	Policy Main Title	Board of Trustees Charter & Bylaws	Effective Date	14/06/2026
AIU AMERICAN INTERNATIONAL UNIVERSITY الجامعة الأمريكية الدولية	Category	Governance	Last Review date	
	Policy Number	GOV-001	Next Review date	14/6/2029
	Responsible Entity	Board of Trustees	Approved By	Chair of Board of Trustees

Overview

The Board of Trustees ("Board") serves as the University's highest governing authority and is entrusted with oversight of the institution's mission, strategic direction, long-term sustainability, and overall institutional effectiveness. Acting in a fiduciary and stewardship capacity, the Board exercises governance authority on behalf of the University and in the best interests of its students and stakeholders while preserving the institution's academic integrity, operational sustainability, and institutional autonomy.

The Board shall operate in accordance with the principles of independent governance, accountability, transparency, institutional independence, and continuous improvement consistent with internationally recognized standards of higher education governance and accreditation expectations. The Board shall maintain sufficient independence to ensure that its decisions are made free from undue influence and solely in furtherance of the University's mission and strategic priorities.

Scope

This policy establishes the foundation for the university governance through its Board of Trustees. The Board plays a central role in safeguarding institutional quality and integrity through oversight of strategic planning, financial sustainability, risk management, presidential leadership, academic quality assurance, institutional effectiveness, and compliance with applicable laws, regulations, and accreditation requirements.

Purpose

This policy establishes the composition, authority, responsibilities, and operating procedures of the AIU Board of Trustees (Board). The Board holds ultimate fiduciary, legal, and strategic responsibility for the institution and ensures that AIU operates in accordance with its mission, applicable laws, and the requirements of the Accrediting agency.

Article 1: Composition

1. The Board shall consist of distinguished individuals selected based on their demonstrated leadership, expertise, commitment to higher education, and ability to contribute to the advancement of the University. Membership should collectively reflect competencies in areas including higher education, industry, public service, finance, governance, innovation, and community engagement. The University President shall serve as a member of the Board.
2. The Board shall consist of no fewer than nine (9) and no more than fifteen (15) members. A minimum of fifty percent (50%) plus one of Board members must be independent, defined as having no financial, familial, or employment relationship with AIU, its owners, or its affiliated entities. The Board shall actively recruit independent members with expertise in higher education, finance, law, or relevant professional fields, including international faculty and administrators recognized in their fields.
3. No independent trustee shall be employed by the University, serve as an officer of the University, receive compensation from the University other than approved trustee expenses, or have a material financial interest that could impair independent judgment.
4. Trustees shall normally serve staggered terms of three (3) years beginning from the date of appointment and may be reappointed in accordance with approved nomination and renewal

procedures. To ensure continuity of governance and institutional stability, trustees shall continue serving until successors are duly appointed and qualified.

5. The appointment, renewal, and removal of trustees shall follow established institutional governance procedures that promote continuity, competency, independence, and accountability, and shall not compromise the Board's ability to exercise independent judgment in fulfilling its fiduciary responsibilities.

Article 2: Board Authority

1. The Board shall safeguard the University's institutional autonomy and academic integrity and shall ensure that decisions affecting academic programs, educational quality, faculty matters, and student learning are made in accordance with established governance processes and free from inappropriate external influence.
2. The Board recognizes the principles of shared governance and delegates academic authority to the faculty, acting through established governance bodies, while retaining ultimate fiduciary responsibility for the institution.
3. The Board shall protect academic freedom, freedom of inquiry, and freedom of expression consistent with the University's mission and applicable laws.
4. The Board shall regularly review institutional indicators of student achievement, retention, graduation, and post-graduation outcomes.
5. The Board shall oversee institutional risk management processes, including strategic, operational, financial, cybersecurity, legal, and reputational risks.
6. The Board shall maintain a presidential succession and emergency leadership continuity plan.
7. The Board shall operate independently and collectively, exercising its fiduciary duties of care, loyalty, and obedience to the University. Trustees shall avoid conflicts of interest, uphold the highest standards of ethical conduct, and act solely in the best interests of the institution. The Board's responsibilities include, but are not limited to:
    - Safeguarding the University's mission, vision, and values;
    - Approving and monitoring the University's strategic direction and institutional priorities;
    - Ensuring financial sustainability and responsible stewardship of institutional resources;
    - Appointing, supporting, evaluating, and, when necessary, dismissing the President;
    - Monitoring institutional performance, effectiveness, and compliance with legal, regulatory, and accreditation requirements;
    - Promoting institutional integrity, transparency, accountability, and continuous improvement;
    - Supporting educational quality, student success, and the University's commitment to teaching, research, innovation, and service
    - Approving the annual budget and major financial transactions
    - Granting of degrees upon recommendation of the faculty through established academic governance processes.
    - Approving the establishment, modification, suspension, or discontinuation of academic programs following review through established academic governance processes.
    - Approving of all governance policies.

- Exercising oversight of institutional compliance with accreditation requirements.

Article 3: Board Committees

The Board shall maintain the following standing committees, each with a written charter:

- Executive Committee: Acts on behalf of the full Board between meetings on urgent matters. The Committee also oversees Board recruitment, orientation, development, succession planning, trustee evaluation, Board effectiveness, and governance policy review.
- Finance Committee: Oversees budget, audit, financial sustainability, and investment
- Academic Affairs Committee: Oversees academic quality, accreditation, and receives Faculty Council reports
- Audit & Risk Committee: Oversees internal audit, risk management, and compliance.

Article 4: Meetings

The Board shall meet in full session no fewer than four (2) times per academic year. A quorum consists of a simple majority of current members. Minutes of all Board meetings shall be retained permanently.

Article 5: Conflict of Interest

Board members with a financial or personal interest in any matter before the Board shall disclose that interest and recuse themselves from deliberation and voting on that matter. See GOV-002 for full requirements.

Article 6: Board Assessment

The Board shall conduct a formal self-evaluation at least annually to assess its effectiveness, governance practices, committee performance, and alignment with institutional mission and strategic priorities. Results shall be used for continuous improvement.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

	Policy Main Title	BoT Conflict of Interest Policy	Effective Date	14/06/2026
	Category	Governance	Last Review date	
	Policy Number	GOV-002	Next Review date	14/06/2029
	Responsible Entity	Board of Trustees	Approved By	Chair Board of Trustees

Overview

American International University (AIU) is committed to the highest standards of integrity, transparency, accountability, and ethical conduct in all governance and institutional decision-making activities. Members of the Board of Trustees, senior administrators, faculty leaders, and individuals serving in decision-making capacities are expected to act solely in the best interests of the University and avoid situations that may create actual, potential, or perceived conflicts between personal interests and institutional responsibilities.

Consistent with recognized principles of higher education governance, the expectations of the Accrediting agency, and applicable laws and regulations of the State of Kuwait, AIU requires the disclosure, management, and documentation of conflicts of interest to protect institutional integrity, maintain public confidence, and support independent and objective decision-making.

This policy establishes the standards and procedures for identifying, disclosing, reviewing, and managing conflicts of interest and applies to all individuals covered by this policy.

Scope

This policy applies to:

- Members of the Board of Trustees;
- The President;
- Vice Presidents;
- Deans and Associate Deans;
- Members of the Faculty Council;
- Members of Board committees and institutional committees with decision-making or advisory authority;
- Individuals participating in procurement, contracting, hiring, promotion, tenure, compensation, accreditation, budgeting, investment, or other institutional decision-making processes.

The policy governs actual, potential, and perceived conflicts of interest arising from financial, professional, personal, familial, or other relationships that could influence or appear to influence institutional judgment or decision-making.

Purpose

The purpose of this policy is to protect the integrity, independence, and credibility of institutional governance and decision-making by establishing requirements for the disclosure, review, management, and documentation of conflicts of interest.

The policy supports the University's commitment to ethical conduct, fiduciary responsibility, transparency, institutional effectiveness, and compliance with accreditation expectations, while preserving public confidence in the University's governance and administrative processes.

Definitions:

Conflict of Interest: A conflict of interest exists when a covered individual has a direct or indirect financial, personal, or professional interest that could improperly influence their judgment in an institutional decision. This includes, but is not limited to:

- Financial interest in a vendor, contractor, or entity doing business with AIU
- Employment or consulting relationship with a competitor institution

- Family or romantic relationship with an individual whose employment, compensation, or academic standing is under review
- Receipt of gifts, honoraria, or compensation from entities seeking institutional contracts

Actual Conflict of Interest: A situation in which an individual's personal interests directly conflict with their institutional responsibilities.
Potential Conflict of Interest: A situation in which personal interests may reasonably be expected to create a future conflict with institutional responsibilities.
Perceived Conflict of Interest: A situation in which a reasonable person could conclude that an individual's personal interests may improperly influence institutional judgment, regardless of whether an actual conflict exists.
Related Party: A family member, business associate, affiliated organization, or other individual or entity with whom the covered person has a significant relationship.

Article 1: Annual Disclosure

1. All covered individuals shall complete an Annual Conflict of Interest Disclosure Form by September 30 of each academic year. New covered individuals shall complete the form within thirty (30) days of assuming their position. Forms are retained by the Office of the President and are reviewed by the Audit & Risk Committee.
2. Covered individuals shall update their disclosure within thirty (30) days of any material change in circumstances.
3. All covered individuals shall annually acknowledge that they have reviewed and will comply with this policy.

Article 2: Duty to Disclose

1. Covered individuals have an ongoing obligation to disclose actual, potential, or perceived conflicts of interest promptly upon becoming aware of such conflicts.
2. When a conflict arises between annual disclosure cycles, the Covered Person shall promptly disclose the conflict in writing to the Chair of the Audit and Risk Committee before any discussion or vote on the matter. Disclosure shall be recorded in the official minutes of the relevant meeting.
3. Failure to disclose a conflict of interest may itself constitute a violation of this policy regardless of whether improper influence occurred.

Article 3: Recusal Procedure

1. A covered individual who has an actual, potential, or perceived conflict of interest shall:
   - Disclose the conflict before discussion begins;
   - Refrain from influencing deliberations;
   - Withdraw from discussions when appropriate;
   - Abstain from voting on the matter;
   - Comply with any management plan established by the Audit & Risk Committee.
2. The disclosure and resulting action shall be recorded in the official meeting minutes.

Article 4: Gifts, Benefits, and Hospitality

1. Covered individuals shall not solicit or accept gifts, favors, hospitality, compensation, or other benefits that could reasonably be expected to influence, or appear to influence, institutional decisions.
2. Modest and customary hospitality consistent with professional practice may be accepted where permitted by law and University policy.

Article 5: Related Party Transactions

Any transaction involving a related party shall be disclosed to the Audit & Risk Committee and reviewed to ensure that the transaction is fair, reasonable, properly documented, and in the best interests of the University.

Article 6: Review and Determination

The Audit & Risk Committee shall review disclosed conflicts and determine whether:

- No conflict exists;
- A manageable conflict exists;
- Recusal is required;
- Additional safeguards are necessary.

Article 7: Violations

Violations of this policy are referred to the Audit & Risk Committee. All violations and outcomes are documented. Sanctions shall be proportionate to the severity of the violation and may include:

a. Written warning;
b. Mandatory corrective action;
c. Removal from committee service;
d. Removal from Board office;
e. Recommendation for Board removal;
f. Termination of employment where applicable.

Article 8: Documentation and Records Retention

1. Conflict of interest disclosures, recusal records, committee determinations, and related documentation shall be maintained by the Office of the President and retained in accordance with the University's records retention requirements.
2. Records shall be available for internal audit, Board review, and accreditation purposes as appropriate.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM

Name: ______________________________ Role: ___________________________________

Academic Year: _______________

Part A: Independence Declaration (Board Members Only)

I confirm that I meet the definition of an Independent Member as set forth in this policy: ☐ Yes ☐ No specify relationship: __________________________

Part B: Conflict Disclosures

Please disclose any actual or potential conflicts of interest by responding to the following:

Disclosure Question	**Yes**	**No**
Do you or any immediate family member have an ownership interest in an entity with a financial relationship with AIU?	☐	☐
Do you serve on the board or as an officer of any entity that competes with or does business with AIU?	☐	☐
Do you have a financial interest that could be materially affected by a decision AIU is making?	☐	☐
Have you received gifts, hospitality, or benefits valued above KWD 50 from any entity doing or seeking business with AIU?	☐	☐
Do you have a personal relationship with any current or recent candidate for employment at AIU?	☐	☐
Are you employed by or a representative of the Ali Al-Alghanim LLC Group or affiliated entities?	☐	☐

If you answered Yes to any question, describe the nature of the conflict or potential conflict:

____

____

____

Part C: Certification

I certify that the information provided above is complete and accurate to the best of my knowledge. I agree to promptly disclose any new conflicts that arise during the academic year. I agree to recuse myself from discussion and voting on any matter in which I have a conflict of interest, in accordance with this Policy.

Signature: ____________________________________ Date: _______________

For official use: Audit & Risk Committee review: ☐ No action required ☐ Requires recusal protocol ☐ Referred to Board Chair

Reviewed by: ____________________________________ Date: _______________

AIU AMERICAN INTERNATIONAL UNIVERSITY الجامعة الأمريكية الدولية	Policy Main Title	Whistleblower & Non-Retaliation Policy	Effective Date	14/06/2026
	Category	Governance	Last Review date	
	Policy Number	GOV-003	Next Review date	14/06/2029
	Responsible Entity	Board of Trustees	Approved By	Chair Board of Trustees

Overview

American International University ("AIU") is committed to maintaining the highest standards of integrity, ethical conduct, transparency, accountability, and compliance with applicable laws, regulations, accreditation standards, and institutional policies. The University encourages members of the AIU community to report in good faith any suspected misconduct, unethical behavior, fraud, abuse of authority, violations of law, threats to health and safety, violations of accreditation requirements, academic misconduct, financial irregularities, or other activities that may adversely affect the University, its stakeholders, or its mission.

AIU prohibits retaliation against any individual who, in good faith, reports a concern, participates in an investigation, provides information, or assists in resolving a reported matter. The University is committed to ensuring that concerns are reviewed promptly, fairly, confidentially, and independently.

This policy supports AIU's commitment to institutional integrity, effective governance, risk management, and continuous improvement consistent with international best practices in higher education governance and the expectations of recognized accrediting bodies.

Scope

This policy applies to all members of the AIU community, including trustees, officers, employees, faculty members, staff, students, contractors, consultants, volunteers, vendors, and any other individuals acting on behalf of the University.

The policy applies to reports made in good faith concerning actual or suspected violations of law, regulation, accreditation requirements, institutional policies, ethical standards, financial controls, academic integrity standards, health and safety requirements, or other conduct that may expose the University to legal, financial, operational, reputational, or accreditation risk.

Purpose

AIU is committed to ethical conduct and accountability. This policy establishes protections for individuals who report suspected violations of law, regulation, institutional policy, or ethical standards in good faith.

Definitions and Abbreviations

- **Good Faith Report:** is a report made by an individual who reasonably believes that the information disclosed is true, accurate, and indicative of actual or suspected misconduct, policy violations, legal or regulatory violations, ethical concerns, or other matters covered by this policy.
- **Whistleblower:** is any individual affiliated with the University who, in good faith, reports actual or suspected misconduct, wrongdoing, legal or regulatory violations, ethical concerns, accreditation-related concerns, or other matters covered by this policy, or who assists in an investigation, review, audit, or proceeding related to such a report.
- **Retaliation:** any direct or indirect adverse action, threat, intimidation, harassment, discrimination, reprisal, coercion, or unfavorable treatment taken against an individual because that individual made a good-faith report, participated in an investigation, provided information, served as a witness, or otherwise exercised rights protected under this policy.
- **Covered Misconduct:** includes any actual or suspected conduct that violates applicable laws, regulations, accreditation requirements, University policies, ethical standards, fiduciary duties, or accepted standards of professional conduct.

- **Reasonable Belief**: means a belief that a reasonable person, possessing the same information and circumstances available to the reporting individual at the time of the disclosure, would conclude that the reported information indicates actual or suspected misconduct, wrongdoing, or a violation covered by this policy.
- **Confidential Information:** any non-public information obtained, received, generated, or maintained by the University that is protected by law, regulation, contractual obligation, institutional policy, or legitimate privacy interests.
- **Preliminary Inquiry Committee**: A standing committee consisting of three members appointed by the President for the period of three years. Committee members shall be selected from different organizational units and shall not participate in any matter in which they have a real or perceived conflict of interest. At least one member shall have received training in investigations, compliance, legal matters, human resources, audit, or risk management. Membership on the committee shall maintain continuity to ensure the uniform application of standards for verifying the seriousness of the complaint/allegation. As such, no more than one member may be replaced at the end of the committee appointment term.

Article 1: Covered Disclosure

1. Protected disclosures include reports of financial misconduct or fraud; violations of accreditation requirements; academic integrity violations by leadership; harassment or discrimination; health and safety violations; and any action that materially misrepresents AIU's compliance with international standards.
2. Reports may be made to the President; the Chair of the Audit & Risk Committee (for reports about the President); or through an anonymous reporting mechanism established by the University. Reports may be made anonymously. Anonymous reports will be investigated to the extent possible.

Article 2: Confidentiality

To the fullest extent possible, the University shall protect the confidentiality of the reporting individual, witnesses, and other participants in an investigation. Information shall be disclosed only to those with a legitimate need to know in order to investigate, resolve, or comply with legal obligations.

Article 3: Good Faith Requirement

Reports must be made in good faith and based upon a reasonable belief that the information disclosed is true. Individuals who knowingly submit false allegations, intentionally provide misleading information, or act with malicious intent may be subject to disciplinary action.

Article 4: Non-Retaliation

No employee, student, witness, investigator or individuals assisting in investigation, individual providing information, or Board member shall be subject to retaliation, including termination, demotion, harassment, exclusion, or grade retaliation, for making a good-faith report under this policy. Any act of retaliation is itself a violation of this policy and will be treated as a serious disciplinary matter.

Article 5: Investigation

1. All reports shall be investigated promptly. The Audit & Risk Committee oversees investigations involving senior leadership. Findings and outcomes shall be documented and retained.
2. Upon receiving a report of a misconduct through the whistleblower portal, the President shall be notified to discuss an appropriate course of action:
   a. If the allegation of misconduct is from a person who filed the complaint, the President shall task the Preliminary Inquiry Committee to conduct an initial inquiry. Based on the recommendation of the Preliminary Inquiry Committee, the President shall determine whether the allegation warrants further investigation based on the recommendation of the Preliminary Inquiry Committee.
   b. If the allegation of misconduct is made by an anonymous reporter and includes sufficient evidence to warrant an initial inquiry, the President shall direct the Preliminary Inquiry Committee to conduct the initial inquiry. Based on the recommendation of the Preliminary Inquiry Committee, the President may either dismiss the allegation or appoint an official investigation committee to pursue the compliant.
   c. If the allegation of misconduct is made by an anonymous reporter and has insufficient evidence to warrant an initial inquiry, the President shall dismiss the report as groundless.
3. Upon receiving a report of a misconduct through other channels, the University shall assume the allegation has been made in good faith and consider it based on its level of seriousness:
   a. Well-based allegations: Complaints/reports that contain sufficient facts to warrant an official investigation, whether submitted by an anonymous or a named individual.
   b. Frivolous allegations: Baseless, repetitive, and unjustified complaints/reports. Such allegations shall be dismissed at the initial verification stage.
   c. Malicious allegations: Complaints/reports with the clear intent to harm or defame another individual. If the malicious report is alleged by an anonymous person and does not include facts, these allegations shall be dismissed in the initial inquiry.
4. Allegations involving the President, members of the Executive Leadership Team, or matters presenting a potential conflict of interest shall be referred directly to the Chair of the Audit and Risk Committee.
5. Any individual assigned to review or investigate a complaint shall disclose any actual or perceived conflict of interest and shall be recused where appropriate.
6. Investigations conducted under this policy shall use the preponderance of the evidence standard unless otherwise required by law or applicable University policy.
7. Investigation Timeframes
   - Acknowledgement within 7 calendar days
   - Initial review within 30 days
   - Status update within 90 days
   - Final resolution communicated as soon as reasonably practicable

Article 6: Appeals
Individuals may submit a written appeal to the Chair of the Audit and Risk Committee within thirty (30) days of receiving notice of the investigation outcome if they believe procedural errors, conflicts of interest, or significant new evidence affected the findings.

Article 7: Board Reporting
The Audit and Risk Committee shall receive at least an annual report summarizing whistleblower reports, investigations, outcomes, corrective actions, and trends. Reports shall be presented in a manner that protects confidentiality.

Article 7: Records Retention
Records relating to whistleblower reports, investigations, findings, corrective actions, and related communications shall be retained in accordance with the University's records retention schedule and applicable legal requirements, but not less than seven (7) years.

Article 8: External Reporting Rights
Nothing in this policy shall prohibit an individual from reporting suspected violations of law to governmental, regulatory, accrediting, or law enforcement authorities.

Article 9: Institutional Integrity
The Board of Trustees affirms that individuals who report concerns in good faith contribute to the University's culture of integrity, accountability, transparency, and continuous improvement. The University shall not impede, discourage, or restrict lawful reporting of concerns related to compliance, accreditation, educational quality, financial stewardship, safety, or ethical conduct.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

	Policy Main Title	Presidential Authority & Delegation Policy	Effective Date	14/06/2026
	Category	Governance	Last Review date	
	Policy Number	GOV-004	Next Review date	14/06/2029
	Responsible Entity	Board of Trustees	Approved By	Chair Board of Trustees

Overview

The President serves as the chief executive officer of American International University (AIU) and is accountable to the Board of Trustees for the leadership, administration, and performance of the University. Consistent with the principles of effective higher education governance, the Board delegates authority to the President for the day-to-day management and operation of the institution while retaining responsibility for governance, fiduciary oversight, strategic direction, and institutional sustainability.

The President is responsible for implementing Board policies, advancing the University's mission and strategic priorities, fostering academic excellence, ensuring operational effectiveness, maintaining compliance with applicable laws and accreditation requirements, and promoting a culture of integrity, accountability, innovation, and continuous improvement.

This policy establishes the authority of the President, identifies matters reserved to the Board of Trustees, and provides a framework for the delegation of administrative authority throughout the University.

Scope

This policy applies to all University operations and governs the relationship between the Board of Trustees, the President, members of the Executive Leadership Team, academic leaders, administrative units, and all individuals exercising delegated institutional authority.

The policy defines the authority vested in the President by the Board of Trustees and establishes the principles governing delegation, accountability, and shared governance throughout the institution.

Purpose

This policy establishes the authority of the President as AIU's sole chief executive officer, responsible for all institutional operations, and defines the limits of that authority and how it may be delegated.

Article 1: Presidential Authority

1. Except for those authorities expressly reserved to the Board of Trustees by law, regulation, institutional bylaws, or Board policy, all institutional authority is delegated to the President for the administration and operation of the University.
2. The President holds authority over all academic, administrative, financial, and operational functions of the institution.
3. The Board of Trustees delegates full executive responsibility and authority for the administration and operation of the University to the President, who shall be accountable to the Board for institutional performance, compliance, financial stewardship, and achievement of strategic goals.

Article 2: Board Reserved Powers

The President may not, without Board approval:

- Commit the institution to contracts exceeding KD 100,000
- The President may recommend the establishment, modification, suspension, or discontinuation of academic programs, subject to review through established academic governance processes and approval by the Board of Trustees when required by policy or regulation.
- Approve the annual operating budget
- Amend governance policies controlled by the Board of Trustees without prior approval

- The President shall keep the Board informed regarding accreditation activities, institutional reports, substantive changes, and accreditation actions requiring Board oversight or approval.

Article 3: President Responsibilities

1. The President shall:
   - Implement Board-approved policies and strategic plans;
   - Provide leadership for academic and administrative operations;
   - Recommend institutional priorities and budgets;
   - Ensure compliance with laws, regulations, and accreditation standards;
   - Promote student success and educational quality;
   - Appoint, supervise, and evaluate senior administrators;
   - Maintain effective systems of enterprise risk management, internal controls, business continuity planning, cybersecurity oversight, regulatory compliance, and crisis preparedness;
   - Provide regular reports to the Board regarding institutional performance;
   - Ensure the integrity, accuracy, and transparency of institutional communications, reports, disclosures, accreditation submissions, and public representations;
   - Ensure the implementation of strategies that support student learning, student success, retention, graduation, and post-graduation outcomes.
2. During emergencies requiring immediate institutional action, the President may take actions necessary to protect the safety, welfare, operations, assets, or reputation of the University. Such actions shall be reported to the Chair of the Board as soon as reasonably practicable and ratified by the Board when appropriate.
3. Develop and maintain succession plans for senior leadership positions and ensure continuity of operations during leadership transitions.
4. The President shall serve as the University's official representative to governmental agencies, accrediting organizations, educational associations, community stakeholders, and external partners unless otherwise authorized by the Board.
5. The Board of Trustees shall evaluate the President's performance at least annually. Evaluation criteria shall include institutional effectiveness, student success indicators, strategic plan implementation, financial sustainability, compliance, accreditation performance, leadership effectiveness, and achievement of Board-approved goals.

Article 4: Delegation

1. The President may delegate specific operational authorities to Vice Presidents in writing. Delegated authority must be documented in a Delegation of Authority Register maintained by the President's Office and reviewed annually. Delegation does not relieve the President of accountability for outcomes. Delegated authority may not be further delegated unless expressly authorized by the President. A summary of significant delegated authorities shall be reported annually to the Board of Trustees.
2. In the absence or incapacity of the President, authority shall be exercised by the designated Acting President or by another officer designated by the Board of Trustees.

Article 5: Shared Governance Interface

1. The President shall respect and support the principles of shared governance and the faculty's primary responsibility for academic matters as defined in the Faculty Council Charter.
2. Any decision that materially differs from a formal recommendation of the Faculty Council on matters within its jurisdiction shall be documented, justified, and communicated through established governance channels.

Article 6: Governance Principle

The Board of Trustees governs through policy and oversight. The President manages the operations of the University. Nothing in this policy shall be interpreted to permit individual trustees to direct University employees or interfere with the President's administrative authority except as authorized by the Board acting collectively.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

AIU AMERICAN INTERNATIONAL UNIVERSITY الجامعة الأمريكية الدولية	Policy Main Title	Board Member Nomination, Appointment & Removal Policy	Effective Date	14/06/2026
	Category	Governance	Last Review date	
	Policy Number	GOV-005	Next Review date	14/06/2026
	Responsible Entity	Board of Trustees	Approved By	Chair Board of Trustees

Overview
The Board of Trustees is responsible for providing independent governance, fiduciary oversight, strategic direction, and stewardship of American International University (AIU). The effectiveness of the Board depends upon the recruitment, selection, and retention of qualified trustees who collectively possess the expertise, diversity of perspectives, independence, and commitment necessary to advance the University's mission and long-term sustainability.
Consistent with recognized principles of higher education governance and the expectations of the Accrediting agency, AIU maintains a transparent and structured process for the nomination, appointment, renewal, and removal of trustees. The process is designed to preserve institutional continuity, support effective governance, ensure appropriate Board independence, and recognize the legitimate role of founding stakeholders in the governance structure of the University.
This policy establishes the framework through which trustees are identified, evaluated, appointed, reappointed, and, when necessary, removed from service while ensuring that all trustees fulfil their fiduciary duties in the best interests of the University.

Scope
The policy governs the composition of the Board, trustee eligibility requirements, nomination procedures, appointment processes, term limits, vacancy management, Board succession planning, and trustee removal procedures. It shall be interpreted in conjunction with the Board of Trustees Charter and Bylaws, Conflict of Interest Policy, and other applicable governance policies.

Purpose
This policy establishes a transparent, consistent, and documented process for the nomination, evaluation, appointment, reappointment, and removal of members of the Board of Trustees. The policy is intended to promote effective governance, institutional continuity, fiduciary accountability, and Board effectiveness while ensuring that the Board possesses the diversity of expertise, experience, perspectives, and independence necessary to fulfill its responsibilities.
The policy recognizes the important role of founding stakeholders in the governance structure of the University while ensuring that all trustees, regardless of their method of nomination or appointment, exercise independent judgment and fulfill their fiduciary duties in the best interests of the University, its students, and its mission.

Definition:
An Independent Trustee: is a member of the Board who is free from relationships or interests that could reasonably be expected to impair the individual's ability to exercise objective and independent judgment in the best interests of the University

Article 1: Nomination Criteria

1. An Independent Trustee shall not:
    - Be a current employee of the University;
    - Serve as an officer of the University;
    - Have a material financial interest in transactions with the University;

- Be an immediate family member of a University executive officer;
- Have other relationships that could materially interfere with the exercise of independent fiduciary judgment.

2. All trustees owe their fiduciary duties to the University and shall act in the best interests of the institution rather than any external organization, constituency, or stakeholder group.
3. Trustee candidates should:
   - Demonstrate commitment to higher education and AIU's mission.
   - Demonstrate integrity and ethical conduct.
   - Be willing to fulfill fiduciary responsibilities.
   - Be free from conflicts that would materially impair Board service.
   - Contribute to the diversity of perspectives, experiences, and competencies represented on the Board.
4. The Board shall seek to maintain an appropriate balance between founding-member representation, independent trustees, and individuals possessing expertise relevant to the University's strategic priorities.

Article 2: Nomination Process

1. The Executive Committee shall oversee the identification, recruitment, and evaluation of prospective trustees.
2. Nominations may be submitted by current trustees, founding stakeholders, the President, or the Executive Committee.
3. Candidates shall be evaluated against Board competency needs, independence requirements, fiduciary obligations, and strategic priorities.
4. The Board shall seek collective expertise in higher education, finance, law, governance, industry, technology, risk management, student success, and strategic planning.

Article 3: Appointment Process

1. Founding-member or owner-designated trustees may be nominated by the ownership group in accordance with the University's founding governance structure.
2. Independent trustees shall be nominated through the Executive Committee and appointed by majority vote of the Board.
3. Newly appointed trustees shall participate in an orientation program addressing fiduciary duties, institutional mission, governance responsibilities, accreditation expectations, conflict-of-interest requirements, and Board policies.

Article 4: Removal Process

1. A trustee may be removed for:
   • breach of fiduciary duty;
   • violation of conflict-of-interest requirements;
   • repeated failure to attend meetings;
   • misconduct inconsistent with Board service;
   •actions materially detrimental to the University.

2. Removal requires a two-thirds vote of the Board.

Article 5: Vacancy Management

1. The Executive Committee shall periodically review Board composition and succession needs to ensure the Board maintains the expertise, diversity, independence, and leadership capacity necessary to fulfill its responsibilities.

Article 6: Board Succession and Renewal

1. The Executive Committee shall maintain a Board succession plan and periodically assess Board composition, competencies, diversity of experience, leadership needs, and independence requirements.
2. The Committee shall recommend recruitment priorities to ensure the Board remains capable of governing the University effectively and supporting its strategic objectives.
3. Board succession planning shall be informed by periodic Board self-evaluations and assessments of Board competencies and effectiveness.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

	Policy Main Title	Board Self-Evaluation Policy	Effective Date	14/06/2026
	Category	Governance	Last Review date	
	Policy Number	GOV-006	Next Review date	14/06/2029
	Responsible Entity	Board of Trustees	Approved By	Chair Board of Trustees

Overview

The Board of Trustees of American International University (AIU) recognizes that effective governance requires ongoing reflection, accountability, and continuous improvement. Consistent with recognized principles of higher education governance and the expectations of the Accrediting agency, the Board shall periodically evaluate its effectiveness in fulfilling its fiduciary, strategic, oversight, and stewardship responsibilities.

Board self-evaluation serves as a mechanism to assess governance effectiveness, Board composition, committee performance, institutional oversight, mission alignment, and adherence to the University's governance responsibilities. The process is intended to strengthen Board performance, support institutional effectiveness, enhance governance practices, and promote continuous improvement in service of the University's mission and strategic priorities.

The Board affirms that self-evaluation is an essential component of effective governance and institutional quality assurance and supports the University's commitment to accountability, transparency, accreditation compliance, and continuous improvement.

Scope

This policy applies to the Board of Trustees, its committees, and all trustees participating in governance activities on behalf of the University.

The policy establishes requirements for Board self-evaluation, governance assessment processes, evaluation instruments, reporting mechanisms, documentation, continuous improvement activities, and the integration of Board effectiveness into the University's institutional effectiveness and accreditation framework.

Purpose

This policy establishes a structured process for evaluating the effectiveness of the Board of Trustees and its committees in fulfilling their governance responsibilities. The policy is intended to promote continuous improvement in Board performance, governance effectiveness, fiduciary oversight, strategic leadership, institutional accountability, and alignment with the University's mission and strategic priorities.

The policy further ensures that Board self-evaluation supports accreditation requirements, informs Board development and succession planning, strengthens governance practices, and contributes to the University's broader institutional effectiveness framework.

Definitions:

Board Self-Evaluation: A systematic process through which the Board assesses its effectiveness in fulfilling its governance, fiduciary, strategic, oversight, and stewardship responsibilities.

Board Development: Activities designed to strengthen Board effectiveness, including trustee orientation, continuing education, succession planning, leadership development, and governance improvement initiatives.

Comprehensive Evaluation: A detailed assessment of Board effectiveness, committee performance, governance practices, Board composition, leadership effectiveness, and strategic oversight.

Annual Governance Review: A shorter assessment conducted between comprehensive evaluations to monitor progress, identify emerging governance issues, and assess implementation of prior recommendations.

External Facilitator: An independent governance consultant, governance expert, accreditation specialist, or similar professional engaged to assist with Board self-evaluation and governance improvement.

Article 1: Evaluation Frequency

1. The Board shall conduct a formal self-evaluation at least annually.
2. The Board shall conduct a comprehensive Board self-evaluation at least once every two (2) years.
3. In years when a comprehensive evaluation is not conducted, the Board shall complete an annual governance review focused on:
    - Governance effectiveness;
    - Strategic oversight;
    - Board composition;
    - Committee performance;
    - Institutional performance oversight;
    - Progress on prior evaluation recommendations.
4. Additional evaluations may be conducted at the discretion of the Board Chair or Executive Committee.

Article 2: Evaluation Instrument

1. Board self-evaluation shall be conducted using a written assessment instrument approved by the Executive Committee.
2. The evaluation instrument shall assess, at a minimum:
    - Mission stewardship;
    - Strategic planning oversight;
    - Institutional effectiveness oversight;
    - Financial oversight;
    - Risk management oversight;
    - Academic quality oversight;
    - Student success oversight;
    - Presidential oversight and evaluation;
    - Board composition and competencies;
    - Committee effectiveness;
    - Governance processes;
    - Board independence;
    - Trustee engagement and participation;
    - Compliance with Board policies;
    - Alignment with accreditation expectations.
3. The evaluation instrument may include quantitative ratings, qualitative comments, and recommendations for improvement.

Article 3: Administration of the Evaluation Process

1. The Executive Committee shall oversee the Board self-evaluation process.
2. The Board Chair may designate a qualified individual, committee, or external facilitator to administer the evaluation.

3. Responses shall be collected in a manner that encourages candid participation.
4. Individual trustee responses shall remain confidential to the extent permitted by law and Board policy.
5. Evaluation results shall be aggregated and reported in summary form to the Board.
6. Individual responses shall not be attributed to specific trustees unless voluntarily disclosed by the trustee.

Article 4: Use of Evaluation Results

1. Evaluation results shall be used solely for governance improvement and Board development purposes.
2. Findings may be used to inform:
    - Board development activities;
    - Trustee orientation;
    - Governance training;
    - Committee structure;
    - Board succession planning;
    - Recruitment priorities;
    - Board composition reviews;
    - Governance policy revisions;
    - Strategic planning processes.
3. The Board shall periodically review progress made in response to evaluation findings.

Article 5: External Governance Review

1. The Board may engage an external governance consultant or facilitator to support Board self-evaluation activities.
2. A comprehensive externally facilitated governance review should be conducted at least once every three (3) to five (5) years.
3. External reviews may assess:
    - Governance effectiveness;
    - Board structure;
    - Board independence;
    - Governance practices;
    - Committee effectiveness;
    - Alignment with accreditation expectations;
    - Governance benchmarking against higher education best practices.

Article 6: Documentation and Records Retention

1. Evaluation instruments, aggregated results, action plans, and governance improvement reports shall be retained as official Board records.
2. Documentation shall be maintained in accordance with the University's records retention requirements and retained for no fewer than seven (7) years.
3. Board self-evaluation records shall be maintained as evidence supporting compliance with accreditation requirements, including criterion Board self-evaluation and development.

Article 7: Institutional Effectiveness Integration

1. Board self-evaluation findings shall be incorporated into the University's institutional effectiveness and continuous improvement framework.
2. A summary of Board self-evaluation activities, major findings, and governance improvement initiatives shall be included in the University's Annual Institutional Effectiveness Report.
3. The Board shall periodically review whether governance practices effectively support institutional mission achievement, strategic priorities, student success, financial sustainability, academic quality, and accreditation compliance.
4. Evaluation results shall be used to support evidence-based governance decision-making and continuous institutional improvement.

Article 8: Continuous Improvement

The Board shall regularly review and update its self-evaluation processes to ensure alignment with evolving governance best practices, accreditation expectations, institutional priorities, and the legal and regulatory environment of the State of Kuwait.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

	Policy Main Title	Presidential Evaluation Policy	Effective Date	14/06/2026
	Category	Governance	Last Review date	
	Policy Number	GOV-007	Next Review date	14/06/2029
	Responsible Entity	Board of Trustees	Approved By	Chair Board of Trustees

Overview

The President serves as the chief executive officer of American International University (AIU) and is accountable to the Board of Trustees for the leadership, performance, and overall effectiveness of the University. Consistent with recognized principles of higher education governance and the expectations of the Accrediting agency, the Board shall conduct a regular evaluation of the President's performance to ensure alignment with the University's mission, strategic priorities, institutional effectiveness objectives, and fiduciary responsibilities.

The Presidential Evaluation process promotes accountability, supports continuous improvement, strengthens the Board-President relationship, and ensures that institutional leadership contributes effectively to academic quality, student success, financial sustainability, accreditation compliance, community engagement, and achievement of the University's strategic goals.

The evaluation process is intended to be constructive, evidence-based, confidential, and focused on professional growth, institutional performance, and continuous organizational improvement.

Scope

This policy applies to the President of American International University and governs the processes through which the Board of Trustees evaluates presidential performance, reviews institutional leadership effectiveness, establishes performance expectations, documents evaluation outcomes, and supports executive development.

The policy applies to all formal presidential evaluations conducted by the Board and shall be interpreted in conjunction with the Board of Trustees Charter and Bylaws, Presidential Authority & Delegation Policy, Institutional Effectiveness Policy, Strategic Planning Policy, and other applicable governance policies.

Purpose

This policy establishes a structured, transparent, and evidence-based process through which the Board of Trustees evaluates the performance of the President. The evaluation process is intended to assess leadership effectiveness, achievement of strategic priorities, fulfillment of institutional goals, stewardship of resources, advancement of educational quality, and progress toward accreditation and institutional effectiveness objectives.

The policy further ensures that presidential evaluation supports continuous improvement, succession planning, strategic leadership development, and accountability while strengthening alignment between Board expectations, institutional performance, and the University's RISE Strategy.

Definitions:

Presidential Evaluation: A formal assessment conducted by the Board of Trustees to evaluate the President's effectiveness in fulfilling assigned responsibilities, achieving strategic objectives, and advancing the University's mission.

RISE Strategy: The University's approved strategic framework and associated Key Performance Indicators (KPIs) used to measure institutional performance, effectiveness, and progress toward strategic priorities.

Institutional Effectiveness Report (IE Report): The University's annual report summarizing institutional performance, strategic goal achievement, student success outcomes, accreditation progress, and key institutional performance indicators.

Self-Assessment: A written evaluation prepared by the President describing accomplishments, challenges, strategic initiatives, and progress toward institutional goals during the evaluation period.

Article 1: Evaluation Frequency

1. The Board of Trustees shall conduct a formal evaluation of the President annually.
2. The annual evaluation shall normally occur during the month of November following presentation of the Annual Institutional Effectiveness Report to the Board.
3. Additional evaluations may be conducted when deemed necessary by the Board of Trustees.
4. The annual evaluation cycle shall align with the University's planning, budgeting, strategic review, and institutional effectiveness processes.

Article 2: Evaluation Criteria

1. Presidential performance shall be evaluated using evidence-based criteria aligned with the University's approved RISE Strategy and annual institutional priorities.
2. Evaluation criteria shall include, but not be limited to:
    a. Academic quality and educational effectiveness;
    b. Student success, retention, graduation, and career outcomes;
    c. Financial sustainability and resource stewardship;
    d. Accreditation compliance and accreditation progress;
    e. Enrollment growth, recruitment, and student persistence;
    f. Strategic plan implementation;
    g. Institutional effectiveness and continuous improvement;
    h. Community engagement and external relations;
    i. Leadership effectiveness and organizational culture;
    j. Risk management and regulatory compliance;
    k. Advancement of the University's mission, vision, and values.
3. The Board may establish annual performance objectives and measurable targets consistent with the RISE Strategy and institutional priorities.

Article 3: Presidential Self-Assessment

1. Prior to the annual evaluation, the President shall submit a written self-assessment to the Board.
2. The self-assessment shall summarize:
    - Strategic accomplishments;
    - Progress toward RISE Strategy objectives;
    - Institutional effectiveness outcomes;
    - Major challenges encountered;
    - Accreditation activities;
    - Enrollment performance;
    - Financial performance;
    - Community and stakeholder engagement activities;
    - Leadership development priorities.
3. The self-assessment shall be provided to the Board no later than thirty (30) days before the evaluation meeting.

Article 4: Evaluation Process

1. The Academic Affairs Committee and Finance Committee shall jointly conduct the presidential evaluation process on behalf of the Board.
2. The committees shall review:
   - The President's self-assessment;
   - The Annual Institutional Effectiveness Report;
   - Strategic plan performance data;
   - Financial performance indicators;
   - Accreditation reports;
   - Enrollment reports;
   - Other relevant institutional performance information.
3. The committees may solicit input from:
   - Board officers;
   - Committee chairs;
   - Senior administrators;
   - Faculty governance leadership;
   - Other stakeholders deemed appropriate by the Board.
4. Following review, the committees shall prepare a consolidated evaluation report and recommendation for consideration by the Board of Trustees.
5. Final evaluation results shall be approved by the Board of Trustees in executive session.

Article 5: Communication of Results

1. The Board Chair shall communicate evaluation results to the President in writing.
2. The written evaluation shall include:
   - Areas of accomplishment;
   - Progress toward strategic goals;
   - Areas for improvement;
   - Development priorities;
   - Board recommendations.
3. The Board Chair may meet with the President to discuss evaluation findings and future expectations.

Article 6: Salary Review and Contract Considerations

1. Presidential evaluation results shall inform the annual review of presidential compensation, benefits, and contract terms.
2. Compensation recommendations shall consider:
   - Achievement of strategic objectives;
   - Institutional performance;
   - Financial sustainability;
   - Market conditions;
   - Leadership effectiveness.
3. Compensation decisions remain subject to Board approval and applicable institutional policies.

Article 7: Development and Improvement Planning

1. Following completion of the evaluation process, the Board Chair shall meet with the President to discuss professional development priorities and leadership objectives for the upcoming year.
2. The Board and President shall establish mutually agreed priorities and performance expectations for the subsequent evaluation period.
3. Evaluation findings may be used to support executive coaching, leadership development activities, succession planning, and organizational improvement initiatives.

Article 8: Documentation and Confidentiality

1. Presidential evaluation materials, reports, and related documentation shall be maintained as confidential Board records.
2. Evaluation records shall be retained in accordance with the University's records retention requirements and applicable laws.
3. Access to evaluation materials shall be limited to trustees and authorized individuals participating in the evaluation process.
4. A written summary of evaluation results shall be provided to the President and retained by the Board.

Article 9: Institutional Effectiveness Integration

1. Presidential evaluation shall be integrated with the University's institutional effectiveness framework.
2. Evaluation criteria shall be informed by institutional performance indicators reported through the Annual Institutional Effectiveness Report.
3. The Board shall periodically review whether presidential leadership is effectively advancing the University's mission, strategic goals, educational quality, student success, financial sustainability, accreditation compliance, and community impact.
4. The evaluation process shall support continuous improvement and evidence-based governance consistent with accreditation expectations regarding Board oversight and presidential accountability.

Board Chair Signature	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________

	Policy Main Title	Institutional Governance Structure Policy	Effective Date	14/06/2026
	Policy Subject	Governance	Last Review date	
	Policy Number	GOV-008	Next Review date	14/06/2029
	Responsible Entity	Board of Trustees	Approved By	Board of Trustees

Overview

American International University (AIU) is committed to maintaining a governance structure that is transparent, accountable, and aligned with internationally recognized standards of higher education governance. Consistent with the expectations of the Accrediting agency and applicable regulations of the State of Kuwait, AIU operates through a clearly delineated structure of authority, responsibility, and shared decision-making that spans the Board of Trustees, the President, the administrative leadership, the academic Schools, and the faculty.

This policy establishes the authoritative description of AIU's institutional governance architecture. It defines the composition, authority, functions, and interrelationships of all principal governance entities and officers. It is designed to complement, and explicitly cross-references, the specific governance policies already adopted by the Board, including GOV-001 through GOV-007, the Faculty Council Charter (FAC-001), and the Academic Policies and Procedures Policy (ACA-001). Where those policies address a governance function in detail, this policy provides the structural context; the detailed procedures remain in the relevant standalone policy.

Institutional governance at AIU is grounded in three interlocking principles that Accrediting agency requires of all institutions it accredits. First, the governing Board operates with independence and holds ultimate fiduciary responsibility for the institution's mission, integrity, and sustainability, while refraining from operational management. Second, the President holds undivided executive authority over all academic, financial, and administrative functions and is accountable to the Board for institutional performance. Third, faculty exercise meaningful collective authority over academic matters, including curriculum, program learning outcomes, and academic standards, through the Faculty Council and School Councils, in a system of shared governance that is real in effect, not merely advisory in form.

Scope

This policy applies to all governance entities, officers, councils, and bodies of American International University, including the Board of Trustees and its committees, the President and the Executive Leadership Team, all academic Schools and their Deans, the Faculty Council, School Councils, the Deans Council, the President's Leadership Council, and all individuals exercising delegated institutional authority. It applies to all levels of decision-making, from Board-reserved matters to School-level academic governance.

Purpose

The purposes of this policy are to:

- Provide a single, authoritative, publicly accessible description of AIU's institutional governance structure, satisfying accreditation requirements
- Define the authority, functions, and accountability of every principal governance entity and officer
- Establish the principle of shared governance and define the respective domains of administrative authority and faculty authority
- Clarify the governance arrangements for academic Schools that do not operate departmental structures, including the role of Program Coordinators as School Council participants

- Cross-reference all entity-specific policies to prevent duplication and ensure coherence across the institutional policy framework
- Support AIU's accreditation evidence requirements by documenting that decision-making processes are clear, documented, and consistently followed

Abbreviations and Definitions

Governance: The framework of structures, processes, and accountabilities through which AIU makes and implements institutional decisions in furtherance of its mission.

Shared Governance: A system in which faculty exercise primary collective authority over academic matters and administrators exercise primary authority over operational, financial, and resource matters, with both domains engaging collaboratively on matters of institutional direction.

Fiduciary Duty: The legal and ethical obligation of Board members to act in the best interests of the institution, placing institutional welfare above personal or external interests.

President's Leadership Council: The senior institutional leadership body convened by the President, consisting of all Vice Presidents and the President, responsible for operational coordination and institutional decision-making below Board level.

Deans Council: A consultative and coordinative academic body convened by the Vice President for Academic Affairs, consisting of all School Deans, responsible for cross-School academic standards, curriculum coordination, and VPAA advisory functions.

School Council: The primary academic governance body of a School, convened by the Dean and consisting of all full-time faculty of the School. In Schools without departments, Program Coordinators serve additionally as School Council representatives for their respective programs.

Program Coordinator: In Schools that do not operate a departmental structure, the faculty member designated to coordinate a specific academic program and represent that program's academic interests in School Council and to the Dean.

Accreditation Liaison Officer (ALO): The designated institutional officer responsible for coordinating AIU's relationship with Accrediting agency, managing accreditation documentation, and serving as the primary institutional contact with the Commission.

Executive Leadership Team: The President and Vice Presidents, collectively constituting AIU's senior administrative leadership.

Policy

Article 1: Governance Architecture and Principles

AIU's governance structure consists of five principal levels, each with defined authority, distinct accountabilities, and structured relationships with the levels above and below it:

The Board Level: ultimate fiduciary and strategic authority; approves mission, policies, budget, and strategic plan; selects and evaluates the President; does not engage in operations.

The Presidential Level: sole chief executive authority over all academic, administrative, and financial functions; accountable to the Board; delegates operational authority to Vice Presidents.

The Administrative Leadership Level: Vice Presidents and the President's Leadership Council; implement institutional strategy across functional domains; report to the President.

The Academic School Level: Deans, School Councils, Department Chairs (where departments exist), and Program Coordinators; implement academic programs; maintain academic quality at the program level.

The Faculty Governance Level: Faculty Council (institution-wide) and School Councils (School-level); exercise collective faculty authority over academic policy, curriculum, and standards.

The following principles govern the operation of AIU's governance structure:

- Authority at each level is defined by this policy and the relevant specific policies. No officer or body may exercise authority beyond its defined scope without formal delegation or Board action.
- Transparency: all governance bodies maintain written records of decisions. Board minutes are retained permanently; committee and council minutes are retained for a minimum of seven years.
- Accountability: every officer and governance body reports to a designated authority on the performance of its functions. No institutional function operates without a defined accountability line.
- Separation of governance and operations: Board members govern; administrators manage. Board members do not direct, supervise, or otherwise intervene in day-to-day institutional operations, consistent with GOV-001.
- Shared governance is substantive: Faculty Council authority over academic matters is real and binding within its defined scope. Administrative override of Faculty Council decisions in binding academic matters requires documented justification and is subject to Faculty Council appeal.

Article 2: Board of Trustees

The Board of Trustees is the highest institutional authority of AIU. It holds ultimate fiduciary, legal, and strategic responsibility for the institution and exercises its authority collectively. The Board's governance authority, composition, committee structure, meeting requirements, and conflict-of-interest framework are set out in detail in GOV-001 (Board of Trustees Charter). This Article provides the structural context for the Board's place in AIU's governance architecture.

Composition and Independence

The Board shall consist of no fewer than nine (9) and no more than fifteen (15) members, a majority plus one of whom must be independent as defined in GOV-001. The Board Chair may be a non-independent trustee (including the founding owner), provided that the six structural safeguards in Bylaws §3.3 are satisfied at all times. These safeguards include: an independent voting majority; an independent Vice Chair for Governance; the Chair not serving as Chair of any committee; circumscribed Chair authority; recusal on conflicts; and independent majorities on all committees. The President serves as a non-voting ex officio member of the Board without voting rights on any matter before the Board.

Reserved Powers

The following matters are reserved to the Board and may not be delegated to the President or any other officer:

- Approval and amendment of institutional mission, vision, and core values
- Appointment, evaluation, compensation, and removal of the President, following the procedures in GOV-007
- Approval of the annual operating budget and major financial transactions exceeding the threshold established in the Board's Financial Authority Matrix
- Approval of institutional strategic plans and monitoring of their implementation
- Approval of governance policies within this Institutional Policy Manual
- Granting of academic degrees upon recommendation of the Faculty Council
- Approval of new academic Schools and major structural changes to the academic organization
- Oversight of accreditation compliance and receipt of the Annual Institutional Effectiveness Report
- Oversight of institutional integrity through the Audit and Risk Committee

Board Committees

The Board maintains four standing committees, each operating under a written charter approved by the full Board: the Executive Committee, the Finance Committee, the Academic Affairs Committee, and the Audit and Risk Committee. Committee charters are maintained in the Board governance records. The Academic Affairs Committee receives Faculty Council reports and serves as the Board's primary interface with academic governance.

Article 3: The President

The President is the sole chief executive officer of AIU, appointed by and accountable to the Board of Trustees. All Vice Presidents, Deans, and administrative directors report to the President. No other individual holds co-equal executive authority over institutional functions. The President's authority, responsibilities, and limits are detailed in GOV-004 (Presidential Authority and Delegation Policy) and GOV-007 (Presidential Evaluation Policy). This Article provides the structural context.

Principal Responsibilities

The President is responsible for:

- The overall academic, financial, administrative, and operational effectiveness of AIU
- Implementing Board-approved policies and strategic plans
- Recommending institutional budgets, strategic initiatives, and organizational changes to the Board
- Appointing, supervising, and evaluating all Vice Presidents, Deans, and senior administrators
- Serving as the institution's primary external representative to government, accreditors, and the public
- Ensuring compliance with Kuwait law, PUC regulations, and accreditation requirements
- Maintaining the integrity of shared governance by respecting Faculty Council authority within its defined scope
- Designating the Accreditation Liaison Officer (ALO) and ensuring adequate accreditation infrastructure

Delegation of Authority

The President may delegate specific operational authorities to Vice Presidents and other officers in writing. All delegations must be recorded in a Delegation of Authority Register maintained by the President's Office and reviewed annually. Delegation does not relieve the President of accountability for institutional outcomes. No delegated authority may exceed the authority of the President as defined in this policy and GOV-004.

Accreditation Liaison Officer

The President designates a full-time institutional employee as the Accreditation Liaison Officer (ALO). The ALO serves as Accrediting agency's primary institutional contact, coordinates submission of institutional reports and evidence, manages accreditation timelines, and keeps the President and Board informed of accreditation requirements and deadlines. The ALO role may be assigned to the VPAA, the IE Director, or another senior officer at the President's discretion.

Article 4: President’s Leadership Council

The President’s Leadership Council is the primary institutional body for senior leadership coordination, operational planning, and integrated decision-making below Board level. It convenes under the chairmanship of the President.

Composition

The President’s Leadership Council consists of:

- The President (Chair)
- Vice President for Academic Affairs
- Vice President for Administration
- Vice President for Enrollment and Student Affairs
- Vice President for University Engagement
- Assistant Vice President for Research
- Such additional officers as the President may designate

Functions

- Review and coordinate implementation of the Board-approved strategic plan and annual operational priorities
- Monitor institutional performance data and take corrective actions
- Review and coordinate institutional budgets across all units before submission to the Board
- Ensure coherence between academic, financial, enrollment, and student affairs operations
- Serve as the primary forum for institutional risk identification and management
- Prepare materials for Board review
- Implement Board decisions requiring coordinated administrative action

Meetings and Records

The President's Leadership Council meets no fewer than twice per month during the academic year. The President's Office maintains a record of each meeting's agenda, principal decisions, and action items. These records are made available to the Board as part of the President's regular reporting.

Article 5: Vice Presidents

Vice Presidents are senior institutional officers appointed by the President. They lead defined institutional functions, exercise delegated authority within their domains, and are members of the President's Leadership Council. Each Vice President is accountable to the President for performance in their domain and contributes to the overall achievement of AIU's mission and strategic objectives.

Vice President for Academic Affairs (VPAA)

The VPAA holds primary institutional responsibility for academic quality, faculty employment, curriculum and program oversight, assessment of student learning outcomes, and accreditation evidence in the academic domain. The VPAA:

- Provides academic leadership and oversight across all five Schools
- Oversees the Faculty Council as the administrative liaison for shared governance
- Endorse faculty appointments, workload allocations, and academic program modifications in accordance with relevant policies
- Ensures all academic programs meet PUC and accreditation qualifications and curriculum requirements
- Oversees the Institutional Effectiveness function in coordination with the IE Director
- Serves as the senior officer responsible for academic policy development and the academic policy review cycle
- In the absence or incapacity of the President, the VPAA serves as acting President unless the Board designates otherwise

Vice President for Administration

The VP Administration holds primary institutional responsibility for human resources, facilities, and administrative compliance. The VP:

- Administers human resources policies including staff employment, benefits, and compliance with Kuwait Labor Law
- Oversees facilities, technology infrastructure, and administrative services
- Manages institutional risk in the administrative domains

Vice President for Enrollment and Student Affairs

The VP Enrollment and Student Affairs holds primary institutional responsibility for student recruitment, enrollment management, student services, student wellbeing, and career services. The VP:

- Develops and implements enrollment strategies consistent with institutional capacity and quality standards

- Oversees student services including advising, disability services, student life, and career development
- Administers student conduct and disciplinary processes in accordance with STU-001
- Coordinates with the VPAA on student academic support and success initiatives
- Maintains accurate enrollment data and provides reports to the IE Office and the President's Leadership Council

Vice President for University Engagement

- Oversee the Institute of Private Training
- Develop programs with local and international organization to boost the university engagement
- Be the Officer in Charge for the societal contribution of the university
- Coordinate with VPAA on deploying training programs that requires faculty contribution

Assistant Vice President for Research

- Develops and implements research strategies
- Oversees the Office of Research and Grants
- Oversee the functions of research ethics committees
- Manage the internal funding program
- Liaise with external funding organization to boost funding programs for the university

Article 6: Academic Schools and Deans

AIU is organized into five academic Schools: the School of Business, the School of Engineering and Computing, the School of Architecture and Design, the School of Arts and Sciences, and the School of Education. Each School is led by a Dean who holds delegated academic and administrative authority for the School's operations.

Dean

The Dean is the principal academic and administrative officer of the School, appointed by the President on the recommendation of the VPAA following a search process. The Dean:

- Provides academic leadership and operational management of the School
- Chairs the School Council
- Recommends faculty appointments, promotions, and workload allocations to the VPAA
- Oversees the quality and currency of the School's academic programs, curricula, and assessment practices
- Manages the School's budget allocation
- Represents the School on the Deans Council
- Ensures all faculty in the School meet AIU's qualifications requirements under ACA-003
- Reports to the VPAA and the President on School performance, quality indicators, and strategic priorities
- Coordinates the School's contribution to institutional accreditation evidence

Department Chair (where departments exist)

Where a School operates one or more academic departments, each department is led by a Department Chair appointed by the Dean with endorsement by the VPAA. The Department Chair:

- Manages the day-to-day academic operations of the department
- Coordinates faculty teaching assignments and schedules in accordance with the workload policy (FAC-006)
- Conducts initial faculty performance reviews and submits recommendations to the Dean
- Coordinates curriculum and assessment activities at the course and program level
- Serves as the primary communication channel between faculty and the Dean
- Participates in School Council meetings

Program Coordinator (Schools without departments)

In Schools that do not operate a departmental structure, the Dean appoints a Program Coordinator for each academic program. The Program Coordinator:

- Coordinates academic delivery, scheduling, and student advising for the program
- Represents the program's academic interests in School Council meetings
- Works with the Dean on curriculum review, assessment, and quality assurance for the program
- Serves as the primary academic contact for students in the program
- In this role, the Program Coordinator functions as the School Council representative for that program, fulfilling the governance function that a Department Chair would fulfill in a departmentalized School

Article 7: Deans Council

The Deans Council is the primary institutional forum for cross-School academic coordination. Appointed by the President and operates under the authority of the VPAA and supports the coherence and quality of AIU's academic enterprise across all five Schools.

Composition

The Deans Council consists of the VPAA (Chair), all School Deans, and, at the VPAA's invitation, the ALO, the IE Director, and other officers as relevant to the agenda.

Functions

- Coordinate academic standards, curriculum policies, and assessment practices across Schools
- Advise the President on cross-School academic priorities, resource allocation, and program development
- Review proposals for new programs and curriculum modifications before submission to the Faculty Council
- Address issues of faculty workload, qualifications compliance, and cross-School teaching coordination
- Review accreditation evidence and prepare coordinated responses to accreditation requirements

- Serve as the primary senior academic leadership forum for identifying and addressing institutional academic quality concerns

Meetings and Records

The Deans Council meets no fewer than monthly during the academic year. The President's Office maintains records of agenda items, decisions, and action items. Deans Council records are included in the President's annual report to the President and are available to the Faculty Council as part of shared governance transparency.

Article 8: Faculty Council

The Faculty Council is AIU's primary shared governance body, representing the collective academic authority of the faculty. Its composition, authority, meeting procedures, and relationship with the administration are governed by the Faculty Council Charter (FAC-001), which constitutes the operative instrument of faculty governance. This Article describes the Faculty Council's place within AIU's overall governance architecture.

Authority

The Faculty Council holds binding authority over the following academic matters:

- Approval and amendment of curricula and program learning outcomes
- Academic standards including grading policies, degree requirements, and academic integrity standards
- Faculty qualifications standards for AIU (in conjunction with ACA-003)
- Recommendations to the Board on the granting of academic degrees
- Academic freedom policy (ACA-002)

The Faculty Council holds advisory authority on the following matters:

- Institutional strategic plan as it affects academic programs and faculty
- Budget priorities as they affect academic programs, faculty positions, and student learning resources
- Faculty employment policies (FAC-003 through FAC-010)
- Any other matter the Faculty Council or the President determines warrants faculty input

Relationship with Administration

The VPAA serves as the administrative liaison to the Faculty Council and attends Council meetings in an advisory capacity without voting rights on Faculty Council motions. The President receives all Faculty Council recommendations directly. Faculty Council recommendations in binding academic matters require a documented written response from the President or VPAA within thirty (30) days. Where the President determines not to implement a Faculty Council recommendation in binding academic matters, the rationale must be documented in writing and communicated to the Council.

Faculty Council Reporting

The Faculty Council reports annually to the President and, through the President, to the Board's Academic Affairs Committee. The annual report covers faculty governance activities, academic quality concerns, curriculum decisions, and any unresolved disagreements between the Faculty Council and the administration.

Article 9: School Councils

Each academic School operates a School Council as its primary academic governance body at the School level. School Councils carry academic authority within the School, subject to Faculty Council oversight on institution-wide matters.

Composition

The School Council consists of the Dean (Chair) and all full-time faculty of the School. In Schools without departments, Program Coordinators are members of the School Council in their capacity as program representatives. Visiting faculty may attend School Council meetings at the Dean's invitation but do not hold voting rights. Adjunct and part-time faculty do not hold School Council membership.

Functions

- Develop and review the School's academic programs, learning outcomes, and curriculum, subject to Faculty Council approval at the institutional level
- Review program assessment data and close-the-loop actions in accordance with IE-001
- Advise the Dean on faculty workload allocations, teaching assignments, and instructional quality
- Review and endorse faculty performance evaluations before submission to the VPAA
- Contribute to the development of the School's annual business plan
- Serve as the School-level forum for faculty professional development needs and priorities
- Elect faculty representatives to the institutional Faculty Council in accordance with FAC-001

Meetings and Records

School Councils meet no fewer than twice per semester during the academic year. The Dean maintains a record of School Council meetings and decisions. School Council records are made available to the Faculty Council and the VPAA upon request.

Article 10: Institutional Effectiveness Function and Accreditation Liaison

Consistent with accreditation requirements, AIU maintains a dedicated Institutional Effectiveness (IE) function and a designated Accreditation Liaison Officer. Together these functions ensure that data are systematically collected, analyzed, and used in institutional decision-making, and that AIU's relationship with Accrediting agency is managed with integrity and organizational competence.

Institutional Effectiveness Office

The IE Director reports to the President and coordinates with the VPAA and VP Administration. The IE Office is responsible for:

- Maintaining the institutional data infrastructure and the official institutional dataset
- Producing the Annual Institutional Effectiveness Report
- Coordinating the student learning outcomes assessment cycle under IE-001
- Supporting the institutional research function under IE-002
- Supporting the strategic planning and annual review cycle under IE-003
- Providing data and analysis to all governance bodies as required

Accreditation Liaison Officer (ALO)

The ALO is designated by the President, must hold a full-time institutional appointment, and serves as AIU's primary contact with Accrediting agency. The ALO:

- Manages all Accrediting agency correspondence, submissions, and timelines
- Coordinates preparation of institutional reports, self-studies, and evidence portfolios
- Ensures that institutional changes requiring Accrediting agency notification are communicated promptly and accurately
- Advises the President, President's Leadership Council, and Faculty Council on accreditation requirements and implications
- Maintains the accreditation evidence file as a living institutional record

Article 11: Governance Structure Summary

The following table summarizes the principal governance entities, their appointment authorities, reporting lines, and primary functions. For detailed governance provisions applicable to each entity, refer to the cross-referenced policies.

Governance Body / Officer	Appointment Authority	Reporting Line	Primary Function
Board of Trustees	Ownership group (founder) and independent nominations per GOV-005	Highest institutional authority	Fiduciary oversight, mission, strategic approval, presidential accountability
Board Committees (Executive, Finance, Academic Affairs, Audit & Risk)	Appointed by the Board of Trustees on nomination by the Executive Committee, per GOV-005 and Bylaws §6.1.	Board	Oversight of specific institutional domains; see GOV-001

President	Appointed by Board	Board of Trustees	Chief executive; sole institutional CEO; full academic and administrative authority
Vice President for Academic Affairs (VPAA)	Appointed by President	President	Academic programs, faculty, curriculum, assessment, accreditation liaison
Vice President for Administration	Appointed by President	President	HR, facilities, compliance
VP Enrollment and Student Affairs	Appointed by President	President	Enrollment management, student services, career, wellbeing
Assistant VP Research	Appointed by President	President	Research activities
President's Leadership Council	Convened by President	President	Senior leadership coordination; operational planning and reporting
Dean of School	Appointed by President	President	Academic leadership of the School; faculty oversight; program quality
Department Chair	Appointed by Dean with VPAA endorsement	Dean	Day-to-day academic management of a department
Program Coordinator (in Schools without departments)	Appointed by Dean with VPAA endorsement	Dean	Serves functions of a School Council for that program in Schools without departments
Faculty Council	Elected by full-time faculty	VPAA (administrative liaison); reports to	Primary shared governance body for academic policy

		President and Board on academic matters	and curriculum; see FAC-001
School Council	Convened by Dean; all full-time faculty of the School are members	Dean	School-level academic governance; curriculum, assessment, faculty standards
Deans Council	Appointed by the President Convened by VPAA; all School Deans are members	VPAA	Cross-School coordination; academic standards; VPAA advisory body
Accreditation Liaison Officer (ALO)	Designated by President	President	Accrediting agency primary contact; coordinates accreditation evidence and institutional reports
Institutional Effectiveness (IE) Office	Reports to President	President	Data governance, assessment, strategic planning monitoring; IE-001 and IE-002

Article 12: Governance Effectiveness and Policy Review

AIU is committed to continuous improvement in institutional governance. This policy shall be reviewed on the same cycle as the specific governance policies it contextualizes, and in any event no less than every three years.

- The Board of Trustees conducts annual self-evaluation in accordance with GOV-006. The outcomes of Board self-evaluation inform revisions to this policy and to the Board's governance practices.
- The Faculty Council conducts an annual review of shared governance effectiveness and reports its findings to the President and the Board's Academic Affairs Committee.
- The President includes a governance effectiveness section in the Annual Institutional Effectiveness Report presented to the Board each November.
- The President’s Leadership Council reviews the delegation of authority framework annually and updates the Delegation of Authority Register.
- Any material change in AIU's organizational structure, ownership arrangement, or leadership model that affects the governance architecture described in this policy requires Board approval of a policy amendment before taking effect.

Procedures

The following procedures govern the administration of this policy. Detailed procedures for each governance entity are maintained in the relevant specific policies.

Annual Governance Calendar

The President's Office publishes an institutional Governance Calendar at the beginning of each academic year. The calendar specifies the scheduled meetings of the Board and its committees, the President's Leadership Council, the Deans Council, the Faculty Council, and each School Council. The calendar also identifies key institutional governance deadlines, including budget submission cycles, performance review periods, and accreditation reporting deadlines. The Governance Calendar is distributed to all governance body members and is made available on the institutional intranet.

Organizational Chart

The VP Administration maintains an official Organizational Chart reflecting all current reporting lines, governance bodies, and delegations of authority. The Organizational Chart is reviewed annually in September, updated whenever a material structural change occurs, and posted on the AIU public website and intranet. A current copy must be included in all accreditation institutional reports. Any change to the Organizational Chart that alters reporting lines at the Vice Presidential level or above, or that changes the structure of a governance body, requires Presidential approval and Board notification.

Governance Orientation

All newly appointed or elected members of governance bodies, including new Board trustees, new Vice Presidents, new Deans, new Department Chairs, new Program Coordinators, new ALOs, and new Faculty Council officers, shall participate in a governance orientation within sixty (60) days of their appointment or election. The orientation covers this policy, the relevant specific governance policies applicable to their role, accreditation expectations applicable to their governance function, and the institutional Governance Calendar. The President's Office coordinates Board trustee orientations; the VPAA coordinates academic governance orientations.

Governance Policy Amendments

Proposed amendments to this policy may originate with the Board, the President, the Faculty Council, or any Vice President. Proposals must be submitted in writing to the President's Office with a stated rationale. The President reviews the proposal, consults with the VPAA and the Faculty Council where the amendment affects academic governance, and submits a recommendation to the Board. The Board approves all amendments to this policy. Approved amendments take effect immediately upon Board approval unless a different effective date is specified. All amendments are communicated in writing to all governance body members within ten working days of Board approval and are reflected in the next update to the Organizational Chart and Governance Calendar.

Chair Board of Trustees	Signature: ________________________ Date: __________
President Signature	Signature: ________________________ Date: __________