

George Washington Academy

BOARD MANUAL

2015

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Preamble

The School Board of George Washington Academy (GWA) Association is responsible for four areas:

- Strategic Vision,
- Legal Compliance,
- Financial Health, and
- Local Reputation with Moroccan and American Authorities.

The GWA School Board operates as a Strategic Board, which does not produce policy but instead handles exceptions to policies through escalation. The School Board relies on the qualified leadership to set and maintain policies in accordance with the Strategic Vision and Legal framework. Exceptions to policies are presented to the Board for decisioning.

Legal Structure

George Washington Academy (GWA) Association is a non-profit foreign association first registered on April 26, 1994 under number 1590 in Casablanca Anfa and later on January 29, 2003 under number 1653 in Casablanca Hay Hassani. The General Assembly of this Association passed a resolution on May 31, 1998, thereby legally creating GWA as a school.

In 2004, the Association created the Global Educational Services (GES) Moroccan company to manage the commercial operations of the non-profit school, in compliance with Moroccan law.

In 2014, the Association was included in the United States of America Bilateral Accord with the Kingdom of Morocco to operate as an American school with all the rights and privileges accorded the two countries in the spirit of mutual cooperation and education.

Each year, the Association files all the appropriate tax documents and domicile documents to maintain full compliance with operating an American school in Morocco.

George Washington Academy (GWA) Association's authorization is renewed each time it elects new board members and normally occurs every two years. The board members are considered Adhering Members of the Association. The **Adhering** Members compose the Executive Committee, which is referred to as the Board in this document. Since GWA is a Moroccan Association, the parents of GWA are **Observing** Members of the Association who may observe meetings with invited but are not part of the decision-making body, nor do the Observing Members elect the Board Officers.

George Washington Academy (GWA) Association last modified and approved its statutes on January 22, 2003 and its by-laws on November 9, 2006.

- Strategic Vision,
- Legal Compliance,
- Financial Health, and
- Local Reputation with Moroccan and American Authorities.

Board Structure & Operation

I. Purpose

The purpose of the GWA School Board is to:

- A. Set the strategic vision through Five-Year Strategic Sessions
- B. Set the annual goals through annual goal setting sessions
- C. Ensure the legal compliance with the Moroccan Government and Bi-lateral Agreement with the United States of America and Morocco
- D. Provide financial oversight to GWA, ensuring fiscal and ethical integrity
- E. Monitor and maintain a strong, local reputation with authorities
- F. Hire, coach, develop, evaluate and create succession plans for the Head of School and the Gérant of the commercial unit, Global Educational Services
- G. Recruit new School Board Members to perpetuate the vision and health of GWA

II. School Board Member Responsibilities

- A. To be fully committed to the vision and mission of GWA
- B. Speak publically on behalf of the board only when authorized by the board to do so.
- C. Refer inquiries to the school board President
- D. Attend scheduled meetings and respond to email actions on a timely basis. Attendance at a $\geq 66\%$ of meetings is required to maintain a board member in good standing;
- E. Review school board materials prior to meetings.
- F. Where possible, assist in fund raising by contributing ideas and contacts.
- G. Hold in confidence all board matters, including particulars of votes.
- H. Do not claim authority outside a duly constituted meeting
- I. Do not seek to impose a personal agenda on the School Board, the GWA Head of School or any GWA staff member.
- J. Do not become involved in administration or curricular issues unless invited by the administration.
- K. Declare conflict of interest on any issue at the earliest possible opportunity.

III. Legal Responsibility

- A. The members of the School Board do not contract, due to their mandate, any personal or joint obligation relative to the commitments of the association.
- B. They can only be personally responsible in the case that they commit a serious crime in the execution of their mandate or in a case specially provided for by the law.

IV. Communications Responsibility

- A. The GWA School Board communicates to its stakeholders at regularly scheduled intervals throughout the year to ensure clear and open communication:
 - 1. To the Head of School on a regular basis through the President
 - 2. To the Leadership as directed by the Head of School through regularly Board Meetings
 - 3. To the Staff at the Annual School Welcome Assembly and, as requested, at the end of School Farewell Celebrations
 - 4. To the Parents at the Annual General Assembly in November or December
 - 5. To the Students and Parents at the Annual Graduation Ceremony in June
 - 6. To the Moroccan authorities as requested at submission of the Annual General Assembly or when there are leadership transitions
 - 7. To the American authorities at annual events sponsored by the US Embassy.

V. Composition and Selection of Members

- A. GWA School Board members must be foreigners as defined under the Association Rules of Morocco. A foreigner is defined as somebody with an active non-Moroccan passport.
- B. GWA School Board is composed of at least five (5) and at most nine (9) members. They are nominated and voted on by the School Board for a period of two (2) years. All exiting members are eligible.
- C. In case of absence(s), a member of the School Board can be named to replace another for the time remaining of the mandate of his/her predecessor.
- D. School Board member nomination process
 - 1. The School Board confirms the nomination criteria based on current needs and recent experiences
 - 2. Two School Board members jointly present nominations to the President based on personal referrals, who will vet the nominee against the nomination criteria
 - 3. Upon agreement by the President, the nominee will be brought to the full School Board for a vote to co-opt for a minimum of six months.
 - 4. After six months active service on the Board or one of its Committees, the President will call for a vote of inclusion into the legal Association as an Adhering Member, Board Member.
- E. The School Board can create special committees of which it sets the powers and functions.

VI. Non-Remunerated Mandate

- A. The School Board members cannot receive any remuneration as a result of functions given to them, but may be reimbursed for costs and expenses incurred for the association after proper justification.

VII. Role of Members of the School Board

- A. The School Board elects among its members a President, Vice-President, a General Secretary and a Treasurer. Their roles and attributions are as follows:

President:

- The Board President is a volunteer who is elected every two years by the GWA Board
- (S)he shall be the representative of GWA in its external relations with governments (Moroccan and American) and commercial stakeholders.
- The Board President is accountable to the Association's Adhering Members which are the GWA self-perpetuating School Board
- The Board President is accountable to the Moroccan and American authorities following the Moroccan Association and American bilateral treaty guidelines.
- The Board President is responsible for leading the Board which is responsible for the strategic direction, legal compliance, financial health, and reputation with the Moroccan and American governments.
- The Board President shall appoint Board task forces or ad-hoc committees as needed to represent the Board or gather information for the Board;
- The Board President may make virtual motions for decisions through email in the absence of a convened meeting.
- The Board President acts as spokesperson for the philosophy and policy of the School Board to the GWA stakeholders (parents, staff, students)
- (S)he presides over regularly scheduled School Board meetings and ensures their proper function in a manner consistent with the School Board policy.
- (S)he presides over the Annual General Assembly for Adhering Members (Board Members) and Observing Members (Parents and Staff) in a manner consistent with the Association Guidelines under Moroccan law.
- (S)he sets Board meeting annual schedule and each agenda in conjunction with the HOS
- (S)he ensures Board meeting deliberations are timely, fair, orderly, thorough and efficient using Robert's Rules of Order

- (S)he facilitates Annual Goal Setting and 5-year Strategy Setting Meetings/decisions
- The authority of the President does not include independently directing the GWA HOS.
- (S)he serves as the liaison between the School Board and the GWA HOS.
- (S)he represents GWA in civil acts and has the necessary powers to accomplish them.
- (S)he signs all acts concerning GWA or resolutions adopted by the School Board including Housing Attestations for all foreign employees.
- In the case of absence, (s)he is replaced by the Vice-President; and in the case of absence of the latter by the Secretary.

B. Vice-President

1. S/he exercises the prerogatives in the place of the President in the case of absence or incapacity of the latter;
2. He accomplishes all duties which are given to him by the President or School Board.

C. General Secretary

1. S/he records the minutes and decisions on a timely basis;
2. S/he submits the Resolutions and Process Verbal for Moroccan authorities;
3. S/he maintains the proxy count as needed;

D. Treasurer

1. S/he serves as liaison with the GWA administration with respect to financial matters;

E. Assistant Treasurer

1. He exercises the prerogatives in the place of the Treasurer in the case of absence or incapacity of the latter.

F. Committee Members

1. Participate in School Board meetings and their deliberations;
2. Accomplish all duties which are given to them by the President or School Board.
3. The functions bestowed upon members of the School Board can be modified by it at any moment without providing a reason.

VIII. Self-Evaluation

- A. The School Board will conduct a self-evaluation bi-annually to assess its performance.
- B. This evaluation will include requesting input from GWA stakeholders.

IX. Delegation and Proxy

- A. The School Board and the Chairman can delegate to one or several members, by power of attorney or proxy, the powers that they judge suitable, and to authorize these persons to give these powers to others.