



ICSA Board of Trustees

Individual Conflict of Interest and Code of Conduct Statement

School Year 2020-2021

Individual Board Member Authority

Thus, Members of the Board of Trustees have authority only when acting collectively as a Board in proceedings conducted in accordance with the Bylaws. The Board of Trustees shall not be bound in any way by any action or statement on the part of any individual Board member except when the Board has specifically authorized such statement or action.

Whenever any Board member becomes aware of any issue or controversy concerning the School, he or she shall advise the Head of School and the Board Chair. If a matter requires Board action, it shall be presented to the Board as a whole by the Head or the Board Chair, as appropriate.

Individual Board Member Code of Conduct

Board members are expected to be responsible to the institution as a whole. In his or her activities as a member of the Board of Trustees, no Board member shall represent or advocate the interests of any constituency or institution except the School.

Individual Board members must:

1. Actively support and promote the School's mission, strategic goals, and policy positions.
2. Be knowledgeable of the School's mission and goals, and represent them appropriately and accurately within the School and surrounding communities.
3. Prepare for and actively participate in Board meetings, in electronic discussion when an interim decision needs to be made and assigned committees on a regular basis. Extended absences rendering any member unavailable (physical or electronically) need to be duly notified.
4. Work as members of the Board of Trustees team, and avoid getting involved in specific management, personnel, or curricular issues on an individual basis.
5. Take care to separate the interests of the School from the specific needs of a particular family, child(en) or constituency.
6. Understand that the Board has one employee—the Head of School—and that the Head supervises all other personnel. Dual relationships between trustees and School personnel are to be avoided.
7. Accept and support Board decisions. Once a decision has been made, the Board speaks as one voice.



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8. Contribute and support the development programme of the School, including strategic planning, financial support, and personal involvement in capital giving.
9. Trustees who are parents of students at ICOSA agree to pay tuition on time for their children and to not receive financial aid.
10. Have fiduciary responsibility to the School for sound financial management; this is not solely the responsibility of the Treasurer and Finance Committee.
11. Respect the committee system for dividing and apportioning the work of the Board, thus avoiding duplication of committee efforts through a "committee of the whole".

Board members further agree to:

Conflict of Interest: If at any time a Board member becomes aware that his or her personal interests, financial or otherwise, or the interests of his or her employer or any member of his or her direct family, are in conflict with the interests of the School or the responsibilities of the Board, such Board member shall notify immediately the Board Chair of the existence of a conflict, and shall not participate in the Board's consideration of any matter affected by such conflict.

Confidentiality: Each Board member shall respect one hundred per cent confidentiality, within and outside the School, of all matters discussed within the Board, including in particular all matters raised in any Working Session. Board members are often seen as public representatives of the School and have a responsibility to use discretion in public discussion of all School issues.

Language: Each Board member commits to a work atmosphere characterized by "professional courtesy" and to treat everyone with dignity and respect. No derogatory comments shall be made, or physical or verbal threats conducted towards any member of the Community. Whenever possible, critical counseling shall be conducted in a manner and in a location that will maintain professional courtesy and avoid undue embarrassment. Critical opinions, information or judgments that are not documented shall not be the object of any further discussion.

Meetings: A Board member that misses more than three consecutive regular Board and Committee meetings in a twelve month period, will agree to step down from the Board to make way for someone more available. If the member does not step down from the position on the ICOSA Board, it is acknowledged that the Board can ask the member to resign. Attendance involves being on time and staying for the entire meeting. Any material for inclusion in the Board papers to be submitted at least three days before the meeting. Any new business not submitted into the Board papers cannot be voted upon in the same meeting as members have not been given the appropriate time to consider the matter.

Votes: Every meeting and every decision made must maintain at least a quorum (five).



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Chain-of-command: Always use the chain-of-command process with both parents and faculty enquiries to the Board. Thus, all complaints will be referred to the chief administrative officer and will act on the complaints at public meetings only after failure of an administrative solution.

Failing to abide by any of the last six agreements (Conflict of Interest; Confidentiality; Language; Meetings; Votes; Chain-of-Command) will be considered as an unacceptable behaviour and may imply an immediate separation from the Board of Trustees if any individual member so petitions. Voting system will be that of a quorum as per ICSA Bylaws.

Name of Board Member: _____

Signature of Board Member: _____

Date: _____