. Implement the evaluation process for the Director, as approved by the Board;
6. Oversee the implementation of Board policies;
7. Ensure that the Board's work is carried out on schedule;
8. Build and maintain a positive Board-Director relationship; and
9. Ensure the integrity of the Board.

B. The Vice President; who shall be elected for a two-year term in odd-numbered years and who shall act as President when:

1. The President is unable to attend or call meetings and so requests; or
2. When the President cannot be contacted and Corporation business requires urgent action, provided that a minimum of three Board members agree in writing that the Vice-President be authorized to take such action

C. The Treasurer who shall be elected for a two-year term in even-numbered years and who shall:

1. Chair the Finance Committee;
2. Be responsible for the Funds of the Corporation and shall have the authority to disburse such funds with the approval of the Board;
3. Ensure that financial transactions are properly recorded in accordance with generally accepted accounting practices and Greek law;
4. Prepare monthly and annual financial reports;
5. Advise and/or provide recommendations to the Board on financial issues of major importance including, but not limited to, financial reporting, internal controls and financial strategy;
6. Recommend to the Board the appointment of the external auditor; and
7. Monitor continuously the compliance by the School with the Board policies related to finance and use of resources, and inform the President and the Director immediately, and the Board, at the next meeting, of any cases of non-compliance.

D. The Secretary who shall be elected for a two-year term in odd-numbered years and who shall:

1. Present agendas and written minutes of all Board and Corporation meetings for approval by the Board; and
2. Insure the Policy Handbook is updated at least every two years.

- E. Four Members-at-Large, two of whom shall be elected for two-year terms in even-numbered years and two of whom shall be elected for two-year terms in odd numbered years.
- F. Two appointed members shall serve terms of up to four years.
- G. A representative selected by the faculty shall serve terms of up to two years.
- H. A representative selected by PTFA shall serve terms of up to two years.
- I. US Consul General shall serve on the Board equal to the duration of his/her posting in the Hellenic Republic.

Elected vacancies on the Board other than the Presidency shall be filled as quickly as practical by eligible individuals, members of the Corporation with the exception of the Director, the contracted teachers and non-elected members, nominated by the President at a Board meeting open to the Corporation membership with the concurrence of two-thirds of incumbent Board members. A Board member designated under the procedure described shall serve out the remaining portion of the departed member's term. In the case of the vacancy of the Presidency, the Vice-President shall assume the office of the President for the remainder of the President's Term. In the case of the vacancy of the Vice Presidency, the President shall nominate one of the current members of the Board, with the concurrence of two-thirds of the incumbent Board members. A Board member designated to serve for the remaining portion of the departed member's term shall, upon election of a Board member for that position, return to his/her original Board position.

III Board Elections

- A. Persons standing for election shall be members of the Corporation, with the exception of the Director, all contracted teachers and members of the Nominating Committee. Eligible candidates shall be nominated by a Nominating Committee appointed by the President. The Nominating Committee shall be composed of five members as follows:
 - 1. The President of the PTFA;
 - 2. One full-time teacher at the School; and
 - 3. Three members of the Corporation including any incumbent Board member.

B. Elections shall be conducted as follows:

1. A slate of candidates will be publicized by the Nominating

Committee not less than two weeks before the start of balloting. Names, nominated positions, brief biographies and statements shall be included in the School's Weekly Newsletter.

2. Candidates may make brief presentations to the membership at the May Corporation meeting followed by a brief question and answer session.

3. Voting shall begin at the May Corporation meeting and shall continue on the school premises from 08:00 to 17:00 hours the following school day. The results of the election will then be posted the next school day after voting concludes.

4. The Director shall institute sufficient controls to insure that only documented Corporation members are able to cast one ballot each election, including the absent Corporation members by proxy.

5. Corporation members may delegate to another Corporation member their voting power by way of issuing a written proxy to be exercised during the voting. Model proxy voting form shall be publicized by the Nominating Committee and include the following information: (i) the name of the Corporation member delegating the authority, (ii) the name of the Corporation member accepting the delegation, (iii) the date of the Corporation meeting, (iv) signature of the Corporation member delegating the authority, and (v) date of the signature .

6. Elections shall be decided by a plurality of the votes. In case of a tie there shall be additional rounds of voting limited to the candidates who tied for a plurality in an earlier round until one candidate receives a plurality.

7. Results of the election shall be publicized to the Corporation membership within one week of the conclusion of the voting period in the School's Weekly Newsletter. Results shall clearly state the number of ballots cast by attending Corporation members and by absent Corporation members by way of proxy.

ADOPTED: 13 April 2010

REVISED:

Chapter 6. BOARD MEETINGS

I. BOARD MEETINGS AND QUORUM

Board shall hold meetings open to the Corporation members at least monthly from September through June. The President may, at his or her, discretion, schedule exceptional Board meetings closed to Corporation members. A majority of incumbent Board members must be present to constitute a quorum. A Board meeting may not begin without a quorum. If members must leave during a meeting no official action and/or decision can be taken without a quorum. Board members hold authority only when acting as part of the Board in a meeting.

II. BOARD VOTING METHOD

All members of the Board, elected, appointed, and ex-officio, shall have one vote. Decisions shall be made by majority vote of members present, with the exception of the removal of a Board member, which requires the approval by two thirds of all incumbent Board members. Proxy voting is not permitted.

The President shall be able to initiate or second motions and to vote on motions. A Board member shall have the right to have his/her dissent recorded in the minutes. The member should indicate to the Board his/her intention of having his/her dissent recorded immediately after the motion in question has been decided.

III. AGENDA PREPARATION, FORMAT AND DISSEMINATION

Agendas for Board meetings are prepared by the President in consultation with the Director. Individual Board members should inform the President of items they wish to have included on the agenda in a timely manner in advance of the meeting.

An announcement of the Board meeting will be included in the School's Weekly Newsletter in advance of a regular Board meeting. The President will ensure that copies of the agenda and supporting materials are circulated to Board members in a timely manner prior to regular Board meetings.

IV CORPORATION MEMBERS' ATTENDANCE AT BOARD MEETINGS

The Board is entrusted by members of the Corporation to oversee the operations of the School. The Board conducts its meetings in open session to all Corporation members but not to the public at large. Parents and teachers are encouraged to attend Board meetings and address their concerns to the Board at the appropriate time stated in the agenda. However, such participation must be orderly and no person or group has the right to obstruct the deliberations of the Board.

The following procedures have been established:

A. Corporation members should be reminded that the Board is charged with representing all of the community, and that Board decisions are by majority vote of its members.

B. Corporation members who wish to bring a particular concern before the Board should observe the following procedures:

1. Advance Written Requests. A Corporation member who wishes to address the Board should submit his/her request in writing to the President with a copy to the Director at least one week before the date of the Board meeting, indicating the subject to be discussed. The President in consultation with the Director shall decide whether or not the item shall be incorporated in the meeting agenda.

2. Requests during the Meeting. If no advance request has been made, a person wishing to address the Board may do so when recognized by the President. The President reserves the right to deny requests to address the Board if no advance request has been made.

3. Addressing the Board. Each person addressing the Board will state his/her name and the subject of his/her remarks. The President may establish a time limit for speakers, depending upon the number of speakers and the length of the agenda.

4. Undue Disruption. Undue interruption or other interference with the orderly conduct of Board meetings will not be allowed. Defamatory or abusive remarks are always out of order. The President may terminate the speaker's privilege if, after being called to order, s/he persists in improper conduct or remarks or exceeds a predetermined time limit.

5. Action by the Board. Other than answering simple questions of fact, the Board is not required to act upon any concern or request brought before it at the same meeting. Questions may be referred to the Director for further investigation and report; or the Board may place the matter on the agenda of a subsequent meeting for discussion and action. At the meeting at which the address is made, it may be the practice of the Board simply to receive the communication and take it under advisement without immediate action.

Copies of the minutes of all open Board meetings are available for inspection by any member of the Corporation in the School's Administration Office.

V. EXECUTIVE SESSIONS

The Board, by a majority vote of members present, may during any regular or exceptional meeting when a quorum is present, hold an Executive (closed) Session to discuss sensitive matters the disclosure of which would not be in the interests of individuals concerned or of the School as a whole. Executive Sessions are generally permitted for the following reasons:

- A. To discuss individual student, parent or personnel issues;
- B. To consider appointment of a member to fill a vacancy on the Board;
- D. Issues relating to the Director's contract;
- E. Discussion of any judicial action or proceeding, as well as discussions with the School's legal counsel; and
- F. To discuss any other sensitive issue as determined by the President or the Board.

Only Board members, the Director, and those specifically invited by the President shall be present at Executive Sessions. Members of the Board and other persons present during Executive Sessions shall be bound to keep all matters discussed in Executive Session confidential.

The Director shall not be in attendance during discussions of issues relating to the Director's contract. The Board member representative of the teachers shall not be in attendance during discussions of (i) the Director's contract and/or (ii) discussions related to personnel issues, if so determined by the President.

V. BOARD MINUTES

The minutes of the Board, for regular and exceptional meetings, constitute the record of official actions taken by the Board. The minutes shall include matters disposed of by motion, made and seconded, or motions which have been declared dead for lack of a second. The minutes may also include brief summaries of discussions by Board members and of reports presented to the Board. Supporting documents, including correspondence, shall be placed in the official file.

It shall be the duty of the Secretary to present complete written records of all Board meetings by way of minutes. Minutes will be made available to Board members for review prior or at the same time the agenda for the subsequent meeting is sent out; minutes will be placed on the agenda of the subsequent meeting for approval, and if approved, will be signed by all Board members present at the documented meeting. Minutes shall be kept on file in the School's Administration Office where they will be available to Corporation members. All approved policies, major decisions and issues deemed important by the Board, shall be communicated to Corporation members in the School's Weekly Newsletter and posted on the School's official website at the earliest date.

A separate set of minutes for Executive Sessions shall be maintained for the Executive Sessions of the Board. These minutes shall be treated as confidential records, and shall be kept by the President. Minutes of Executive Session shall be available to Board members, unless specifically excluded from participation in such an Executive Session, and Director (except when the Director was not in the executive session) upon request to the President.

ADOPTED: 13 April 2010

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Chapter 7. BOARD MEMBER ORIENTATION

It shall be the responsibility of the Director and the incumbent President or Vice President to provide to new Board members, immediately upon their election, copies of the By-Laws and Policy Manual, including all approved policies, the minutes of the Board meetings for the previous year, and other materials which will acquaint them with the powers and duties of the Board, the operation of the School system and the current issues the School faces.

Specifically, when a new President is elected, the current President shall provide him/her with a complete briefing, including copies of all pertinent documents and the archive of the Executive Session minutes, before the first board meeting of the new term. Orientation to the position should be considered an ongoing process for all Board members and a vital responsibility for effective Board membership,

All newly elected Board members, notwithstanding that they assume their duties on 1 July in the year of their election, shall be invited by the President or Vice-President to attend as guests the June meeting of the Board together with the outgoing Board members, except for the Executive Session. The agenda of the September Board organizational meeting may include any organizational business, such as the presentation and discussion of annual reports, Board orientation procedures or similar items of business and appointment of chairpersons of the Board committees. In addition to such organizational business, the Board may consider any other regular meeting business that may have been included on the agenda.

ADOPTED: 13 April 2010

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Chapter 8. BOARD COMMITTEES

The Board shall establish Board committees when they are deemed necessary to carry forth specific annual goals and objectives, or for counsel and assistance in the performance of its duties. There shall be at least four permanent Board committees: Finance Committee, Policy Committee, Facilities Committee and Marketing Committee. At the September meeting the President shall appoint chair persons of each committee and their members. The Board may at any time, if so required, establish additional ad hoc committees.

The following applies to all Board committees:

A. Committee Authority. No Board committee, established by the Board, shall have policy-making authority. Board committee responsibility is limited to providing information and recommendations to the Board. The only exception is the Finance Committee, which has the authority to approve or deny special payment plans in accordance with the School's Payment Policy and Procedure.

B. Committee Composition. Each elected Board member shall serve on at least one Board committee. Where appropriate, Board committees may also include other members of the Corporation or, if deemed appropriate by the Board, non-members of the Corporation. The President and the Director shall serve as an ex-officio member of all Board committees.

C. Board Committee Reporting. Each Board committee chair shall develop a statement of purpose and objectives for Board committee chaired, and make progress reports at regular Board meetings. Board committee chairs shall present a written report at the May Board meeting which summarizes activities, decisions and recommended follow-up action. The President may ask Board committee chairs to make a presentation at the May Corporation meeting along the lines of the report prepared for the Board.

D. Board Committee Direction. Each Board committee shall be clearly guided as to:

1. Its goals and objectives.
2. The limits of its authority and responsibilities.
3. The limits and procedures concerning access to School facilities, personnel and records.
4. The resources available.
5. School policies and procedures applicable to its assigned responsibility.

E. Board Committee Duration. The Board has authority to dissolve any Board committee at any time. Unless otherwise directed by the President or the Board, all Board committees shall be dissolved automatically at the end of the current school year.

F. Board Committee Confidentiality. Board committee members are expected to maintain confidentiality, recognizing that their access to School activities and records is granted by the Board solely for the purpose of advising the Board. The publicizing of Board committee findings, recommendations, or any related information is at the sole discretion and approval of the Board, and does not lie with the Board committee.

Upon the nomination of the President, the Board shall have the power to designate an Advisory Committee of up to five members comprised of influential and notable individuals interested in promoting the School, its mission, and its objectives. The President of the Pinewood Alumni Association shall serve as an ex-officio member of the Advisory Committee. The President shall appoint one of the members to serve as the chairperson of the Advisory Committee. The Board shall regularly inform the Advisory Committee of developments at the School, and shall solicit the Advisory Committee's advice when required. Upon invitation of the President, members of the Advisory Committee may participate in Board meetings. The Advisory Committee shall have no authority or jurisdiction over the operations of the School or of the Board.

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Chapter 9. POLICY DEVELOPMENT PROCEDURES

The basis for the Board's authority to establish policy is provided by the By-Laws, which specifically assign responsibility for the adoption of policies to the Board. Policies adopted by the Board are not intended to contradict the laws and regulations of Greece, the By-Laws or employee contracts. If conflict does arise, the By-Laws shall take precedence over a Board-adopted policy, while the terms of the employee's contract shall have precedence over both policy and the By-Laws.

The Board reserves the right to periodically review administrative implementing regulations issued by the Director to ensure they are consistent with the intent of such policies adopted by the Board.

A. Policy Proposals. Policy proposal shall be submitted in writing for Board consideration by any Board member, the Director, any member of the Corporation. Such policy proposals then shall be referred to the appropriate Board committee by the President.

B. Policy Adoption. Policies may be approved, rescinded, amended or revised by a majority vote of Board members present at a scheduled regular or exceptional Board meeting. Policies are effective upon their approval or date set for implementation.

C. Board Policy Manual. All policies, adopted by the Board, shall be collected in a Board Policy Manual, which shall be codified and indexed to show policies currently in force. The official copy of the approved policy manual shall be maintained by the Director, who, together with the Secretary, shall ensure that the Policy Manual is kept up-to-date and that copies of new or revised policies are distributed to all holders of the Policy Manual. Copies of the Policy Manual will be given to each Board member and also made available for information to all members of Corporation at the School's Administration Office. At the end of each School year, all Policy Manuals should be returned to the Director's Office to be updated and redistributed prior to the start of the new School year.

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