Preface

Boards of directors for independent schools set policy to guide the actions of those charged with managing the day-to-day operations of the institution. As such, policies outline the Board’s intent and operating parameters, leaving School administration to develop the means of implementation. In practice, policy is the responsibility of the Board, but effective Boards never develop policy without administrative input and advice. Likewise, while regulations and control procedures are the responsibility of School administration, effective Superintendents keep the Board informed about how its policies are being realized.

Like many of its peers in Southeast Asia, the Singapore American School (“SAS” or “School”) has evolved into a complex entity. SAS, which was at one time legally known as the Singapore American School Trust, is constituted under Singapore law as a corporation limited by guarantee and governed by a Board of Directors (“Board”), which was formerly known as the Board of Governors, but the name changed due to amendments to governing Singapore law. Apart from its obligations under the Singapore Companies Act, School affairs are guided by three foundational documents: Articles of Incorporation (last amended 11 March, 2013), a Memorandum of Association (last amended 24 May, 2011), and a set of By-Laws (last amended 27 May, 2013).

In addition to these legal documents, the Board has governed school affairs through a set of Board Policies, reflecting prior Board debate and decision-making about school matters. While not a legal document per se, the Policies do transmit the Board’s direction about issues such as academic expectations, graduation requirements, handling conflicts of interest, delegation of authority to the Superintendent, and so forth.

It has become increasingly clear to the Board and Superintendent that there are many redundancies in these documents, and that the Policies are too prescriptive and operational to serve as a Board document under the policy governance model that the SAS Board chose to embrace in AY 2011-2012. Therefore, in the 2013-2014 academic year, a comprehensive restructuring and redrafting of the Policies was set in motion under the direction of the Board Governance Committee, and with the assistance of an external governance consultant. The goals of this revision were to: 1) eliminate redundancies in the foundational documents; 2) streamline Policy language; 3) relocate operating procedures for the Board and Administration out of Policy and into their own documents; and 4) ensure that the written administrative regulations are consistent with Board policy parameters and educational and institutional best practice.
Preamble

The Singapore American School Limited ("SAS" or "School") is a legal, non-profit, independent, educational entity based in Singapore. The School is governed by an elected Board of Directors (the "Board"), and operated by a Superintendent who is employed by the Board. Several foundational documents describe the School’s legal status, governance structure, expectations of staff and community, overarching Policies, and operating procedures.

The purpose and scope of each, as well as the threshold for changes to these documents, is as follows:

Memorandum of Association – Establish SAS as a legal entity under the Singapore Companies Act (Chapter 50). Describes its legal status, assets it may hold, income and liability obligations, and dissolution requirements. The Memorandum of Association is available to all members of the School.

Changes to the Memorandum of Association must be passed by 2/3 of votes cast at an Extraordinary General Meeting ("EGM") of the membership of the School as defined in the Articles of Association.

Articles of Association – Describe School membership eligibility and requirements, meeting requirements and voting, Board composition, elections, meetings, and financial accounting procedures. Articles of Association are available to all members of the School.

Changes to the Articles of Association must be passed by 2/3 of votes cast at an Extraordinary General Meeting ("EGM") of the membership of the School as defined in the Articles of Association.

By-Laws – Embody Policy statements that reflect the execution of the Articles of Association by the Board. They include sections on General Meetings, Board composition and elections, Board committees, authority, voting procedures, and amendments. The By-Laws are available to all members of the School.

Changes to the By-Laws must be passed by 2/3 of the total Board membership.

Statement of Community – Contain statement of the beliefs, values and principles held by the Singapore American School. This document describes expectations of community members including conduct, values, contribution, and communication. The Statement of Community is available to all members of the School.

Changes to the Statement of Community must be passed by simple majority of the Board members present at a regularly scheduled Board meeting.

Board Policies – Provide a collection of official Board expectations and directives regarding critical aspects of school operations. While deliberately not operational in nature, each Policy is adopted by the Board and specifies principles and parameters for the Superintendent when developing operating procedures. Board Policies are available to all
members of the School.

Changes to Board Policies must be passed by a simple majority of Board members present at a regularly scheduled Board meeting.

**Board Operating Procedures** – Set out operating parameters for how the Board will execute its responsibilities in light of its policy governance approach to its leadership and includes meeting protocols, governance strategies, and meeting norms. Board Operating Procedures are available to the Board only, including the Superintendent in an *ex-officio* capacity.

Changes to Board Operating Procedures must be passed by a simple majority of Board members present at a regularly scheduled Board meeting.

**Administrative Regulations** – Are a set of procedures developed by the School Administration that conform to Board policies and describe how Board policies are to be implemented. Administrative regulations provide guidance for school personnel in specific situations that they address, and include both procedures and controls to ensure compliance. Administrative Regulations are available upon request to the Board, Administration, and members of the School staff, as appropriate.

Changes to Administrative Regulations are made by the Superintendent and his or her administrative team, with appropriate communication to the Board.

Thus, the architecture of this collection of documents and their coding for organizational purposes is as follows

**MA** – Memorandum of Association  
**AA** – Articles of Association  
**BL** – By-Laws  
**SC** – Statement of Community  
**BP** – Board Policies  
**OP** – Board Operating Procedures  
**AP** – Appendix