

The purpose of this board manual is to ensure that WIS board members have the knowledge, tools, and support necessary to make informed decisions, provide strategic guidance, and fulfill their fiduciary duties. This manual also documents 'how' the board operates - detailing board membership, committees, officer elections, voting and approval procedures.

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## 1. Board Governance, Responsibilities and Policy

### 1.1 Board of Directors:

The governance of the school shall be exercised by a Board of Directors, as set forth in the Articles of Association. The Board of Directors is focused on establishing the strategic direction of the School. Inherent in that process is its responsibility for exercising fiduciary oversight to ensure mission fulfilment and strategic foresight.

Members of the Board of Directors jointly exercise their responsibilities and duties, and within the limitations, as defined in the Articles of Association.

### 1.2 Board Collective Authority

The Board as a whole has the power and authority to make decisions. Unless expressly empowered to do so, an individual Director may not speak or act on behalf of the Board or the School. See also Article 12 of the Articles of Association.

### 1.3 Hierarchy of Authority

WIS Board of Directors are governed by the laws of Namibia, WIS Articles of Association, The WIS Policy Manual, the Governance Handbook, and other procedural handbooks or documents. In the event of any conflict, the applicable provisions shall be given precedence as follows:

1. first, pursuant to the type of document, in the following order: (1) the laws of Namibia, (2) the WIS Articles of Association, (3) the WIS Governance Policies, (4) the Board Manual, and (5) all other procedural handbooks or documents;
2. second, pursuant to the date of the document, with the highest level of authority being the most current document.

### 1.4 Board Responsibilities

The primary responsibilities of the Board are to:

- establish and support the mission, vision and strategic direction of the School together with the Educational Director.
- make governance policies which it determines are essential to ensure the execution of the School's mission, vision, objectives and the long-term sustainability of the School.
- ensure the financial viability of the School by implementing sustainable operating and capital budgets, undertaking maintenance of and replacement for capital assets, and engaging in fund raising activities for current needs and growing an endowment for future needs, and
- select and dismiss the Educational Director when necessary, nurture her or him and provide personal support, and perform a yearly evaluation based on previously agreed goals
- Refer to Article 13 of the Articles of Association.

## **1.5 Board Delegation of Authority to Educational Director:**

The Board shall select and hire an Educational Director to whom the Board will delegate authority for day-to-day operations and management of the School. The Educational Director is accountable to the Board collectively.

The Educational Director is responsible for the administration and supervision of the education program, selection and assignment of all WIS employees, maintenance of school-community relations and management of the campus and equipment. The Educational Director is responsible for keeping the Board apprised of significant operational, financial, personnel, and community matters that may present an unacceptable risk to the school and seek Board guidance or assistance as required.

## **1.6 Strategic Plan - responsibilities**

1.6a: The Board is responsible for setting the strategic targets or priorities, to monitor the progress and revise targets or priorities as needed, (in consultation with the Director)

1.6b: The Educational Director is responsible for developing the strategies and KPIs or success measures to show progress and timing.

1.6c: The Educational Director develops action steps and timeline for each strategy, can do this using committees - lead by a faculty member or teams or mixed task forces that use community members.

1.6d: The Educational Director ensures progress towards reaching targets and reports progress, concerns, to the Board, recommending any adjustments.

1.6e: The Board is responsible for setting a strategic positioning wherein the school's longer term mission, vision, and differentiation within the competitive market place informs preparations for the school's next strategic plan.

## **1.7 Campus/Facilities Master Plan - responsibilities**

1.7a: The Board sets the vision and direction and goals for the master plan (in consultation with the Director)

1.7b: The Educational Director develops the strategies, KPIs and timeline

1.7c: The Educational Director develops action steps and timeline for each strategy, and may do this using committees: led by a faculty member or teams or mixed task forces that use community members.

1.7d: The Educational Director ensures progress towards reaching targets and reports progress, concerns, to the Board, recommending any adjustments.

## **1.8 Risk Management - responsibilities**

1.8a: The Board and Educational Director – identify risks including the impact and the likelihood of it happening.

1.8b: The Educational Director develops mitigation strategies and timelines

1.8c: The Educational Director develops action steps and timeline for each strategy, can do this using committees- lead by a faculty member or teams or mixed task forces that use

community members.

1.8d: The Educational Director ensures progress towards reaching targets and reports progress and concerns to the Board, utilising frameworks such as a SWOT analysis and recommending any adjustments.

## 2. Board Membership

### 2.1 Composition

The Board is composed of between 7 and 12 members, including elected and appointed members and a School employee.

- There will be a minimum of 3 elected members and 3 appointed members
- At least two members of the Board will be Namibian citizens and/or permanent residents
- The difference between elected and appointed members will not be greater than 2 (not including the School employee representative).

### 2.2 Terms of Office

- The school employee board member will serve a 2-year term, beginning on the date of their appointment for 2 years.
- Elected board members will serve a 3-year term, beginning the date they are elected through the third AGM.
- Appointed board members will serve a 2-year term, beginning on the date of their appointments through the 2<sup>nd</sup> AGM.
- All Directors are eligible to serve for additional consecutive terms of 2 years each up to a maximum of 7 years total.

### 2.3 Eligibility Conditions

- Elected board members are required to be a member of the Association.
- Appointed board members are not required to be a member of the Association; however, no more than 2 appointed members can be non-members of the Association.
- Employees of the School shall not be eligible to serve as a member of the Board, with the exception of the Staff Board Member.

### 2.4 Conduct

In order to practice good governance, all members of the Board must sign and adhere to the following requirements:

- Board Code of Conduct (See section 9: Board Code of Conduct, Board Assessments & Self-Assessments)
- Adhere to the powers, duties, and limitations of the Board as articulated in Articles

12, 13, and 14 of the Articles of Association.

Other Agreements to sign.

- Board Job Description / Terms of Reference
- Confidentiality Agreement
- Conflict of Interest Statement
- Documentation as required by BIPA

## **2.6 Termination:**

A Board Director will serve until one or more of the following occurs.

- Term expires
- Written resignation
- Removed from the Board per Article 16 of the Articles of Association
- Disqualification per Article 17 of the Articles of Association
- Their death

## **2.7 Removal:**

A director is required to resign if there is a 2/3 vote to remove by the Board. The vote is taken through a written secret ballot that does not include the director in question.

A call for a removal vote includes, but is not limited to the following:

- Does not act in accordance with the Code of Conduct or the Articles of Association
- Has brought the Association or School into disrepute
- Has a direct or indirect interest in a contract with the Association or School but has failed to disclose the interest.
- Fails to reasonably contribute to the work of the Board.
- Displays behavior as identified in Article 17 of the Articles of Association

Prior to the vote, the Director in question must be given the opportunity to address the Board.

A Director who is removed must vacate the position immediately.

**2.8 Board Election Process:** See the procedures and guidelines in Section 11.

**2.9 Board Appointment Process:** See the procedures and guidelines in Section 12.

## 3. Board Officers

### 3.1 Officers:

The Board shall appoint officers from their own membership to include Chair, Vice-Chair, and Treasurer, at the first closed meeting after the AGM.

**Chair:** The Chair shall (i) preside at all meetings of the Board and the Association, (ii) upon the authorization of the Board, sign contracts and other instruments binding on the Association, (iii) be the primary liaison between the Board and the Educational Director, (iv) be responsible for ensuring that the Board and board members fulfill their roles, responsibilities and goals in accordance with the Articles of Association or Statutes, Bylaws and this Board Manual, (v) act as the Board Spokesperson, and (vi) serve on either the Finance Committee or Governance Committee.

**Vice-Chair:** The Vice-Chair performs the duties of the Chair in his/her absence and such other duties as specifically delegated by the Chair. The acts so performed shall be as valid and binding upon the Association as if performed by the Chair. The Vice-Chair shall serve on either the Finance Committee or Governance Committee (whichever one the Chair is not serving on).

**Treasurer:** The Treasurer shall (i) stay regularly informed about budgetary and financial matters of the School, (ii) together with the Educational Director or designee, report to the Board with respect to all financial matters, (iii) chair the Finance Committee and be responsible for ensuring that the committee fulfills its roles, responsibilities and goals, and (iv) together with the Educational Director, exercise oversight with respect to the School's financial affairs and the implementation of financial, audit, risk management and investment policies.

### 3.2 Officer Terms:

Officers can be re-elected and may hold the position for as long as they are Board Directors.

### 3.3 Officer Elections:

The procedure for nominating and electing the Chair, Vice Chair, Treasurer, and Committee Chairs is outlined in the appendix. This shall take place at the first meeting following the AGM.

### 3.4 Officer Removal:

If a Director has been removed or has resigned for any reason, the Board of Directors must recognise this by circular vote. The Executive Secretary then updates for FIA compliance, and the Chair/Educational Director updates the new Board of Director membership by communicating this change with the community.



# Board Manual

## 4. Board Committees

### 4.1 Committees:

The Board can create and terminate standing (permanent) committees and/or ad hoc (temporary) committees and task forces to help the Board fulfill its roles and responsibilities.

Standing Committees:

- Finance Committee
- Governance & Nominations Committee
- Policy Committee
- Advancement Committee

Task Forces:

- Task forces have a clear start and end date, and shall have a clear Term of Reference which meets a short term need identified by the Board of Directors, by the Educational Director, or by a Board Committee.
- Examples of Board-level task forces could include Strategic Planning, Artificial Intelligence, Facilities, or strategic positioning for an aspect of a Communications & Marketing campaign.
- There may be task forces or teams delegated to accomplish work done within committees, but which fall within the purview of that committee. For example, the Governance Committee may decide to have a task force for Nominations and handling Board elections or appointment processes.

### 4.2 Committee Operations:

- Every committee shall have a clear set of roles, responsibilities and yearly goals that shall be set forth in a document called “Terms of Reference” that must be approved by the Board.
- Every committee shall have a Chair to manage the committee, schedule and lead the meetings, and ensure the committee fulfills its roles, responsibilities and goals.
- Every committee shall report directly to the Board. Neither the committee nor the committee Chair has the authority to act or speak on behalf of the Board unless given explicit approval to do so by the Board for a specific purpose and time.
- The Board may choose to disband a committee at any time by a simple majority vote.
- The committee Chair has the authority to appoint or remove additional members to the committee or task forces, and such membership may be from the WIS

Association Membership or from the wider community. The Board may remove any member of any committee at any time by a simple majority vote.

#### **4.3 Finance Committee:**

Chaired by the Treasurer of the Board of Directors, this committee is responsible for the fiduciary oversight of the school and for regularly reporting the school's financial position to the Board of Directors.

Duties include:

- Ensure that accurate and complete financial records are maintained
- Ensure that accurate, timely and meaningful financial statements are prepared
- Oversee budget development and financial planning
- Safeguard the school's assets
- Help the full Board understand the school's financial position

See Finance Committee TOR for annual goals, deliverables and action plans. ([link](#))

#### **4.4 Governance & Nominations Committee:**

The Governance Committee's primary responsibilities are to ensure the Board is functioning at the highest levels.

Duties include:

- Ensures all board members understand the role & responsibilities of the Board.
- Facilitates the finding, recruiting, and screening new board members.
- Provides onboarding for new board members and holds exit interviews with departing ones.
- Establishes succession planning for board members and officers.
- With the Educational Director, organises Board retreats and Board training/development.
- Conducts annual assessments of the full Board and individual board members.

See Governance Committee TOR for annual goals, deliverables and action plans. ([link](#))

#### **4.5 Policy Committee**

The Policy Committee monitors school policies for the operation, development and long-term planning for WIS. ensures that WIS Board-level policies are created, communicated, implemented, and revised on a regular basis.

Duties include:

- To ensure the Board Manual it is up-to-date and useful to the work of the Board.
- To ensure the Governance Policy is regularly reviewed and in alignment with the founding documents of the school.

- To conduct a survey of policy and procedures identified within the Educational Director's Key Performance Indicators, ensuring that they are in place and are in alignment with the Governance Policy.

See Policy Committee TOR for annual goals, deliverables and action plans. ([link](#))

## **4.6 Advancement Committee**

As an independent, not-for-profit international school, WIS relies primarily on school fees to sustain its core programmes; however, the school welcomes additional financial support in order to make improvements to the campus, increase access for students whose families might not otherwise be able to afford a WIS education, and implement transformative new approaches to teaching and learning. The Advancement Committee works to provide strategic guidance and support to WIS's strategic fundraising and campus development efforts.

Duties include:

- To establish frameworks and methods for giving, executing campaigns which align to the school's strategy and mission.
- To work closely with the Educational Director, identifying potential donors, partners, and fundraising initiatives.
- To foster relationships with alumni, parents, and the broader community, building a network of advocates and supporters and establishing a culture of philanthropy at WIS.

## 5. Board Communications

### 5.1 Communication Channels:

The Board of Directors utilises WhatsApp for informal internal communication such as celebrating small wins in the life of the school, sharing situational briefings which may require Board member awareness, for polls to determine the viability of a proposed change to a meeting dates, or committee work.

The Board of Directors utilises Email for documentation and formal notices.

The Board of Directors utilise talking points along the lines of the 'key messaging/cheat sheet' appendix, when responding to and interacting with and responding to community members' approaches which are of an operational nature.

The Board of Directors may redirect queries to the following email addresses:

- Safeguarding, Bullying, or Health & Safety issues: [bsalamon@wis.edu.na](mailto:bsalamon@wis.edu.na)  
[safeguarding@wis.edu.na](mailto:safeguarding@wis.edu.na)
- Whistleblowing: [whistleblowing@wis.edu.na](mailto:whistleblowing@wis.edu.na)
- Financial Aid: [evandrunen@wis.edu.na](mailto:evandrunen@wis.edu.na)
- Fundraising: [giving@wis.edu.na](mailto:giving@wis.edu.na) or [evandrunen@wis.edu.na](mailto:evandrunen@wis.edu.na)
- 
- Concerns, Complaints, and Grievances: [evandrunen@wis.edu.na](mailto:evandrunen@wis.edu.na)

Complaints about a teacher, staff member, or a decision made by the Educational Director: Refer the individual to speak with the Principal or to the Educational Director and utilise the sample responses in this appendix. Do not seek to resolve a concern unless the matter has been formally passed through the Concerns & Complaints or Disciplinary & Grievances Policy.

When approached by a member of the community with a concern.

o Listen, but then always redirect – to the Educational Director, to the Grievance Policy, to the Health & Safety Committee, or to the Safeguarding Lead

o Review the key messaging cheat sheet for how to manage questions, when caught alone at a school event or in the parking lot

o Even for board related questions, it is likely best to redirect to the relevant board member via the appropriate email as listed below:

- Board Chair: [chairbod@wis.edu.na](mailto:chairbod@wis.edu.na)
- Board Treasurer: [treasurer@wis.edu.na](mailto:treasurer@wis.edu.na)

### 5.2 Board Budget Activities & Allocation:

Each year the school sets aside a small budget to cover refreshments and small gifts to departing Board members (in line with the Gifts Policy). This budget is the responsibility of the Educational Director. If the Board feels that it is necessary to bring in an outside expert, appoint

a member to attend a regional conference or training (such as an AISA Governance Workshop), then the Educational Director will work with the Board Chair to identify funds for this purpose.

## 6. Board Meetings

### 6.1 Board Calendar –

The Board will create an annual meeting calendar based on board work, board goals and action plans and committee goals and action plans. (annual calendar in appendix)

### 6.2 Types of Meetings

There are three types of board meetings.

#### Closed meetings

- The purpose of closed meetings is for the full board to discuss confidential matters such as personnel, legal matters, financial issues, strategic and generative discussions, and other sensitive topics.
- Only members of the Board of Directors may attend closed meetings. The Board can additionally invite others (such as Principals or the Finance Manager) to closed agenda meetings at the discretion of the Chair.
- The Board will have a minimum of 4 closed meetings per school year.
- Closed board meetings may be called by the Chair or acting Chair or any 3 Directors acting jointly by giving 7 days' written notice.
- See notification details in Article 8 and 10 of the Articles of Association.

#### Open Meetings:

- The purpose of open meetings is to include opportunity for public input into discussion items, to share informational items, and to adopt items which do not require Board discussion, debate, or resolution.
- Association Members and the wider WIS community members may attend Open meetings as observers. The Educational Director and other members of the SLT may attend but have no voting rights.
- Attendees at Open Meetings may speak only at the invitation of the Chair, and agenda items will only be entertained by permission of the chair when submitted as a proposed item to the Chair at least 14 days in advance of the Open Meeting.
- The Board will have a minimum of 2 open meetings per school year.
- General Meetings may be called in accordance with Article 8 of the Articles of Association.
- For Meetings of the Board, see notification details - Article 10 of the Articles of Association.

#### Annual General Meeting

- The Association will have an annual meeting each school year, within 9 months

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after the end of the financial year.

- See Article 7 of the Articles of Association for more details.

### 6.3 Board Meeting Quorum

No business shall be conducted at any meeting of the Board unless a quorum of Directors is present. A quorum may consist of Directors present and proxies submitted to the Chair in writing before the meeting. If no quorum is present within 30 minutes of the start of the meeting, the meeting will be canceled.

A quorum consists of 60% of the full Board. See Article 10.14 of the Articles of Association for more details.

### 6.4 Meeting Agenda and Materials:

The Executive Secretary of the Board of Directors or designee is responsible for distributing board packets for each Board Meeting.

- The Chair or designee shall create an agenda with input from the Board Officers and the Educational Director and will share it with the full Board at least one (1) week in advance of the meeting, with the draft agenda typically circulated between 10 and 14 days in advance of the meeting.
- The Executive Secretary of the Board of Directors or designee is responsible for collating all materials for the meeting packet to prepare board members for discussion during the meeting. The meeting packet of materials for board meetings shall be provided to board members at least one (1) week in advance of the meeting to provide adequate time for board members to review the materials and to prepare.
- The packet should include the agenda and any information needed to inform board members and provide support to make decisions during the meeting.
- The Articles of Association dictate the timing of the required notices.

### 6.5 Meeting Minutes

Written minutes will be kept for every open and closed meeting. The minutes of each board meeting must be approved and signed by the Chair and one other Director present at the meeting.

Minutes should include but not limited to the following:

- Date, location, start/end time
- Names of attendees
- Agenda
- Decisions, resolutions and actions
- Date and time of next meeting

### 6.6 Meeting Procedures

Board meetings will be chaired by the Board Chair or the Vice Chair in the absence of the Chair.

- Voting is decided by a simple majority, by a show of hands.
- Voting can be done by secret ballot. See Article 11.2 in the Articles of Association for details.
- All Directors have equal voting rights.
- In the event of a tie vote, the Chair has a second casting vote.
- If a Director is unable to attend a meeting, the Director may appoint the Chair as their proxy. See Article 11.3 in the Articles of Association for details.

## 7. Association Annual General Meeting

### 7.1 Meeting Date

The AGM will be held within 9 months after the end of the financial year and no more than 15 months from the previous AGM.

Notice of the AGM must be shared a minimum of 21 days prior to the meeting date.

### 7.2 AGM Attendance and Attendance Quorum

All Association Members, unless they have Arrear Debts, can attend the AGM. The quorum for the AGM is 3 members present in person or by proxy. Association Members can appoint another parent as a proxy to attend, speak and vote in that member's stead.

See Article 9 in the Articles of Association for more details on Association attendance, proxy and arrear debts.

### 7.3 AGM Voting

Each Association Member or proxy present has 1 vote. Voting will be approved by simply majority if a quorum of 3 Association Members is present. The exception to the 3 Association Member quorum exists for changing the Articles of Association or in the event of dissolution, deregistration or winding-up the Association. See Articles 20 and 21 in the Articles of Association for details.

## 8. Board Goal Setting - Suggested

The Board will develop annual goals for the Board with clear action plans and timing.

### Annual Goals: The WIS Board of Directors

Fill-in the first column with specific Board Goals for the year and then rate the degree to which the 2024 Board achieved those goals.

4 = Fully, 3 = To a great degree, 2 = Partially, 1 = Inadequately

Board Goals for 2024	4	3	2	1	Board Goals for 2025-26
1. <i>Successfully launch our new Strategic Plan, as measured by the indicators in the Strategic Plan itself.</i>					
2. <i>Successfully appoint and elect a new Board of Directors, as measured by the skill, commitment, and contributions of the Members and as per the Board Complete the Annual Self-Evaluation Instrument.</i>					
3. <i>Continue the work of committees, as identified by the Committee Goals.</i>					
4. <i>Improve the School's approach to Policy and Governance, as evidenced by this instrument and a new Terms of Reference, Code of Conduct, and Board Policy Manual to be put in place.</i>					

## 9. Code of Conduct, Board Assessments

### 9.1 Board Code of Conduct

Every year each board member will sign a Code of Conduct. The Governance Committee will annually review and update the Code of Conduct. (Link)

### 9.2 Board Assessment:

The Board will undergo an annual self-assessment. This assessment will be developed by the Governance Committee based on board and committee goals and action plans. (A sample of this self-assessment is located in the appendix)

Each board member will undergo an annual self-assessment. This assessment will be developed by the Governance Committee based on Committee goals and action plans, Code of Conduct, contribution and participation. (A sample of this self-assessment is located in the appendix)

### 9.3 Board Assessment Calendar

- February - Board selects Chair, Vice Chair, Treasurer, and Committees, reviews the Board Handbook, and sets goals for the year
- April - Individual board members undertake their self-reflection. This is for personal reflection.
- June - Review key performance indicators, identify board retreat dates, and determine priorities for the next school year.
- September - Governance Committee Chair circulates the self-evaluation tools.
- October - Members submit their completed self-evaluation tools.
- November - The Board discusses results of the self-evaluation as an agenda item, identifying any action items

This instrument should be shared with all board members through a review of the Board Handbook in the first meeting following the AGM. A timely and authentic self-evaluation should prompt discussion and action leading to affirmation and/or improvement of the Board's performance.

## 10. Onboarding and Professional Development

### 10.1 New Member Onboarding:

All new members of the Board should be provided an orientation program to help them understand the School, and the role and responsibilities of the Board.

- The orientation program should include, but is not limited to, the following items: (i) a review of the School's Mission, Vision and Strategic Plan, (ii) a meeting with the Educational Director, (iii) a tour of the School's campus, (iv) a meeting with the Board

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Chair, (v) a meeting with the Chair of the Governance Committee which shall include an overview of the Code of Conduct, the primary responsibilities of the Board, and the Board's main governance documents, (vi) a meeting with the Board Treasurer, which shall include an overview of the School's last audited financial report, the operating and capital budgets for the current year and next year, the long-term capital plan and the risk management policy, and (vii) a tutorial on how to access the board folder on the School's Google Drive and an overview of the contents of the folders.

- The Governance Committee in collaboration with the Executive Secretary will develop and oversee the orientation program.

## **10.2 Professional Development:**

The Board is committed to continuing education and training to improve its effectiveness. The purpose of education and training is to help the Board as a whole, and board members individually, develop the knowledge and skills needed to fulfill their duties and function effectively.

- Areas of education training may include, but are not limited to, (i) effective governance practices, (ii) finance matters (iii) strategic planning, (iv) collaborative teamwork, (v) diversity, equity, justice and inclusion matters, and (vi) relationship with the Educational Director and the assessment process.
- Decisions to spend time or funding on governance-related professional development are made by consultation and consensus between the Board Chair and the Educational Director.

## 11.Board Elections

Each October, the Governance Committee determines how many openings will need to be filled by election at the upcoming Annual General Meeting and appoints a Nominations Chair to oversee this process. The election process is then held in accordance with Article 6 of the Articles of Association.

- In the event that a change in Board makeup requires the calling of a General Meeting to elect a new member, the Chair of the Board of Directors directly appoints a Nominations Chair to oversee this process.

## 12. Board Appointments

The Board may vote-in Appointed Directors at any time, provided that no more than 2 (two) Appointed Directors are non-Members of the Association and provided that the difference between elected and appointed members is no greater than 2 (two).

## 13. Educational Director

### 13.1 Delegation of Authority to Educational Director:

The Board delegates all authority for the day-to-day operations and management of the School to the Educational Director (ED), except as indicated in the Articles of Association or this Board Manual.

As the sole hire of the Board of Directors, the Educational Director is responsible for the administration of the School in accordance with Governance Policies. When circumstances require immediate action but existing policies provide no guidelines and there is no time to consult either the full Board or the Chair/Vice Chair, the Educational Director is empowered to take appropriate action. The Educational Director shall report such action to the Board at the earliest opportunity.

### 13.2 Primary Responsibilities:

The Educational Director shall (i) direct the operations and management of the School according to local law, the Articles of Association, and this Board Manual, and (ii) administer the funds of the Association in accordance with the approved budget and execute the contractual and financial instruments as authorized by the Board, and shall execute the jobs as articulated within the Educational Director Job Description located in the appendix of this Board Manual.

**13.3 Administrative Policy:** The Educational Director is responsible for developing and administering all non-board or Governance policies and procedures of the School (collectively "Administrative Policy") which should be followed in the day-to-day operations and management of the School. The Educational Director is responsible for ensuring that Administrative Policy is aligned with, and adheres to, Governance Policies. The Educational Director shall promptly inform the Board if Administrative Policy is not aligned with, or does not adhere to, any board policy or procedure.

The Board reserves the right to review such regulations at its discretion and may choose to appoint a standing committee or an ad hoc task force to revise such regulations at its discretion; but shall revise or veto such regulations only when, in the Board's collective judgment, they are inconsistent with policies adopted by the Board.

**13.4 Organizational Structure:** The Educational Director will establish an appropriate and effective organizational structure that will enable the School to deliver on its Mission and Vision and execute its Strategic Plan. The Educational Director shall update the Board on the organizational structure as an operational update on an annual basis.

**13.5 Hiring of Employees:** The Board is responsible for hiring the Educational Director

and the Educational Director shall be responsible for hiring all other employees of the School.

**13.6 Grievance Policy & Procedure:** The Educational Director shall ensure that there is a general policy and procedure by which stakeholders (students, parents and employees) have the right to voice their complaints, grievances or concerns about matters pertaining to the School that are not covered by a specific policy.

**13.7 Risk Assessment:** The Educational Director shall conduct regular risk assessments and shall inform the Board of Directors in the event that there is an unmitigated risk which holds strategic relevance to the school.

## 14. Educational Director Assessment

### 14.1 Definition

The Board of Directors' ("BoD") has a mandate under Articles of Association to steer the school in the right direction. This is done through the Educational Director (ED) who is directly accountable to the BoD. Therefore, the Board should provide specific measurable deliverables to the ED who in turn is expected to direct his team in delivering the goals.

### 14.2 Procedure

In line with recommendations from the Association for the Advancement of International Education (AAIE), "The Educational Director evaluation process and instrument should be designed collaboratively by the Board (Chair or Governance Committee) and Educational Director. Measures of performance should be linked to rubrics and data based on specific expectations previously identified. The "data gathering" should include self-appraisal by the Educational Director as well as input from all Trustees. [Note: caution in applying the "360" model to a ED Director evaluation - not a good fit for the international school context. See Appendix II, The 360° Evaluation Model for Appraising the Educational Director in International Schools, Challenges and Solutions]

Rather than relying upon a "360" model to an evaluation, "data gathering" takes place continually (through the observations by board members at board meetings and through various data points collected on an annual basis), while the formal "annual evaluation" session occurs **near the end of the school year.** In the meantime, if the Chair-Ed Director relationship is what it should be, the Chair will be giving feedback to the Ed Director (and the Ed Director will be seeking it) continually. And, depending on the nature of the Board's engagement with the Ed Director, a mid-year less formal "conversation" about the Ed Director's performance can be constructive."

What is a KPI

Key Performance Indicator, or KPI, is a quantifiable metric (SMART) used for tracking and monitoring set objectives. KPI offers some key insights into performance of human resources within an organization. SMART KPIs are tracked and measured with continuous feedback provided for course correction.

### Director's Contract and Evaluation

The Board shall execute a decision regarding renewal of the ED's Contract and associated terms and conditions in a timely way such as to ensure due process for all parties and allows for effective transition should the contract not be renewed. Guidelines for contract renewal, non-renewal, and termination are stipulated within the ED's Contract.

One of the Board's chief responsibilities is supporting and nurturing the Director. One fundamental component of this is the annual review of the Director's performance. This

evaluation process shall utilise tools developed collaboratively by a committee of the Board and the Director, based on clear mutual understanding of expectations set forth in the Job Description and Board-approved annual Director's Goals/Key Performance Indicators.

[See sample in Appendix.](#)

## 15. Educational Director Search

### 15.1 Establish the Search Framework

- Appoint a Search Committee with clear roles and responsibilities.
- Determine whether to hire a search firm or conduct the search internally.
- If hiring a search firm, check to see whether this process can be supported by the US State Department's Office of Overseas Schools. Review leading firms for placing International School Ed Directors, such as Search Associates or International Schools Services.
- Define a timeline for the full search process.
- Communicate the process transparently to all stakeholders (staff, parents, students, alumni).

The Board may utilize the assistance of professional consultants/organizations as appropriate, and with input from selected stakeholders including staff, parents and students. The Board will determine the Educational Director's salary and benefits package and negotiate a contract term of not more than three years.

### 15.2 Define the Leadership Profile

- Gather input from the school community (surveys, focus groups, interviews).
- Use WIS's Strategic Plan and mission/vision to guide the profile.
- Develop a Leadership Profile document including:
  - Core competencies
  - Experience requirements
  - Desired personal attributes
  - Alignment with IB and international education values
- Get formal board approval of the Leadership Profile.

### 15.3 Launch the Search

- Finalize a clear and attractive position announcement.
- The search firm or WIS Search Committee will then post the job through appropriate international school networks (e.g., NAIS, TES, ISS, Search Associates, AISA), and will set up a confidential application portal/email address, and communication system.
- Provide a WIS-specific recruitment pack, including:
  - School overview
  - Strategic priorities
  - Governance structure
  - Leadership Profile

### 15.4 Screen and Interview Candidates

- Conduct initial screening of applications by the Search Committee or consultant.
- Hold first-round virtual interviews with longlist candidates.
- Narrow to 3–5 semifinalists based on fit with profile and references.

- Conduct reference checks before finalist invitations.

## **15.5 Finalist Interviews and Community Engagement**

- Invite 2–3 finalists to WIS for on-campus visits (if possible).
- Schedule structured interview sessions with:
  - Students
  - Faculty and staff
  - Parents
  - Leadership team
  - Full Board
- Solicit confidential community feedback after each visit.

## **15.6 Final Selection and Contract Negotiation**

- Hold a board meeting to review feedback and make the final decision.
- Board Chair and Search Chair to:
  - Make the offer
  - Negotiate contract terms (start date, compensation, relocation, etc.)
- Issue formal appointment announcement to the community.

## **15.7 Transition Planning**

- Assign a Transition Committee to support onboarding.
- Plan structured meetings between outgoing and incoming Ed Directors.
- Share essential school documents, strategic plans, and board policies.
- Schedule early engagement with stakeholders (e.g., virtual intro, welcome event).

## **15.8 Post-Search Review**

- Conduct a board debrief to assess the process and lessons learned.
- Document best practices and recommended improvements.
- Celebrate the conclusion of the search and recognize all contributors.

## 16. Updates, Amendments and Review of Board Manual

The Policy Committee shall be responsible for ensuring that this Board Manual is reviewed annually and updated as necessary. Any additions or amendments must go to the full board for a vote of adoption.

## 17. Appendix (\*to be updated on a rolling basis, based on approved edits)

1. Articles of Association	Link
2. Committee Terms of Reference	Link or page 22
3. Board Calendar Example	Link or page 23
4. Board Goals Template	Link or page 24
5. Code of Conduct Template	Link or page 25
6. Structures for Successful Meetings & Norms of Collaboration	Link or page 28
7. Board Self-assessment Template	Link or page 29
8. Board Member Self-assessment Template	Link or page 31
9. Meeting Protocol Assessment Template	Link or page 33
10. Board Elections – templates or documents	Link or page 34
11. Board Appointments- templates or documents	Link or page 35
12. Educational Director Job Description	Link or page 36
13. Educational Director Assessment Template	Link or page 38
14. Educational Director Appraisal Notes	Link or page 42
15. Educational Director Search – templates or documents	Link or page 43

## Appendix 1: Committee and Task Force Terms of Reference Template

<p>Name of Committee or Task Force:</p> <p>Length of Service:</p> <p><b>Membership:</b>          Chair:          Members:</p> <p>General Purpose of the Committee/Task Force:</p> <p>Key Duties &amp; Responsibilities:</p> <p>Decision-making/Quorum:</p> <p>Deliverables/Goals:</p>
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Action Plan/Timing for the school year:

Item	Outcome	Responsibility/Timing

## Board Calendar Template (2025-26)

<b>August</b>	<b>September</b> 3 September Open Agenda: Matters Arising Closed Agenda: <ul style="list-style-type: none"> <li>Members declare intention for AGM; Update from Governance Committee</li> <li>Board reviews strategic plan and sets new school year priorities to be accomplished in the new school year</li> </ul>	<b>October</b> 1 October Closed Agenda: <ul style="list-style-type: none"> <li>Nominations committee</li> <li>Learning update from the Educational Director and Principals</li> <li>Enrolment progress</li> <li>Update from committees</li> <li>Annual Appraisal of Educational Director</li> </ul>
<b>November</b> 5 November Closed Agenda: <ul style="list-style-type: none"> <li>Financial projections vs budget; audit recommendation</li> <li>Preparation for AGM</li> </ul>	<b>December</b> 3 December Open Agenda: <ul style="list-style-type: none"> <li>Committee reports</li> </ul> Closed Agenda: <ul style="list-style-type: none"> <li>Strategic Positioning &amp; SWOT Analysis</li> <li>Preparation for AGM</li> <li>Farewells (if any)</li> </ul>	<b>January</b> 28 January <ul style="list-style-type: none"> <li>AGM</li> </ul>
<b>February</b> 4 February Closed Agenda: <ul style="list-style-type: none"> <li>Governance - Officer Elections</li> <li>Board Manual Update</li> </ul>	<b>March</b> 4 March Open Agenda: <ul style="list-style-type: none"> <li>Update from committees' Terms of Reference</li> <li>Operational update from Educational Director and Principals</li> </ul>	<b>April</b> 15 April - Closed Agenda <ul style="list-style-type: none"> <li>Budget and Tuition for 2026-27</li> </ul> 29 April - Closed Agenda <ul style="list-style-type: none"> <li>Update on appraisals, staffing, and budget for next year</li> <li>Admissions and marketing emphasis</li> </ul>
<b>May</b>	<b>June</b> 3 June - Open Agenda <ul style="list-style-type: none"> <li>Updates, celebrations, and farewells (if any)</li> <li>Review of Governance Policy</li> </ul> Closed Agenda: <ul style="list-style-type: none"> <li>Risk Assessment Review</li> </ul>	<b>July</b>

## Board of Directors Annual Goal Setting Template

### Annual Goals: The WIS Board of Directors

1. Fill-in the first column with specific Board Goals for the year and then rate the degree to which the 2024 Board achieved those goals.

Next: Set goals for the 2025 Board

4 = Fully, 3 = To a great degree, 2 = Partially, 1 = Inadequately

Board Goals for 2024	4	3	2	1	Board Goals for 2025
1. Successfully launch our new Strategic Plan, as measured by the indicators in the Strategic Plan itself.					
2. Successfully appoint and elect a new Board of Directors, as measured by the skill, commitment, and contributions of the Members and as per the Board Complete the Annual Self-Evaluation Instrument.					
3. Continue the work of committees, as identified by the Committee Goals.					
4. Improve the School's approach to Policy and Governance, as evidenced by this instrument and a new Terms of Reference, Code of Conduct, and Board Policy Manual to be put in place.					

## Board Code of Conduct

### Terms of Reference & Code of Conduct of Board of Directors of Windhoek International School (“WIS”/the “School”) (the “Board”)

#### 1. INTRODUCTION

- 1.1. The Board is the governing body of the School;
- 1.2. The members of the Board jointly exercise the responsibilities and duties, and within the limitations, as defined in the Articles of Association (“AoA”);
- 1.3. In the context of international school governance, the Board is a hybrid board, including both elected and appointed members (“Director”);
- 1.4. Unless expressly empowered to do so, an individual Director may not speak or act on behalf of the Board or the School;
- 1.5. The Educational Director is appointed by, and is accountable to, the Board collectively;
- 1.6. All other employees of WIS are appointed by, and are accountable to, the Educational Director.

#### 2. EXPECTATIONS

It is expected that a Director will:

- 2.1. exercise discretion and respect absolute confidentiality at all times<sup>1</sup>. In this regard, a Director acknowledges and agrees that:
  - (a) all information disclosed to them in connection with their Directorship regarding the Board and the School’s operations including, but not limited to, financial, legal, and personnel matters, as well as all Board discussions and decisions, shall be deemed confidential information (“Confidential Information”) and shall be the sole property of the Board and/or the School, intended to remain solely within the purview of the Board;
  - (b) they shall treat as confidential, and not use, disclose, or permit the use or disclosure of any Confidential Information to any third party without the prior written consent of the School and/or the Board;
  - (c) they shall take all reasonable measures to protect the Confidential Information from unauthorized access, use, or disclosure;
- 2.2. respect, support, and adhere to the School’s philosophy, mission and vision;
- 2.3. understand that the Board exists to make immediate and long-term decisions:
  - (a) which are in the interests of the School as a whole and represent and promote, to the greatest extent possible, the best interests of each member of the School’s multinational student body. The only exception to this provision shall be the representative of the US Embassy on the Board, whose role precedes the adoption of this Code. This representative may continue to communicate and coordinate with their respective communities as necessary and appropriate;
  - (b) and, in making such decisions, the Directors shall refrain from representing the interests of one or more particular constituencies, pressure/cultural group or nationality;

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<sup>1</sup> A breach of confidentiality may result in the removal of a Director. See AoA 16.1 and 16.3

- 2.4. declare any conflict of interest, either actual or potential, as and when it arises<sup>2</sup>;
- 2.5. familiarise themselves with, and strictly adhere to: Memorandum of Association; the AoA, from which the Board draws its powers and the School its mandate; and the Code;
- 2.6. understand and respect the distinction between governance and operations. In any circumstance the School administration and the Board must respect each other's responsibilities. (Formal structure should not override common sense in specific circumstances);
- 2.7. execute any tasks to which they are assigned, or for which they volunteer, in a timely manner;<sup>3</sup>
- 2.8. contribute their particular field of expertise to the Board, in a responsible, diligent manner, exercising due care in the advice given to the Board, appreciating that the Board may rely on same;
- 2.9. reasonably prioritise, and dedicate themselves to, Board work<sup>4</sup>;
- 2.10. punctually attend all ordinary and extraordinary meetings of the Board and the Annual General Meeting or, if unable to attend, offer apologies to the Chair in advance.<sup>5</sup>
- 2.11. lead by example and should therefore abide by the WIS ethos of exemplary behaviour in all actions and words. Directors should model the highest moral and ethical standards of behaviour in both personal and professional life;
- 2.12. engage colleagues and fellow Directors to develop and sustain harmonious relations by exhibiting courtesy, honesty and reasonableness in all discussions, and to preserve the dignity of the Board by airing and resolving differences in Board matters within Board meetings, and as needed, handling personal differences privately with affected colleagues;
- 2.13. fully participate in the democratic process of decision making within the Board and accept, support and stand in unity with Board decisions resulting from that process. It is the responsibility of each Director to take the time to become familiar with the facts surrounding issues for discussion and subsequent decision-making. Any Director who concludes that he/she cannot comfortably support a Board decision reached through such democratic processes could avail themselves to the option of resigning rather than creating confusion and apprehension in the Board. In this regard, the Directors undertake to refrain from publicly disowning the Board, while remaining a member of that body and/or afterwards;
- 2.14. operate within the given limitations of the Board and Directors' mandate. To this end, no Director:
  - (a) shall attempt, on their own, to issue directives to the Educational Director (being a function of the Board as a body), or to Administrators/Teachers at the School (being a function of the Educational Director);
  - (b) may, jointly and/or individually, enter into agreements or act unilaterally on behalf of the Board or the School;
- 2.15. receive and respond to complaints/suggestions from individuals or groups in a manner

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<sup>2</sup> Failure to declare a conflict of interest may result in the removal of a Director. See AoA 14.1 and 16.3(c)

<sup>3</sup> Where progress on a task is not achieved in a timely manner as a result of the responsible Director not fulfilling the task, the Board will exercise its right to re-assign the task

<sup>4</sup> Failing which, this shall be a ground for removal as a Director (See AoA 16.3(d))

<sup>5</sup> A Director shall, automatically and *ex facto*, be disqualified from the Board if they miss three successive meetings without permission (See AoA 17.1(d)).

that is respectful to the complainant, while maintaining appropriate objectivity. A Director should listen attentively, refrain from assurances of personal support and or resolution, and direct the complainant to the appropriate member of the Administration or indicate that the matter may, if appropriate, be brought to the attention of the Educational Director or Board for consideration, as necessary.

### 3. SPECIFIC DUTIES AND RESPONSIBILITIES

The responsibilities of the Board include:

- 3.1. the recruitment, appointment, evaluation, and, if necessary, dismissal of the Educational Director;
- 3.2. overseeing the election (or re-election) of elected Directors at the Annual General Meeting or, if necessary, at other times;
- 3.3. the appointment (or re-appointment) of appointed Directors from time to time;
- 3.4. the drafting, adopting, amending and abolishing of board policies, as defined in AoA 13.1(a);
- 3.5. the holding of an Annual General Meeting (AGM) not more than fifteen (15) months after the previous AGM;
- 3.6. the approval of Annual Financial Statements;
- 3.7. the approval of annual budgets, including the setting of school fees and a total allowance for staff remuneration;
- 3.8. the long-term planning and short-term oversight of the school's financial health;
- 3.9. the creation, approval, and evaluation of medium- and long-term Strategic Plans;
- 3.10. serving as ambassadors for the school within Windhoek, Namibia and internationally;
- 3.11. actively soliciting and/or co-ordinating individual, corporate and government support on behalf of the school;
- 3.12. meeting formally not fewer than four times in a school year. See AoA 10.4;
- 3.13. the periodic review and revision as necessary of the Articles of Association;
- 3.14. the ultimate responsibility for the school's philosophy, vision and mission;
- 3.15. supporting the Educational Director and working with established channels to resolve differences. Where a Director has concerns about anything relating to the Educational Director, the School's policies and procedures should be adhered to. It is the responsibility of the Board to use all reasonable endeavours and means, within their power, to assist the Educational Director navigate the School in the direction that is desirable.

Although the Board (collectively) takes ultimate responsibility for strategic decisions made for the School, considering that Directors are not necessarily experts in education, team effort with, and assistance from, the School Senior Leadership Team and administration can be necessitated, particularly where joint action is-required. In these instances, the Board Chair can approach the School Administration at the appropriate forum.

*The Four Agreements, by Don Miguel Ruiz* will be used as a reference for these norms of effective Board collaboration

- **Be Impeccable With Your Word**
- Stay on topic and don't waste time or

- **Don't Take Anything Personally**
- We are an objective board – let's keep the

<p>energy</p> <ul style="list-style-type: none"> <li>Once a resolution is taken – it doesn't get revisited, unless it is again put onto a meeting agenda</li> <li>Speak the truth: say what you mean, and mean what you say</li> <li>Be aware of, and honest about, your own agenda! Then leave it at home!</li> </ul>	<p>emotions out of it</p> <ul style="list-style-type: none"> <li>Do not self-indulge or become self-absorbed</li> <li>Ask for clarification to be able to understand and <b>respond</b> (not react)</li> <li>If issues arise, deal with the person themselves, kindly and maturely. We are all different and have different opinions – therein lies our POWER AND VALUE as a Board to make a difference</li> </ul>
<ul style="list-style-type: none"> <li><b>Don't Make Assumptions</b></li> <li>React on facts only</li> <li>Ask questions</li> <li>Be aware of the agenda of the storyteller. We don't have to attend every argument that we are invited to!</li> </ul>	<ul style="list-style-type: none"> <li><b>Always Do Your Best</b></li> <li>Bring your full self!</li> <li>Stick to Board business</li> <li>Let go of judgment and comparison</li> <li>Be curious and willing to demonstrate what you can do</li> <li>Remember – wear only Board hats in this space (Parent Hat = SLT; Teacher hat = WISSA)</li> </ul>

I, the undersigned, agree to be guided by this code for the period of my service on the Board and by confidentiality for three years thereafter.

signature

date

name (printed)

Board of Directors TOR and Code of Conduct: Last Revised in September 2024

## Structures for Successful Meetings & Norms of Collaboration

Effective board meetings combine clear structures with collaborative norms to ensure productive decision-making and meaningful engagement from all members.

### Meeting Structures

Our board meetings follow five essential standards:

#### 1. Single Process Focus

- Use one clear process at a time (brainstorming, analyzing, or evaluating)

Version control: Approved by the Board of Directors on 4 June 2025; ED Appraisal

Updated for 3 Sept Board Meeting

- Ensure all members understand the current process
  - Allow facilitator to guide process transitions
2. **One Topic at a Time**
    - Maintain focus on a single discussion topic
    - Use "parking lot" method to capture emerging ideas
    - Complete discussion of current topic before moving forward
  3. **Balanced Participation**
    - Ensure all board members have opportunity to contribute
    - Utilize partner and small group discussions when appropriate
    - Structure sharing to include all voices
  4. **Clear Meeting Roles**
    - Facilitator: Guides process and maintains neutrality
    - Recorder: Documents key points and decisions
    - Participants: Actively engage and support meeting standards
    - Knowledge Authority: Provides content expertise when needed
  5. **Productive Cognitive Conflict**
    - Welcome differing perspectives on ideas and proposals
    - Focus on concept-based rather than personal disagreement
    - Use structured approaches to manage productive discussions

## Collaborative Norms

To support these structures, we practice seven key norms:

1. **Pause** before responding to allow thoughtful dialogue
2. **Paraphrase** to ensure shared understanding
3. **Pose Questions** to explore thinking and seek clarity
4. **Put Ideas on the Table** clearly and constructively
5. **Provide Data** to support discussions and decisions
6. **Pay Attention** to self and others during discussions
7. **Presume Positive Intentions** in all interactions

## Implementation

Board members commit to following both these structures and norms during all meetings. The chair and facilitator will help maintain these practices to ensure productive sessions.

## BOARD OF DIRECTORS SELF-APPRAISAL

Note: For ease of use for printing, the Self-Appraisal Cycle document is also [linked here](#).

### Part I. Annual Self-Evaluation: The WIS Board of Directors

Rate the degree to which the Board performs each element of the seven indicators of an effective Board of Trustees.

4 = Fully, 3 = To a great degree, 2 = Partially, 1 = Inadequately

1. PERFORMING ROLES & FULFILLING RESPONSIBILITIES	4	3	2	1
a. The Board governs in a way that balances taking care of routine matters, (including fiduciary oversight) with long-term thinking and strategic decision making.				
b. The Board focuses on strategic policy matters, leaving the operational matters to the Educational Director.				
c. Board Policies are current, clearly express the Board's intent, reflect the school's mission, vision, and principles, and are consistent with the foundational documents (Articles of Association, Bylaws, etc.). Administrative procedures and regulations are aligned with Board policies.				
<b>Commentary and Data:</b>				

2. MEETING FIDUCIARY RESPONSIBILITIES	4	3	2	1
a. The Board exercises oversight regarding the school's finances and assets to ensure sustainability for the future.				
b. The Board effectively manages risks that may impact the school through good strategic decisions and fiduciary oversight.				
c. Board Members understand and abide by the Board's Terms of Reference and Code of Conduct including Conflict of Interest, and Confidentiality/ Non-Disclosure.				
d. The Board annually reviews the school's crisis preparedness, including clarification of the Board's role during a crisis.				
e. Relations between the Board and the school community (staff, parents, students) are healthy.				
f. The Board employs protocols that ensure it fulfills its responsibilities as the school's fiduciaries, e.g., monitoring policy implementation regarding emergency preparedness, safety and security, data security, and child protection.				

G. Board members approach their roles with the best interests of the school as their priority.				
<b>Commentary and Data:</b>				

<b>3. BUILDING AND SUSTAINING THE BOARD</b>	<b>4</b>	<b>3</b>	<b>2</b>	<b>1</b>
a. The current Board structure (size; how constituted; how selected) promotes effectiveness, efficiency and organizational sustainability.				
b. The Board Chair performs their job function effectively.				
c. The Board Treasurer performs their job function effectively.				
d. Board officers perform their job functions effectively.				
e. Board members are identified, recruited, selected, and inducted (with effective orientation) in light of the current needs of the school and with conscious reference to the school's mission, vision, and values.				
f. The Board self-appraisal process is effective in enhancing the Board's performance.				
g. The Board participates in high quality professional development, including an annual board retreat, that enhances its ability to work together effectively and efficiently.				
h. Board Members abide by Board policies and the Board's own annually articulated operating norms. If a Board Member consistently or egregiously deviates from these norms, the situation is addressed by the Board Chair/Board and resolved effectively.				
<b>Commentary and Data:</b>				

<b>4. HIRING AND SUSTAINING THE EDUCATIONAL DIRECTOR</b>	<b>4</b>	<b>3</b>	<b>2</b>	<b>1</b>
a. The Board supports the Educational Director through demonstrating respect for his/her role, encouraging and funding his/her professional development, and publicly demonstrating its confidence in him/her.				
b. The Board annually conducts a formal and growth focused evaluation of the Educational Director's performance based on his/her job description and board-approved goals.				

c. The Chair maintains a close, supportive, and positive relationship with the Director				
<b>Commentary and Data:</b>				

<b>5. OPTIMIZING BOARD OPERATIONS</b>	4	3	2	1
a. Board meetings are productive and collaborative, as evident in meeting artifacts (agendas, reports, minutes, etc.) and a positive "atmosphere" at meetings.				
b. The Board utilizes and empowers standing committees and task forces effectively and efficiently to support the work of the Board.				
c. Guidelines for between-meetings Board member conduct is clear and adhered to, particularly observing established protocols such as channels of communication, decision-making; crisis response; agenda-setting; and Board member disciplining.				
d. Provisions are in place for virtual meetings and decision making in the event of emergencies.				
<b>Commentary and Data:</b>				

<b>6. BEING STRATEGIC</b>	4	3	2	1
a. The Board formally affirms the school's guiding documents (e.g., mission, vision, principles) annually and consistently demonstrates a commitment to them in its discussions and decision making.				
b. The Board has and references relevant mid- to long term financial, strategic, and facilities plans in its discussions and decision making.				
c. The Board consistently maintains a strategic focus.				
<b>Commentary and Data:</b>				

<b>7. BEING ACCOUNTABLE</b>	4	3	2	1
a. The Board monitors the School's performance based on indicators grounded in the school's mission, vision, and values.				

b. The Board utilizes relevant performance indicators, measured over time, to inform its decision making.				
<b>Commentary and Data:</b>				

## Individual Board Director Annual Reflection - To Be Completed Each April

To be used for self-reflection

1 - strongly disagree 2 - disagree 3 - neutral 4 - agree 5 - strongly agree

Adapted from National Association for Independent Schools (NAIS)	core
1. I fully understand and promote the Mission of the school.	
2. The Educational Director briefed and oriented me as a new Board Member.	
3. I have a good working relationship with the other Board Members.	
4. I have a good working relationship with the Educational Director.	
5. I receive adequate information about the school's strategic initiatives and concerns.	
6. I read the materials sent to me prior to Board and committee meetings.	
7. I attend and participate fully in Board meetings and my committee meetings.	
8. I complete all Board work assignments in a responsible and timely way.	
9. I respect the confidentiality of the Board's executive session and related work.	
10. I contribute fully to the development of Board goals and strategies.	
11. I ensure any communication I have with staff is for the expressed purpose of committee work, and does not undermine the role of the Educational Director or her/his relationship with her/his staff. I refer concerns to the relevant post holder.	
12. I avoid, in fact and perception, conflicts of interest that might embarrass me, the Board, or the school. I disclose all possible conflicts in a timely manner.	
13. I contribute to focusing the Board's work on strategic issues rather than operational matters.	
13. I offer, am heard, and have considered opinions during Board deliberations.	
14. I support board decisions, even those I disagree with, outside the boardroom.	
15. When a parent or staff approaches me with a concern, I listen and then redirect.	
16. I am confident that the Board's level of fiduciary oversight is sufficient	

17. I find my service on the Board to be productive and rewarding	
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## Board of Directors - Optional “How Was Our Meeting” Protocol

### *How Was Our Meeting?*

Meeting Date: \_\_\_\_\_

Board Member (optional): \_\_\_\_\_

At any time, a Board Member may request or suggest that this template be utilized as a reflection on the effectiveness and norms of Board Meetings. This questionnaire is designed to take a quick reading of members’ views about the quality of the meetings of the governing body. The results can help guide the Chair and/or be used for a general discussion about improving meeting effectiveness.

<i>Item</i>	<i>We did a good job</i>	<i>We could improve</i>	<i>Specific praise, concerns, questions, or suggestions</i>
Content of the Agenda			
Distributing materials			
Attendance/punctuality			
Discussion			
Decision-making			
Atmospherics (e.g. tone and behavior)			
Clarification of follow-up on action items			
Logistics			
Application of our Mission and Vision			
External communication			

## Board Election Documents

### I. Procedure for nomination and electing officer positions following the AGM:

Protocol for the nominations and elections of Board Positions:

#### 1. Identifying the Meeting Chair of the first Board Meeting following the AGM:

The person designated to Chair the first Board Meeting following the AGM, and the agenda item to appoint the new term's Board Chair, Vice-Chair, and Treasurer will be by unanimous consent. If there is no unanimous consent, then Chair designation shall be determined as follows:

- a. If a member, the previous Chair
- b. If the previous Chair is not a member, the previous Vice Chair
- c. If the previous Chair and Vice Chair are no longer members, the Treasurer
- d. If the previous Chair, Vice Chair, and Treasurer are no longer members, the Educational Director or ED's designate shall act as Meeting Chair.
- e. Any changes to roles and responsibilities will take effect immediately following the close of the meeting, rather than during the meeting itself.

#### 2. Gathering Nominations:

The Meeting Chair will invite Nominations for Board Chair, Vice Chair, and Treasurer.

- a. The Meeting Chair may receive nominations by voice or by anonymous note.
- b. Members may nominate themselves or other members.
- c. After noting all nominations, the Meeting Chair will ask nominees whether they will let their name stand for election to the position.
- d. It is permissible and even desirable for nominees to be listed for more than one position.
- e. If any of the positions of Chair, Vice Chair, or Treasurer has no nominees willing to let their names stand, there will be a recess allowing for informal discussions between the Board Members, followed by a repeat of the nomination process. This step will be repeated until a candidate is named.
- f. Nominations may be made and accepted or withdrawn at any time during the election process.
- g. Where there is consensus, the nominee will be elected by acclamation.
- h. Where there is more than one nominee, the Meeting Chair will invite a discussion and then proceed to the election.

#### 3. Elections to appoint the Board Chair, Board Vice Chair, and Board Treasurer

The Chair will follow an agenda to first elect Board Chair, the Vice Chair, and then Treasurer

- a. Elections are by secret ballot unless they are by acclamation.
- b. Elections are conducted in the following order:
  - i. Board Chair
  - ii. Board Vice Chair
  - iii. Board Treasurer

- c. The positions of Chair, Vice Chair, and Treasurer must be filled at the first meeting following the AGM.
- d. While the default duration of the positions of Chair, Vice Chair, Treasurer, and Committee Chairs are for the duration of one year, it is acknowledged and accepted that changes may be made at any time provided they are procedurally and substantively in line with the Articles of Association and the Companies Act.

#### **4. Protocol for appointing Chairs of various committees**

- a. A checklist is drafted of all of the positions available on various committees.
- b. Board Members discuss the ideal committee memberships and chair responsibilities.
- c. In the unlikely event of an irresolvable dispute over committee chair or representative assignments, the Board Chair will be tasked to resolve the matter and report back at the next Board Meeting.
- d. The Treasurer must Chair or Co-Chair the Finance Committee; however, all other Committees may have any Board Member as Chair.
- e. Board Members will be asked to make one motion to accept the committee and representative assignments once all of the assignments have been successfully completed.
- f. If there are perceived gaps in skill sets or constituency representation, the Board Members will consider appointing additional Members, and designate members to approach these prospective appointees. For this same reason, it is permissible for a Board Committee to lack a Chair until a suitable Board Member may be appointed.

## Appendix: Board Member Key Messaging & Talking Points

It is commonplace for community members to approach members of the School Board with concerns or ideas. When this happens, it is important to guide these individuals towards the best avenue while maintaining a posture of strategic oversight. What follows are some key messaging talking points which help to find that balance between responding with empathy and maintaining board-level roles and professionalism.

### General Message to Redirect:

1. "Thank you for sharing your concern with me. I understand how important this issue is for you and your child."
  - *Use this to open the conversation and show you are listening.*
2. "I want to ensure that your concern is addressed by the right person who can best help you."
  - *Redirects the issue to the appropriate individual while ensuring parents feel heard.*
3. "As a board member, my role is to oversee the school's strategic direction, while the school's day-to-day operations, including specific concerns about education or teachers, are handled by the Head of School."
  - *Clarifies the board's role without sounding dismissive.*

### Teacher-Related Concerns:

1. "I can understand why you're concerned about your child's experience with their teacher. Have you had a chance to speak directly with the teacher?"
  - *Encourages the parent to engage directly with the teacher first.*
2. "The school has a process for addressing classroom concerns, starting with the teacher and, if needed, the principal. I recommend bringing this to them as they can look into it more closely."
  - *Provides guidance on the escalation process.*

### Curriculum or Educational Approach Concerns:

1. "The curriculum and educational approach are regularly reviewed by the administration. If you have feedback, I suggest discussing it with the Head of School, who manages these decisions."
  - *Redirects to the leadership while ensuring parents' concerns are forwarded to the right person.*
2. "Our board ensures that the school provides a high-quality education, but decisions about curriculum specifics are in the hands of our academic leaders. I suggest getting in touch with the divisional principle or the Head of School, who can better help you."
  - *Acknowledges the board's oversight without getting into operational matters.*

### School Policy or Administration Concerns:

1. "It's important that your concern about school policy is addressed by the right people. Have you reached out to the principal or Head of School to discuss this? They would be able to provide more context and help."
  - *Points them toward school leadership while maintaining concern.*
2. "I understand how school policies can impact your child. The school leadership is responsible for implementing and reviewing policies. They would be the best people to discuss your concerns with."
  - *Acknowledges the issue and provides direction.*

## Key Messaging Cheat Sheet

### Financial Concerns (Tuition, Fees, etc.):

1. "Thank you for sharing your concerns about the tuition fees. I completely understand that this is an important issue for families, and it's something the board takes very seriously."
  - *Use this to open the conversation and show you are listening.*
2. "Each year, we go through a thorough and thoughtful process to determine tuition rates. This process involves looking closely at the needs of the school, including maintaining a high standard of education, hiring and retaining excellent teachers, and ensuring that we have the resources to provide a safe and supportive learning environment for all students."
  - *Provides guidance on the process.*
3. "The board works with the school's leadership team to assess these needs carefully, balancing the financial health of the school with the impact on families. We review everything from staffing costs to facility maintenance and enhancements that ensure our students have access to the best possible learning environment."
  - *Provides guidance on the process.*
4. "Tuition fees are typically set in the spring after this review process is completed, and we always strive to be transparent about the reasons for any increases. Our goal is to make sure that the school remains a place where your child can thrive academically and personally."
  - *Provides guidance on the process.*

### Non-board financial matters

1. "I can appreciate your concerns about xxx. The school's business office handles these matters and they'll be able to provide you with the most accurate information."
  - *Refers to the appropriate team for financial matters.*
2. "The board oversees the long-term financial health of the school, but the administration manages day-to-day financial matters. Please speak with the business office or the Head of School for assistance."
  - *Clarifies the distinction between board and administration roles.*

## Behavioral or Discipline Issues:

1. "It sounds like this issue is really troubling you, and I understand your concern. Behavioral issues are typically managed by the principal. I recommend speaking with them for a more in-depth discussion."
  - *Empathizes with the parent and provides a clear next step.*
2. "Matters like student behavior are taken seriously by the school. The principal is the right person to address this concern, and they'll be able to look into it further." ○ *Directs to the appropriate staff for discipline-related issues.*

## Key Messaging Cheat Sheet

### Complaints About the Education Program:

1. "I'm sorry to hear that you have concerns about our education program. Providing a high-quality education is at the heart of our mission."
  - *Expresses empathy and acknowledges the importance of the concern.*
2. "To address your specific concerns, I recommend reaching out to our Curriculum Coordinator or the Head of School, who can provide detailed information and discuss any issues you're experiencing."
  - *Directs the parent to the appropriate educational leaders.*
3. "If there are particular aspects of the education program you'd like to discuss, our administration is open to feedback and committed to continuous improvement." ○ *Encourages detailed feedback through the right channels.*

### Complaints About a Teacher and Wanting Them Fired:

1. "I'm sorry to hear that you're having difficulties with a teacher. Your child's education and well-being are very important to us."
  - *Shows empathy and concern for the child's experience.*
2. "Such concerns are taken seriously and should be addressed through our formal complaint process. I recommend scheduling a meeting with the principal to discuss this matter in detail."
  - *Redirects to the proper procedure for handling teacher-related complaints.*

### Child Safeguarding Concerns:

1. "Thank you for raising this. Child safeguarding is a top priority for the school. It's essential that you report this concern immediately to the school's designated safeguarding lead or the head of school, as they are trained to handle these issues confidentially and thoroughly."
  - *Shows urgency and directs the parent to the appropriate safeguarding lead.*
2. "Safeguarding concerns are taken very seriously by the school. The best course of action is to contact the school's safeguarding officer directly, or Head of School as they will know how to proceed in line with safeguarding policies and ensure the matter is investigated."
  - *Emphasizes the seriousness of the issue and gives clear instructions on who to contact.*

## Concerns About the Bullying Policy:

1. "I'm really sorry to hear that you're concerned about the school's bullying policy. Ensuring a safe environment for all students is a top priority for us."
  - *Shows empathy and acknowledges the importance of the issue.*
2. "To address your concerns effectively, I recommend speaking with the principal who oversee our policies and their implementation."
  - *Redirects to the appropriate department responsible for policy management.*

## Key Messaging Cheat Sheet

## Concerns About Student Standardized Testing Results for Their Child and the School as a Whole:

1. "I understand that standardized testing results are important to you and can impact your view of our school's performance."
  - *Acknowledges the significance of the concern.*
2. "For detailed information about your child's specific results, I recommend contacting their teacher, who can provide personalized insights and support."
  - *Directs to the appropriate educational staff for individual student concerns.*
3. "Regarding the school's overall performance, the administration regularly reviews these results to inform our strategic planning. If you have broader questions or suggestions, please feel free to reach out to your principal."
  - *Provides avenues for discussing overall school performance and involvement in strategic planning.*

## Closing Reassurance for All Situations:

1. "Your concerns are very important to us, and I want to ensure they are addressed appropriately. Please feel free to reach out through the recommended channels, and the right team members will assist you further."
  - a. *Provides reassurance and reinforces the commitment to addressing concerns properly.*
2. "We value your feedback and are committed to continuously improving our school. Thank you for taking the time to share your concerns."
  - a. *Expresses gratitude and emphasizes the value of parental input.*
3. "I want to reassure you that the school values every parent's input, and by speaking to the right person, you'll ensure that this issue gets the attention it deserves." a. *Reinforces that the concern is important and will be addressed.*
4. "If you need help getting in touch with the right person, I can point you in the right direction. Your concern matters, and they will be able to assist you more directly." a. *Offers to facilitate contact while emphasizing the proper channels.*
5. "Your concern is important, and I want to ensure it reaches the right person who can address it fully. The proper channels are there to make sure every issue is handled appropriately." (Redirect to appropriate person or show where to find grievance policy.)

- a. *Provides reassurance while reinforcing the structure in place for handling concerns.*

## Key Messaging Cheat Sheet

### Complaints About the School Director:

1. "I understand that you're upset about an issue involving the school director. The board is responsible for overseeing the director's performance, but the first step is to address this concern directly with the director. I encourage you to set up a meeting."
  - *Empathizes with the parent and redirects them to the appropriate complaint process.*
2. "If you feel the issue cannot be resolved through internal discussions with the school director, there is a process for formally raising concerns, and I can guide you on how to access that process."
  - *Acknowledges the issue and points to a formal process, showing respect for governance structures.*

### Wanting to Overturn a Decision Made by the School Director:

1. "I understand that you disagree with the decision, and I can appreciate how important this is for you. The board provides oversight but generally does not get involved in day-to-day decisions unless there's a policy issue at stake. It would be best to first discuss this further with the director; I encourage you to share your concerns with the director again to seek clarification or further discussion."
  - *Redirects the parent back to the leadership while clarifying the board's role.*
2. "If you feel the issue cannot be resolved through internal discussions with the school director, there is a grievance and complaints process for formally raising concerns, and I can guide you on how to access that process."
  - *Acknowledges the issue and points to a formal process, showing respect for governance structures.*

### Complaints About the Way the Board Is Operating:

1. "Thank you for bringing this to my attention. I understand how important transparency and good governance are. The board is committed to operating in the best interest of the school, and if you have specific concerns, I recommend sharing them through the board's formal feedback channels, so they can be reviewed in an appropriate setting."
  - *Shows empathy and points to formal channels for addressing board concerns.*
2. "I appreciate you sharing your thoughts. The board values input from the school community, and there are ways to formally raise concerns about governance. I can guide you on how to submit feedback that will be reviewed by the entire board."
  - *Reinforces the importance of community input while highlighting proper procedures.*

### Concerns About Board Communications and Transparency:

1. "I understand your concerns about our board's communications and transparency.

- Effective communication is essential for building trust within our community." ○ *Shows understanding and recognizes the importance of the issue.*
2. "The board is committed to transparency, and your feedback is valuable. I recommend sharing your suggestions through the board email to ensure the full board can review them.
    - *Acknowledges the issue and points to a formal process, showing respect for governance structures.*

## Key Messaging Cheat Sheet

### Questions or Concerns About the Strategic Direction:

1. "Thank you for sharing your thoughts on our strategic direction. We value input from our community to ensure we're moving in the right direction."
  - Acknowledges the parent's engagement and importance of their input.*
2. "Our strategic plans are developed by the board in collaboration with the administration. I'd suggest attending our next board meeting or reaching out to the Head of School for more detailed discussions."
  - Provides avenues for deeper engagement and information.*
3. "If you have specific ideas or feedback regarding our strategic goals, please feel free to submit them through our official channels so they can be reviewed and considered."
  - Encourages formal submission of feedback for consideration.*

### Closing Reassurance for All Situations:

1. "Your concerns are very important to us, and I want to ensure they are addressed appropriately. Please feel free to reach out through the recommended channels, and the right team members will assist you further."
  - a. *Provides reassurance and reinforces the commitment to addressing concerns properly.*
2. "We value your feedback and are committed to continuously improving our school. Thank you for taking the time to share your concerns."
  - a. *Expresses gratitude and emphasizes the value of parental input.*
3. "I want to reassure you that the school values every parent's input, and by speaking to the right person, you'll ensure that this issue gets the attention it deserves." a. *Reinforces that the concern is important and will be addressed.*
4. "If you need help getting in touch with the right person, I can point you in the right direction. Your concern matters, and they will be able to assist you more directly." a. *Offers to facilitate contact while emphasizing the proper channels.*

## Educational Director - Job Description and Appraisal Process

Responsibilities of the Director include the following:

### **A. Responsibilities with regard to the Board:**

1. Responsible for the overall management and direction of the school, under the guidance of and within the WIS policy frameworks as approved by the Board.
2. Prepare and present an annual operating budget to the Board in conjunction with the Treasurer.
3. Execute the annual operating budget, overseeing all financial and accounting matters within the policies set by the Board.
4. Responsible for monitoring and reporting on actual vs budgeted results. • Coordinate and guide the preparation of an annual school-wide staffing plan for review and ratification by the Board.
5. Report and recommend to the Board the overall strengths, emerging areas of concern and areas for improvement in the school.
6. Work with the Board Committees indicated in the Articles of Association and those created for specific purposes to ensure continuity of strategy in line with WIS vision.
7. Annually develop specific operations, goals and objectives to implement the strategic goals that have been mutually established with the Board.
8. Assist the Board on an annual basis to evaluate progress on established priorities.
9. Promote effective communication, including identification and resolution of issues (particularly disciplinary actions and dismissals) between staff, parents and the Board.
10. Maintain regular open dialogue with the Board Chair and contribute to an atmosphere of mutual respect, collaboration and shared sense of purpose within the Board.
11. Address the meetings of the Annual General Meeting- (AGM) and prepare reports for the AGM on the work and the state of the school.

### **Responsibilities with regard to Parents:**

1. Coordinate with the WIS Parent Network and any other entity at WIS to ensure alignment to the mission and vision of WIS.
2. Meet with the WIS Parent Network and parents at specific points in the year to hear concerns and explain the direction of the school.

### **Responsibilities with regard to the staff, the educational programme and overall administration:**

1. Responsible for administration of educational services, including organizational development and structure, operation and budget.
2. Keep the focus on academic excellence, the learners and their needs.
3. Work in collaboration with the school principals and management towards finalization of annual school budgets.

4. Oversee and ensure adherence to the annual budget and responsible fiscal policy.
5. Establish administrative procedures to implement school policy.
6. Lead and direct the development of implementation plans that feed into the strategic plan.
7. Oversee the on-going development and review of the school policy with staff to enhance the school and review of the school's performance.
8. Review operations to ensure compliance with accrediting bodies; schedule outside consultation as needed.
9. Coordinate and guide overall human resource planning for all school staff. Work closely with the respective Principals on annual staffing plans and recruitment packages to ensure that the school attracts qualified and experienced staff.
10. Provide professional leadership for the staff through the Principals and Heads of Departments, ensuring staff development and establishing effective, credible supervisory and evaluation procedures for all personnel.
11. Facilitate the regularization of staff contracts and agreements and remain informed about the management of employee agreements.
12. Define areas of responsibility, delegation of authority and work relationships for administrative personnel.
13. Oversee the development of master site plan and construction and management of school facilities.
14. Process student disciplinary actions, personnel actions and/or related matters following WIS policy and or Namibian law. Emphasize transparency where appropriate with regard to such actions and ensure confidentiality where necessary.
15. Promote familiarity among staff and students regarding their rights and responsibilities under WIS policy and Namibian law.
16. Ensure that the school complies with all requirements of Namibian law, particularly those related to work permits and affirmative action policies.

## **Communication and Marketing:**

1. Demonstrate a commitment to and promote the mission, vision and core values of the school.
2. Develop and maintain good communication with the school community, informing them of key aspects of the school's operations as well as listening to and addressing community concerns.
3. Promote and implement the community-wide code of conduct to ensure all parties are aware of the expectations to adhere to values advocated WIS. • Involve appropriate people in the decision-making process of the school.
4. Establish, maintain and evaluate an appropriate and ongoing system of two-way communication with employees, students, parents, the Board and other stakeholders.
5. Expand and increase the effective use of information technology for internal and external communication.
6. Develop enthusiasm and promote good morale among the staff.
7. Serve as spokesperson and actively advocate/market the school.

8. Foster a network of supportive school and community relationships with host government agencies, the local and international business community and embassies through meetings on an ongoing basis, externally promoting the interests of the school.
9. Respect and honour confidentiality where necessary and appropriate.

## WIS Educational Director Appraisal Process

### Definition

The Board of Directors' ("BoD") has a mandate under Articles of Association to steer the school in the right direction. This is done through the Educational Director (ED) who is directly accountable to the BoD. Therefore the Board should provide specific measurable deliverables to the ED who in turn is expected to direct his team in delivering the goals.

### Procedure

In line with recommendations from the Association for the Advancement of International Education (AAIE), "The Head of School evaluation process and instrument should be designed collaboratively by the Board (Chair or Governance Committee) **and** Head of School. Measures of performance should be linked to rubrics and data based on specific expectations previously identified. The "data gathering" should include self-appraisal by the Educational Director as well as input from all Board Members. [Note: **caution in applying the "360" model to a HoS evaluation - not a good fit for the international school context.** Rather than relying upon a "360" model to an evaluation, "data gathering" takes place continually (through the observations by Board members at Board meetings and through various data points collected on an annual basis), while the formal "annual evaluation" session occurs near the end of the school year.

In the meantime, if the Chair-Head relationship is what it should be, the Chair will be giving feedback to the Head (and the Head will be seeking it) continually. And, depending on the nature of the Board's engagement with the Head, a mid-year less formal "conversation" about the Head's performance can be constructive."

### What is a KPI

Key Performance Indicator, or KPI, is a **quantifiable** metric (SMART) used for tracking and monitoring set objectives. KPI offers some key insights into performance of human resources within an organisation. SMART KPIs are tracked and measured with continuous feedback provided for course correction.

See appraisal tool template located on the following pages.

## **Definition**

The Board of Directors' ("BoD") has a mandate under Articles of Association to steer the school in the right direction. This is done through the Educational Director (ED) who is directly accountable to the BoD. Therefore the Board provides specific measurable deliverables to the ED who in turn is expected to direct his team in delivering the goals.

## **Procedure**

In line with recommendations from the Association for the Advancement of International Education (AAIE), "The Head of School evaluation process and instrument should be designed collaboratively by the Board (Chair or Governance Committee) **and** Head of School. Measures of performance should be linked to rubrics and data based on specific expectations previously identified. The "data gathering" should include self-appraisal by the Educational Director as well as input from all Trustees. Rather than relying upon a "360" model to an evaluation, "data gathering" takes place continually through the observations by Board members at Board meetings and through various data points collected on an annual basis.

## **Appraisal Tool**

X= unable to judge   1 – strongly disagree /   2 – disagree /   3 – slightly disagree /   4 – neutral /   5 – slightly agree /   6 – agree /   7 – strongly agree

<b>Educational Director:</b>			
<b>Board Chair:</b>			
<b>Appraisal Date:</b>			
Section	Metric	Evidence/Comment	Rating (1-7)
A. Relationship with the Board	Maintains a strong working relationship with the Board		ED:    Board:
A. Relationship with the Board	Demonstrates respect and trust in dealing with the Board		ED:    Board:
A. Relationship with the Board	Promotes effective communication with members		ED:    Board:
A. Relationship with the Board	Supports the Board in fulfilling its strategic and fiduciary responsibilities		ED:    Board:
A. Relationship with the Board	Collaborates with the Board on principles of good governance		ED:    Board:
A. Relationship with the Board	Implements and advises on Board Policies effectively		ED:    Board:
Comments from Section A:			
B. Administrative Responsibilities	Communicates effectively with parents and community		ED:    Board:
B. Administrative Responsibilities	Engages staff in school improvement measures		ED:    Board:
B. Administrative Responsibilities	Makes sound, deliberate decisions and follows through		ED:    Board:

Version control: Approved by the Board of Directors on 4 June 2025; ED Appraisal Updated for 3 Sept Board Meeting

B. Administrative Responsibilities	Aligns resources to support the School's mission and vision	ED: Board:	
B. Administrative Responsibilities	Advances strategic plan and schoolwide initiatives	ED: Board:	
B. Administrative Responsibilities	Enforces legal requirements, safety, and operational effectiveness	ED: Board:	
B. Administrative Responsibilities	Exhibits forward-looking leadership in anticipating needs	ED: Board:	
Comments from Section B:			
C. Educational Leadership	Sets high standards for educational program planning and management	ED: Board:	
C. Educational Leadership	Guides curriculum, instruction, and assessment to achieve learning objectives	ED: Board:	
C. Educational Leadership	Recruits and retains staff aligned with mission and values	ED: Board:	
C. Educational Leadership	Promotes staff professional development linked to student learning	ED: Board:	
C. Educational Leadership	Uses data-based assessments to ensure progress and improvement	ED: Board:	
Comments from Section C:			
<b>D. Head of School KPIs</b>			
<b>Ratings:</b> 1 = Did not meet      2 = Met      3 = Exceeded			
Strategic Objective	Key Performance Indicator - Intended Result / Goal	<b>KPI Evidence</b> (Measurable, quantifiable)	<b>Rating</b> (Exceeded / Met / Did not meet )
D.1 Lead, direct and strengthen school management	A. Strategic Plan and annual goals developed for next 3 years B. Strategic Plan finalized by end 2024; implementation to begin in 2025	A. Strategic plan and indicators shared with WIS community; B. Summary document shared with the WIS community.	ED: Board:
Comment:			
D.2 Lead, direct and strengthen school management	A. Transition of all existing school policies into a comprehensive policy manual and relevant handbooks which are simpler, relevant, and more practical.	A. Policy manual and governance policy completed by the start of the 2025/26 school year, and shared with the Board.	ED: Board:

	<p>B. Clear ownership and accountability in the policy development and implementation process will be evident.</p> <p>C. Board approval is sought on policies pertaining to the strategic mission, vision, and fiduciary duty of the school (i.e. on Board owned policies).</p> <p>D. Comprehensive policy manual and handbooks completed</p>	<p>B. Handbooks completed by the start of the 2026/27 school year.</p> <p>C. Evidence: Governance Policy and internal handbooks shared with the school community.</p>	
Comment or evidence:			
D.3 Lead, direct and strengthen school management	<p>A. Management structure proposal and board approval on a management structure that supports delivery of results.</p> <p>B. At least one approval/update annually</p> <p>C. Keeps the board informed throughout the year regarding the need of staffing and curriculum changes that have a broader impact including affecting the international standards and accreditations for WIS.</p> <p>D. Ideally the staffing structure/organogram should not be changed during the academic year as this impacts the budget.</p>	<p>A. Documented updates shared with the Board, with indicator being the number of times that Board approval is sought on management structure (goal: minimum one time a year) including updates on staffing and curriculum.</p> <p>B. Evidence: documented updates</p>	ED: Board:
Comment or evidence:			
D.4 Communication and decision making	<p>A. Quarterly wrap-up report shared with staff</p> <p>B. At least 4 times per year</p>	Quarterly report shared with Board	ED: Board:
Comment or evidence:			
D.5 Financial leadership: Lead in conjunction with Board	<p>A. Annual and half-year budget presentations</p> <p>B. 2 presentations annually</p>	A. Budget documents shared with Board	ED: Board:

<p>Treasury the development of an operating budget that delivers financial health to the school</p>	<p>C. The ED is consistent and transparent with decision making: willing to make tough decisions, taking ownership, being responsive.</p> <p>D. The ED will ensure that communication flows to the rest of the school staff so there is transparency and the staff is informed. While there may be personnel issues that cannot be discussed at length, to the extent possible, the ED will ensure that he/she is being responsive to the staff, as transparent as possible, and taking ownership as the leader of the school.</p> <p>E. The ED will address disputes between teachers and between teachers and parents in a transparent and timely manner. Important and relevant decisions and incidents must be documented for the school's future reference.</p> <p>F. ED applies prudent application of the budget, in line with Finance Policy.</p> <p>G. Administrative costs (principals, central administration, the academic office, the business office, etc.) versus instructional costs (teachers, counsellors, nurses, librarians, etc.) is important to monitor and can also be used to thoughtfully communicate with the WIS community.</p>	<p>B. Number of times that the ED sends a wrap-up report (goal: quarterly report) of major issues going on in the school to all staff. As needed, the ED will send additional communications to the entire staff discussing major decisions that have taken place. Annual and half yearly presentation of the budget (as per the annual audit and AGM Treasurer's report) by the ED to the board for consultation.</p> <p><i>Evidence: Annual and half year budgets shared with the Board for consultation. Quarterly operational report and financial projection is shared with the Board.</i></p>	
<p>Comment or evidence:</p>			

D.6 Performance standards for staff	<ul style="list-style-type: none"> <li>A. Staff evaluated annually against standards</li> <li>B. 100% staff evaluated annually</li> <li>C. ED establishes a performance standard for all staff (including Administrators and SLT) at WIS including how staff will be appraised/evaluated against this standard.</li> <li>D. A culture of accountability is developed: the ED ensures that all staff are evaluated regularly (annually for all school employees), fairly, equitably, and that results and feedback are documented. Prompt action is taken by principals and supervisors to manage underperforming staff. Appropriate action is taken to reassure the rest of the staff and the broader WIS community that WIS stands by its principles.</li> <li>E. Performance standards shared with the Board at the start of the school year and the Board is informed of any arising concerns.</li> </ul>	<ul style="list-style-type: none"> <li>A. Number of staff evaluated annually (mid-year) according to performance standards and signed-off by employee and supervisor (goal: 100%).</li> <li><i>B. Board informed on number of evaluations and the broad outcome of this process (which should be documented by the ED)</i></li> <li>C. Evidence: Summary of evaluation reports shared with Board</li> </ul>	ED: Board:
Comment or evidence:			
D.7 Staff development	<ul style="list-style-type: none"> <li>A. Staff development plan and individual PD plans</li> <li>B. Creation of a staff development plan for teaching staff (consider needs and goals, define objectives, choose appropriate methods/formats, plan and schedule, implement) and monitor and evaluate. Creation of individual personal professional development plans.</li> </ul>	<ul style="list-style-type: none"> <li>A. Development plan and records available</li> <li><i>B. Evidence: Goal: 100% staff with Goal-setting and PD plans</i></li> </ul>	ED: Board:
Comment or evidence:			

D.8 Recruitment & retention	<p>A. Transparent hiring and documented exit interviews</p> <p>B. Creation of a committee that scrutinises all CV's and makes the short listing. These accurately reflect what the school needs in a position and will attract the right person to fill it. Additionally, they include specific roles and responsibilities that can be used to evaluate the position. The selection process for new hires is documented.</p> <p>C. Exit interviews are conducted and a Board member/committee should be created for this.</p> <p>D. WISSA should be represented at all teaching staff exit interviews as well as on the new hiring staff.</p>	<p>A. Hiring and exit interview records</p> <p>B. All new hires to fit into a set criteria]</p> <p>C. Job descriptions and selection criteria exist for all staff positions in the school and are utilised when hiring staff.</p> <p>D. Evidence: 100% hires and exits documented; proportion of new hires (goal 100%) for which there is documented evidence that they were recruited in a transparent process against a job description and selection criteria tailored to the post.</p> <p>E. Proportion of exit interviews for departing staff for which there is documented evidence (including a Board member or Committee on these interviews) (goal 100%).</p>	<p>ED:</p> <p>Board:</p>
Comment or evidence:			
D.9 Academic results	<p>A. Excellent education is being delivered, as measured by student growth in NWEA MAP Growth Scores, IGCSE/MYP eAssessment, IB DP Scores</p> <p>B. Evidence of project-based learning (ie. MYP Personal Project, DP Extended Essay, DP Theory of Knowledge, PYP Exhibition,</p>	<p>A. Annual academic results presented; Upward trend annually</p> <p>B. Average scores to be tracked by grade and ensure the trend is moving upward. If growth remains stagnant or is negative, work with principals to develop an action</p>	<p>ED:</p> <p>Board:</p>

	<p>Learning Celebrations</p> <p>C. Evidence of service and outdoor/experiential learning</p>	<p>plan to improve learning during the school year.</p> <p><i>Evidence: Proportion of students by grade that were assessed as having grown academically via these various assessments, with average scores provided to the Board annually</i></p>	
Comment or evidence:			
D.10 Community & stakeholder engagement	<p>A. Communication of major events to parents</p> <p>B. Create value-based relationships with the WIS community through transparent communication, accountability and trust building.</p> <p>C. Continuous open dialogue with the community: keep parents informed of relevant events (as determined by the SLT) e.g. changes at the school, disciplinary issues, facility issues etc. Ensure timely and effective action is taken and communicated to all relevant stakeholders.</p>	<p>A. School climate surveys, communications;</p> <p>B. Proportion of relevant events (e.g. changes at the school, disciplinary issues, facility issues) (goal 100%) communicated to WIS parents in a timely way.</p> <p>Evidence: communications from ED with WIS community available on request by the Board, with 100% relevant events communicated; Annual; School Climate Survey Results</p>	ED: Board:
Comment or evidence:			
D.11 Community & stakeholder engagement	<p>A. Communication of major decisions to staff.</p> <p>B. 100% decisions communicated</p> <p>C. Ensure all WIS staff are informed of major decisions affecting the school (curriculum, staffing, etc.) and that the ED and principals are holding regular meetings with staff</p>	<p>A. Evidence: SLT and WISSA to brief Board as needed</p> <p>B. SLT staff to be evaluated on how they communicate internally to their teams annually and</p>	ED: Board:

	<p>members to keep the communication strong (on processes and outcomes) and provides timely feedback (e.g. on why certain ideas/suggestions of staff were or were not implemented). Provide avenues for teachers to submit ideas or concerns to principals and to the ED without fear of reprisal.</p> <p>D. ED attends staff meetings routinely and overall ensures a culture of communication is present not just by himself but by all school principals.</p>	<p>keeping ED appraised of any issues and recommendations. Evidence: Documented evaluations of SLT available to the Board on request. SLT briefings and evaluations. Proportion of major decisions communicated in a timely way to WIS staff (goal: 100%).</p>	
Comment or evidence:			
D.12 Board relations	<p>A. Timely communication of major decisions/issues</p> <p>B. Documentation and communication with the Board: Create value-based relationship with the WIS Board. Board to be informed/apprised of any “red flag” issues or occurrences in a timely way.</p> <p>C. 100% communicated in timely way</p>	<p>A. ED briefings to Board</p> <p>B. Proportion of major decisions and incidents communicated in a timely way to the Board (goal: 100%).</p> <p>C. <i>Evidence: ED to brief Board as needed</i></p>	<p>ED:</p> <p>Board:</p>
Comment or evidence:			
<b>Summary</b>			
Identify and comment upon aspects of the Educational Director’s leadership which you believe were of significant value to the School during this year.			
Identify and comment upon significant concerns regarding the Educational Director’s leadership during this school year.			
Identify and comment upon significant challenges and opportunities you see emerging on which the Educational Director should focus in the future.			

<b>What specific recommendations would you make to the Educational to help improve his/her effectiveness?</b>

Signatures:

\_\_\_\_\_  
Board Chair

\_\_\_\_\_  
Date

\_\_\_\_\_  
Educational Director

\_\_\_\_\_  
Date



## WIS Educational Director Recruitment Process

As stated in the Board of Directors ToR, the responsibilities of the Board include recruitment, appointment, evaluation, and, if necessary, dismissal of the Educational Director.

### Term of service

Process - can we refer to IB guidelines/link?

- clearly define the role and responsibilities: job description, school mission
- establish a search process that aligns with the school's values and needs
- utilize effective recruitment strategies. This includes outlining specific qualifications, utilizing various advertising platforms, and engaging with professional networks.
- candidate selection: review applications, interviews, references selection

### 1. Establish the Search Framework

- Appoint a Search Committee with clear roles and responsibilities.
- Determine whether to hire a search firm or conduct the search internally.
- If hiring a search firm, check to see whether this process can be supported by the US State Department's Office of Overseas Schools. Review leading firms for placing International School Heads, such as Search Associates or International Schools Services.
- Define a timeline for the full search process.
- Communicate the process transparently to all stakeholders (staff, parents, students, alumni).

### 2. Define the Leadership Profile

- Gather input from the school community (surveys, focus groups, interviews).
- Use WIS's Strategic Plan and mission/vision to guide the profile.
- Develop a Leadership Profile document including:
  - Core competencies
  - Experience requirements
  - Desired personal attributes
  - Alignment with IB and international education values
- Get formal Board approval of the Leadership Profile.

### 3. Launch the Search

- Finalize a clear and attractive position announcement.
- The search firm or WIS Search Committee will then post the job through appropriate international school networks (e.g., NAIS, TES, ISS, Search Associates, AISA), and will set up a confidential application portal/email address, and communication system.
- Provide a WIS-specific recruitment pack, including:
  - School overview
  - Strategic priorities
  - Governance structure
  - Leadership Profile

### 4. Screen and Interview Candidates

- Conduct initial screening of applications by the Search Committee or consultant.

- Hold first-round virtual interviews with longlist candidates.
- Narrow to 3–5 semifinalists based on fit with profile and references.
- Conduct reference checks before finalist invitations.

## 5. Finalist Interviews and Community Engagement

- Invite 2–3 finalists to WIS for on-campus visits (if possible).
- Schedule structured interview sessions with:
  - Students
  - Faculty and staff
  - Parents
  - Leadership team
  - Full Board
- Solicit confidential community feedback after each visit.

## 6. Final Selection and Contract Negotiation

- Hold a Board meeting to review feedback and make the final decision.
- Board Chair and Search Chair to:
  - Make the offer
  - Negotiate contract terms (start date, compensation, relocation, etc.)
- Issue formal appointment announcement to the community.

## 7. Transition Planning

- Assign a Transition Committee to support onboarding.
- Plan structured meetings between outgoing and incoming Heads.
- Share essential school documents, strategic plans, and Board policies.
- Schedule early engagement with stakeholders (e.g., virtual intro, welcome event).

## 8. Post-Search Review

- Conduct a Board debrief to assess the process and lessons learned.
- Document best practices and recommended improvements.
- Celebrate the conclusion of the search and recognize all contributors.