

**Verdala International School
Policy Manual 2020
B1 Governance**

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B1. Board Policies – Governance

1/1. Board Sub-Committees

1. The term of Board sub-committees shall be for the duration of the Board by which they were set up.
2. To ensure continuity, at the end of term of a Board its sub-committees shall continue operating in a care-taker capacity until the new Board selected new sub-committees. During this period the sub-committees may continue with their deliberations; no decision or substantive action shall be taken without the approval of the new Board.
3. In the first meeting after the AGM the Board Chair shall agree with the BOD which sub-committees are needed.
4. Each sub-committee shall have a designated BOD representative who shall chair that sub-committee.
5. An invitation will go out to the community for parent and teacher volunteers for the sub-committees.
6. Without prejudice to the final decision of the Board as per below, previous sub-committee members will be asked whether they wish to continue.
7. Each sub-committee chair shall discuss all submissions with the HoS, and submit a recommended list of members for the consideration of the Board at its second meeting.
8. The decision of the Board with respect to the composition of each sub-committee is final, and is shared with the community.
9. The HoS may designate relevant School representatives to attend particular sub-committees.
10. Members of the sub-committees will follow the terms of reference approved by the Board, and sign a NDA.
11. The Board shall at any time have the power to:
 - make sub-committee assignments as appropriate
 - Request an account of any sub-committee or member thereof
 - View any documentation being considered or generated by any sub-committee
 - amend the composition of any sub-committee
 - terminate the service of any sub-committee member
 - terminate or reformulate any sub-committee, including its leadership and composition.

Revised 15/5/2019

Board of Directors Sub Committee Terms of Reference

The Board of Directors informs all members of Board Sub Committees that:

1. Only the Board of Directors is authorized to set policy.
2. The Head of School (HoS) and Bursar, as members of every sub-committee, will present policy recommendations to the BoD for consideration.
3. The role of Sub-Committees is to: provide feedback, insight and expertise relative to operational and policy issues regarding Finance, IT, Personnel and Facilities.
4. The Board Subcommittees shall not: set policy or be responsible to implement decisions relative to operational matters.

Sub-Committee Operation and Membership

1. Subcommittees will be chaired by the Head of School, Bursar or designee.
2. Membership:
 - A. Head of School or Bursar (All Sub Committees)
 - B. Board Staff Member (Personnel Sub Committee)
 - C. Any Board Member (Facilities, IT and Finance)
 - D. Parents (All Committees)
 - E. Staff member (IT, Facilities, Personnel)
3. Agendas of all meetings will be distributed to Sub-Committee members in advance of meetings.
4. Minutes of meetings will be kept and made available to the full BoD and be reviewed as necessary at every BoD meeting.

Board Sub Committee Agreement of Understanding and Confidentiality

Name: _____ Date: _____

Sub Committee: _____

As a member of the Verdala International School Foundation, I have volunteered to serve on a Board of Directors authorized sub-committee. I agree to:

1. Abide by the BoD Sub Committee Terms of Reference.
2. Honor the Policies and Procedures established by the Board of Directors.
3. Maintain confidentiality regarding topics discussed in Sub-committee meetings unless such disclosure is specifically authorized by the Board of Directors or the HoS.
4. Refrain from making use, or allowing third parties to make use, any school, personal and third party information to which I have been privy in my role in this Sub Committee to harm the interests or reputation of the school community.
5. After my departure from this Sub Committee, maintain confidentiality regarding such information.

6. After my departure from this Sub Committee, refrain from making use, or allowing third parties to make use, of such information to harm the interests or reputation of the VIS community.

Signature

Date

Adopted 27 November 2014
Amended 10 Dec 2019

1/2. Public and Parents' Attendance at Board Meetings

To promote communications within the School community, the Board has established a format for its meetings to provide for observation of these meetings (open participation) by members of the Foundation who are not Board members.

The agenda of each meeting will be available in the School Office as far in advance of the meeting as possible. Observers may apply to the Chairman in writing, a week prior to the meeting, to address the Board on a specific agenda item. Such an address must not exceed 10 minutes and will be limited to one address per meeting. At the conclusion of the open session, the Board will consider business of a confidential nature which can only be considered in closed session.

Re-endorsed 29/3/2001
Amended – 23/9/2009

1/3. Election Policy & Practice

1. Guiding Principles

- The Board of Directors Election process will be inclusive, accessible and transparent.
- The process will be democratic to ensure a peaceful, professional and smooth transition to the next Board of Directors.
- The process will be simple, secure and GDPR compliant.
- The process will provide and secure the anonymity of all voters.
- As a 21st century learning school we aim to consider the environment and the use of technology in this process.

2. Nomination and Election to the Board

Current elected members of the Board are to declare their intention to stand again to the Head of School before nominations are sought.

2.1 Parents

1. The Head of School will seek nominations at least two months prior to the Annual General Meeting, by letter, email, and/or notification in the School newsletter, as sent to all parents.
2. Parents can only vote for parent candidates.
3. Parents interested in accepting nomination must:
 - a. attend a pre-nomination orientation meeting convened by the Head of School, and attend a Board meeting prior to the election. Exception to attending the orientation is given to candidates who have previously been a BOD member.
 - b. have been members of the Foundation for at least a calendar year before accepting nomination.
 - c. not be cohabitating or married with a Verdala professional staff member. This is stipulated in order to preserve the balance of parent and teacher representation on the Board.
 - d. be the only person accepting nomination from their family.
4. Those nominating and seconding parent candidates must be parent members of the Foundation.

5. Nominations shall close in accordance with the timeline, nominally at 3.30pm on the day falling 28 running days prior to the Annual General Meeting. Duly nominated and seconded candidates will be entered on numbered voting document(s) circulated to all parents.

6. Each foundation parent membership shall have one voting document per child currently enrolled in the School, each voting document will allow up to 3 selections.

2.2 Professional Staff

Professional Staff means full time employees contracted as teachers with at least one full year of teaching experience at VIS.

1. The Head of School will seek nominations via school email at least two months prior to the Annual General Meeting.
2. Those nominating and seconding professional staff candidates must be professional staff members of the Foundation.
3. Professional Staff, including those who have children at the School may only be candidates under the staff category.
4. (a) Professional Staff without children attending VIS can only vote for staff candidates
(b) Professional staff who have children attending VIS may vote in both categories (parents and professional staff).
5. Candidates must attend a pre-nomination orientation meeting convened by the Head of School, and attend a Board meeting prior to the election. Exception to attending the orientation is given to candidates who have previously been a BOD member.
6. Nominations shall close in accordance with the timeline nominally, at 3.30 pm on the day falling 28 running days prior to the Annual General Meeting. Duly nominated and seconded candidates will be entered on numbered voting document circulated to all professional staff.
7. Each professional staff member will have one voting document allowing up to two selections for professional staff candidates. Professional Staff who have children at VIS should refer to parent's section clause 6.

3. General Guidelines

1. The election in each category (parents & professional staff) will be determined on a first pass the post basis. To this effect, the successful candidates will be those who obtain the highest number of votes according to the number of candidates that need to be elected. Hence, if 3 candidates are to be elected and the ballot vote contains 10

candidates, those three candidates with the highest number of preferences will be declared successful and the remaining seven unsuccessful.

Provided that, should two or more candidates for a last post obtain the same number of votes, then unless any but one candidate retires from the contest, a vote-off ballot will be held between such candidates. The vote-off ballot will follow the standard VIS election procedures for the relevant category and its results will be announced at an Extraordinary General Meeting convened for this sole purpose 7 days after the AGM. In the meantime, the Board of Directors will continue to function with the other duly elected and nominated members during this vote-off period.

2. The number of votes for each candidate and the names of the successful candidates will be announced at the Annual General Meeting, published on the VIS Parent Intranet and communicated the next day by school email communication. The VIS Parent Intranet upload will remain uploaded until the next results are published.
3. All candidates will sign and adhere to an Election Code of Conduct. All members of the Foundation are expected to comply with this Code of Conduct.
4. The Head of School will arrange for each candidate to have a photo and approx. 1000 word statement (photo & document must be provided by each candidate in one complete PDF form) published on the VIS Parent Intranet during the election period. In addition candidates will provide a short summary (of not more than 150 words) to be included on the online voting platform.
5. The Head of School will arrange a social evening for the parents where foundation members can meet all nominated candidates and engage in a moderated question and answer session. Due to the fluid nature of this discussion, minutes will not be taken.
6. The Head of School will arrange an after school meeting for the professional staff to engage in a moderated question and answer session with the professional staff nominated candidates. Due to the fluid nature of this discussion, minutes will not be taken.
7. School communication such as Managebac, the Verdala.org email system or class parent group communication must not be used for election campaigning purposes. Candidates sending election materials through such formats will be disqualified.
8. The Head of School will designate common display areas where candidates may post attributed information which is ethical, respectful and appropriate for a student audience. Candidates will be allocated equal space in the display areas. No other materials may be distributed or displayed. The Head of School reserves full and complete discretion over the suitability or otherwise of the information provided by candidates, and has sole and exclusive authority to remove and/or disallow the publication and/or distribution of any such information.

9. In order to ensure all candidates are aware of current issues discussed by the Board, all candidates are strongly encouraged to read the comprehensive open session Board minutes available on the Parent Intranet.
10. If there are only three or fewer parent nominees or only two or fewer teacher nominees, the election and election events in the relevant category will be cancelled and the new directors (those nominated) will be declared at the AGM. The board will then co-opt new member(s) for any deficient category, as if the deficient board member(s) had left during their term of office.
11. If there are only three parent nominees and only two teacher nominees, election or election events in the relevant category will be cancelled and the new directors will be declared at the AGM.
12. Foundation members who do not vote, will automatically be deemed to have abstained, however this will not be reflected in the final result.
13. Any election-related printed documentation, which is used as part of either election procedures, is to be archived in a secure place in the school safe until the next AGM.

4. Timeline

The HOS will define the time-line taking into consideration working days based on the following:

- Two months prior to the AGM a call for nominations is issued by the HOS
- Nominations will close 28 running days prior to the AGM
- Within a week of nominations closing (at least 21 days before the AGM) the HOS will post the nominations statements (submitted by nominee) & photo (one complete PDF) on the parent intranet and community notice boards
- Within two weeks of the nominations (at least 14 days before the AGM) closing the HOS will organise a pre-orientation meeting with all candidates, attendance is required unless previously a BOD member
- Within 3 weeks of the nominations (at least 7 days before the AGM), the HOS will organise a moderated Q&A forum each for professional staff and parents, minutes are not taken
- 10 running days before the AGM the agenda, previous minutes and financial statements are issued to the foundation members
- 10 running days before the AGM the voting procedure will open to all Foundation Members
- Voting Closes once the start of the AGM is announced or if all the votes have been cast in either category
- The results are announced at the AGM.

5. Voting Procedures

All voting documents are confidential and non-transferable.

All voting takes place via an off-site, cloud-based, secure and GDPR compliant, online election service.

An adjudicator will take control of the online election service and, as the sole administrator, only this person will have access to the online election system.

The Maltese Government Representative is assigned the duty as adjudicator, in the event that they are not available the Maltese Government Representative will appoint an independent replacement.

Two online elections will run concurrently in the same period; one for parent board representatives and one for the teacher board representatives.

Refer to the following Appendices for detailed procedures :

- Parent Board Election Procedures
- Teacher Board Election Procedures

An email address (viselection@verdala.org) will be created and maintained by the adjudicator. Election related correspondences will only take place through this email address.

6. Appeal procedure

The Adjudicator will look at all aspects of the process (Nominations, Campaign and Election Process) to ensure that it has been fair and correct; the Adjudicator will confirm this before the results are announced.

Any concerns regarding

- (i) Nominations
- (ii) Campaign
- (iii) Election Process,

must be put in writing to the Adjudicator via Adjudicator@verdala.org or in person before the results are announced at the AGM.

If the Adjudicator deems that any concerns require investigation, the Adjudicator may at his sole discretion halt the election process and proceed with an inquiry, request a re-count and/or new election.

In the case of a need for a recount, the Adjudicator can download the actual votes and perform a manual recount on a spreadsheet. It is important to note that the downloaded data DOES NOT link the voter to their respective vote.

The Adjudicator will formally close the appeal process before initiating the results procedure by closing the election. The Adjudicator will review the results with the assistance of the IT

Manager to ensure there are no irregularities. In the event of irregularities the Adjudicator may declare a force majeure and either pause the election process or declare it void. Following this check the final results are announced.

There is no right to appeal after the election results are declared at the end of the AGM.

In case of a technical force majeure (WI-FI and / or Internet connection disruption, power outage, hardware failure, etc.) and no other alternatives are available to access the cloud-based election software to process the election results, the election process will pause and resume during another extraordinary AGM.

Examples may include but are not limited to:

1. Notices that one or more election candidate names' has changed since the initial election configuration
2. Verifies that more ballots have been processed by the cloud-based election software than the number of ballots stipulated at the initial election configuration
3. Notices that an abnormal percentage of votes have been assigned to a specific candidate and no other votes have been assigned to other candidates

7. Election Policy Appendices

Appendix 1. VIS Election Code of Conduct

Appendix 2. VIS Board Election Procedures

(i) Teacher Board Election Procedures

(ii) Parent Board Election Procedures

Appendix 3. Board Nomination form sample

Approved – 25/10/2001

Amended – 23/9/2009

Amended—9 June 2014

Amended—19 January 2015

Reviewed – 16 Jan 2019

Amended – Mar 11 2019

1/4. Dissolution of the Foundation

In the event that the Foundation should cease to exist, for whatever reason, all contractual obligations of the Foundation as regards its staff, will be discharged to the highest degree possible within the financial means of the school. Finalization of any outstanding obligations will be carried out in accordance with Article 14 ii of the Foundation Statute.

Re-endorsed – 4/10/2001

1/5. Release of Board Meeting Information

The minutes of Board meetings once approved, with closed session information not presented, will be posted on the School's bulletin board. The Head of School will communicate a summary of Board actions and news in the newsletter, on the School's bulletin board, and in the School Office.

Re-endorsed – 25/10/2001

Amended – 23/9/2009

1/6. Appeal of Head of School's Decision

The Head of School shall be charged with the interpretation of existing school policy, and leadership in establishing needed policies. At such time as a parent or member of the staff feels that a decision of the Head of School is inappropriate, he/she may appeal that decision.

Appeal Procedure – Should a parent or member of staff disagree with a decision of the Head of School he/she shall request reconsideration in writing within 3 working days by the Head of School who will respond within 3 working days. Should he/she remain unsatisfied he/she may lodge an appeal of the decision within a further 10 working days. A letter fully stating the nature of the appeal shall be sent to the Chairman of the Board with a copy to the Head of School.

The Chairman may:

- request clarification in written form or through a meeting with the aggrieved party and/or the Head of School or:
- offer his/her personal view and recommend that the aggrieved party and/or the Head of School attempt to reach agreement or:
- refer the matter to the Board or a Committee of the Board for a decision directly or if there is no agreement between the Head of School and the aggrieved party.

The aggrieved party may elect to present his/her case in person to the Board or the Board Committee.

All decisions of the full Board are considered final and no further appeal will be accepted.

Re-endorsed – 22/6/2001

Amended – 4/2/2009

1/7. Host Country Law Enforcement Agencies Relations

The School will comply with all directives given by the judicial authority of Malta. In doing so, the administration will seek the advice of the School's attorney. He/she will acknowledge all legally binding orders of the court. He/she will either comply, seek clarification, or file an appropriate counter action. In all cases of significance, the Board will be notified.

Re-endorsed – 25/10/2001

1/8. Board Disciplinary Procedures

In the event that Board members receive allegations of malpractice related to any aspect of the School and its operations, they must request that the issue be put in writing so that it can be formally tabled for consideration, or alternatively to recommend raising the issue with the Head of School or Chairman of the Board for advice. The Board will not respond to conversations, nor members take action individually by seeking out allegations, or by trying to substantiate them, but only respond to officially tabled material.

Officially tabled allegations will be discussed in closed session with a view to establishing one of three courses of action to take:

1. To dismiss the issue
2. To refer the issue to the Head of School for investigation and action. The Head of School will inform the individuals concerned of the nature of the issue. After investigation and action the Head of School will report back to the next meeting of the Board. If the Head of School deems appropriate he/she may recommend switching to No 3.
3. To raise the issue with the individuals concerned in writing. A response from the individuals should be forthcoming in writing within 3 days. Within a further 6 days there will be a meeting with the individuals concerned and the Board, or an Ad Hoc committee of the Board. Within a further 6 days the Board will notify the individuals as to the action (if any) they will take.

The Board (or where appropriate the HM) will inform the complainant of the outcome of the Board's deliberations.

1/9. Governance Training

Each year, at the first regularly scheduled Board of Directors meeting following the Board Election, the Board shall discuss and determine the level of governance training needed considering the experience and expertise of the newly elected Board. Training options the Board may consider include:

1. Newly elected Board member orientation conducted by an experienced Board Member, the Head of School, and/or a select subcommittee of the Board. Orientation materials will include the Board Handbook, VIS Statute and Policies, VIS Strategic Plan, and past VIS Board and Sub Committee trainings, minutes and agendas.
2. Newly elected Board members and select other members attend a professional conference and training such as those offered by the European Council of International Schools.
3. Schedule a full board training in Malta facilitated by an external governance trainer. A full board training will take place at least once every three years.

Approved 2 February 2015

1/10. Code of Conduct

Each member of the Verdala International School Board of Directors shall do his/her utmost to adhere to the following standards and principles:

- To represent all school community constituents honestly and equally and refuse to surrender his/her responsibilities to special interest or partisan groups.
- To avoid any conflict of interest or the appearance of impropriety which could result from his/her position, and will not use board membership for personal gain.
- To recognize that a board member has no legal or policy authority as an individual and that decisions can be made only by a majority vote at a quorate board meeting.
- To take no private action that might compromise the board or administration and to respect the confidentiality of privileged information.
- To abide by and support majority decisions of the board, while retaining the right to seek changes in such decisions through ethical and constructive channels.
- To encourage and respect the free expression of opinion by all board members and to participate in board discussions in an open, honest and respectful manner, honoring differences of opinion or perspective. To prepare for, attend and actively participate in school board meetings.
- To be sufficiently informed about and prepared to act on the specific issues before the board, and remain reasonably knowledgeable about school curriculum and education matters.
- To listen respectfully to those who communicate with the board, seeking to understand their views, while recognizing the over-riding responsibility to represent the interests of the entire community.

- To strive for a positive working relationship with the Head of School, respecting the Head's authority to advise the board, implement board policy, and administer the school.
- To model continuous learning to ensure good governance by taking advantage of board member development and training opportunities and encouraging all board members to do the same.
- To strive to keep the board focused on its primary work to advance the VIS Vision, Mission and Strategic Plan.

Approved: 2 February 2015

1/11. Confidentiality

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors and members of subcommittees appointed by the Board, and all those in attendance at Board meetings know and agree that confidentiality must be maintained. Therefore, it is the policy of the Board of Directors all of the afore mentioned individuals shall keep confidential any and all information relating to discussions at its meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. While the afore mentioned individuals are free to discuss the result of Board Open Session action items as they appear in approved Board minutes, disclosing any information concerning the discussion of such items during the Board meeting is prohibited.

Disclosing any information, decisions and/or discussion which occurs in Closed Session is prohibited unless compelled by legal process to do so.

Board members acknowledge that any violation of this policy could cause harm to VIS and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position.

Name: _____ Date: _____

As a member of the Verdala International School Foundation, I have volunteered to serve on the Board of Directors. I have read and understand the Board Handbook and agree to:

1. Abide by the BoD Terms of Reference.
2. Honor the Policies and Procedures established by the Board of Directors.
3. Maintain confidentiality regarding topics discussed in BOD Meeting, or sub-committee meetings unless such disclosure is specifically authorized by the Board of Directors or the HoS.
4. Refrain from making use, or allowing third parties to make use, any school, personal and third

party information to which I have been privy in my role in the BoD to harm the interests or reputation of the school community. · After my departure from the BoD, maintain confidentiality regarding such information.

5. After my departure from the BoD, refrain from making use, or allowing third parties to make use, of such information to harm the interests or reputation of the VIS community.

_____ Signature _____ Date

Approved 2 February 2015
Amended 17 October 2016
Amended 10 Dec 2018

1/12. Conflict of Interest

It is a fiduciary obligation of all VIS Board members, and Sub Committee members to avoid "conflicts of interest". A conflict of interest is generally defined as a transaction in which, because the individual, or the relatives of the individual* is, either directly or indirectly, a party to the transaction or a possible beneficiary of the transaction, there is or may be a conflict between the individual's fiduciary obligations to VIS and the individual's personal or business interests. To avoid potential conflict of interest problems, VIS implements the following procedures:

1. In any transaction involving VIS and/or a VIS School Board Member or Board Sub Committee member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the VIS Board or the appropriate Sub Committee considering the transaction the material facts of the transaction and the individual's interest or relationship.
2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the Board or Sub Committee must conclude that the transaction is fair to VIS and must approve the transaction without the participation or the vote of the interested individual.
4. The interested individual's presence at the meeting may be counted in determine whether a quorum of the Board or Sub Committee is present, but that individual shall not vote on the transaction.

*All references to “individual” include relatives of individuals.

Approved: 2 February 2015

1/13. Board Self Evaluation

The VIS Board of Directors will model and provide strong and effective leadership to meet the challenges faced by our school. Board members direct the affairs of the school by setting and monitoring strategic goals and budget, developing policy, communicating with the VIS community and supervising and evaluating the Head of School and the Bursar, all with a focus on achieving the VIS Vision and Mission and ensuring student success as defined by our adopted Student Profile. Yearly self-evaluation by the Board provides valuable information, discussion and communication regarding Board effectiveness in that it:

- Holds the board accountable to itself, the staff and the community.
- Allows for reflection by board members on their individual and collective behavior and performance.
- Fosters open communication.
- Improves decision-making by enhancing a common understanding of philosophies and goals.
- Resolves differences of opinion and challenges assumptions.
- Provides insight into how and why decisions are reached.
- Allows new board members an opportunity to understand board processes.
- Identifies strengths and weaknesses of individual board member performance and that of the board as a whole.
- Holds the board accountable in its role as representative of the school community.
- Provides a starting point for effective goal setting and long range planning.

To this end, it is the policy of the VIS Board of Directors to develop and implement a yearly process of self-evaluation based upon these standards to be developed and managed in January of each year by one parent and one teacher Board member. The results of the self-evaluation will be used to set Board performance goals in September of each year.

Approved: 2 February 2015

1/14. Board Governance Responsibilities Timeline

In order to meet its major governance responsibilities, the Board will follow the following general timeline.

September: Set Board performance goals and together with the VIS Leadership Team, develop and agree yearly strategic goals.

January: Conduct Board self-evaluation

February: Evaluate the Head of School (or at such time as indicated in the HoS employment contract)

March: Set annual budget and lead the Annual General Meeting and Board Elections

April: Determine appropriate Board training

June: Review progress made toward achieving the agreed strategic goals.

Approved: 2 February 2015

1/15 Procedures for VIS BOD Sessions Minute-taking

1. The following procedures apply for both Open and Closed BOD Meeting minutes.
2. Minutes shall be taken by Minute takers so designated from time to time by the Board in agreement with the HoS. The HoS shall make the necessary arrangements to make sure that the Minute takers can be present for BoD meetings, and can conclude the draft minutes in a timely manner.
 1. Minutes shall start with the list of those present and excused, both BoD members and third parties, with full names and initials.
 2. In the case of Open Sessions, observers from the VIS community are listed as VIS community observers with their full names in the Minutes.
 3. Thereafter, whenever reference to BOD members and attendees needs to be made, initials are used.
 4. Minutes shall indicate starting time of each session.
 5. The first item in the Minutes is approval of the Minutes (after any amendments, if needed) for the previous BoD meeting.
 6. The second item in the Minutes is Matters Arising from the Minutes just approved. This includes consideration of the Action Points decided in the previous Minutes.
 7. Minute takers shall keep detailed notes during the BoD meeting. However, these are not to be considered as Minutes and are to be securely archived.
 8. Some agenda items may be for the information of or discussion by the BoD. Other items may require a vote by the BoD. In case of a vote, the Minutes shall include the full wording of the motion that has been voted on. They shall then show the number of BoD members present in favour, those against, and of abstentions.
 9. Should an agenda item conclude with a unanimous vote on the way forward, the Minutes do not need to give a detailed summary of the discussion prior to the vote.
 10. Should an agenda item conclude with a vote on the way forward that is not unanimous, or if a decision is not taken due to the need for further discussion, the minutes will summarise the key issues raised without referring to particular speakers.

11. Minutes shall end with a list of Action Points that would have been already mentioned throughout the Minutes and are summarised at this point for ease of reference.
12. The BoD Chair shall receive the draft Minutes from the designated minute taker, finalise them and disseminate them to BoD members for their feedback.
13. BOD members shall make visible amendments/additions/comments to the draft Minutes and send them to the Chair.
14. BoD members shall have 5 working days to give this feedback.
15. If, at the end of this period, no amendments have been made, the minutes are deemed to have been approved by e-vote, the Chair so informs the BoD and requests the HoS to upload them for the perusal of the VIS community.
16. If any amendments are proposed, the Chair shall finalise and circulate the amended draft Minutes, with highlighted changes, to the BoD members.
17. Once 4 positive votes are received, and no negative votes are received within at least 3 working days from announcement in point 16, the minutes are deemed to be e-approved and uploaded for the perusal of the VIS community, pending formal approval in the next BoD meeting.

Approved 10 Dec 2018

B1 Appendices

Appendix 1.

VIS Board of Directors Election Code of Conduct

VIS aspires to run ethical, respectful and democratic Board of Directors' elections.

Rationale:

The VIS elections for our Board of Directors reflect our commitment to democracy and transparency, and an inclusive governance model for the School. These elections, including the periods leading up to and after them, should bring us together as a community. The Election Code of Conduct aims to help us ensure that VIS Board of Directors' elections now reflect our values as a School and strengthen us as a community. **Current Board members, candidates and parents/teachers, who form part of the electorate, are encouraged to abide by it.**

VIS Board of Director candidates should:

- adhere to the BOD Election Policy & Practice;
- safeguard all personal information relating to other parties; such information must never be published or distributed without the prior written consent of the data subject;
- maintain a professional level of courtesy and objectivity in all activities; treat all incumbent Board Members, BOD Candidates and other members of the community with respect and dignity. Displaying anger, acting aggressively, spreading rumours or any form of personal attack on Foundation Members, VIS Wider community or the school itself is to be avoided;
- be willing to listen, discuss and agree on a way forward that is in the best interest of the school, the strategic plan and the whole community; give encouraging and constructive feedback rather than negative criticism;
- use courteous and acceptable written and spoken language when communicating with others; inappropriate or offensive language or raising one's voice is to be avoided;
- not make any defamatory, offensive, abusive, derogatory or threatening comments about the school, its students, staff, parents or the wider VIS Community in public or publish or cause to be published any such comments on any medium including social media or other websites;

- not disrupt any normal operations or activities anywhere on the VIS campus, at the front of the school or at any school-sponsored event;
- be a respected role-model for the whole community, non-discriminatory, open-minded and without personal agenda, representing all Members of the Foundation and the wider VIS Community;
- observe and promote the highest standards of ethical conduct in the performance of their responsibilities;
- honour the democratic election process by accepting the announced results
- ensure a peaceful, professional and smooth transition to the next Board of Directors

Signed by Professional Staff/ Parent Candidate:

Date:

Appendix 2. VIS Board Election Procedures

(i) Teacher Board Election Procedures – [Teacher Board Election Procedures](#)

(ii) Parent Board Election Procedures – [Parent Board Election Procedures](#)

Accessible to all Foundation members upon request

Appendix 3. Board Nomination form sample

VIS BOARD ELECTION NOMINATION FORM

This nomination form should be completed and returned to the Head of School at the School Office no later than **3.30 pm on 21 February 2019**

Teachers may only nominate teachers, and parents may only nominate parents.

I, _____, hereby nominate _____

to serve for one year on the Board of Directors of the Verdala School Foundation from the AGM *insert date*

Proposed by:

Printed Name _____ Signature _____

Date: _____

Seconded by:

Printed Name _____ Signature _____

Date: _____

I _____ accept the nomination as a candidate

for the Board Election 2019 and will read and adhere to the Election Candidate's Code of Conduct (also to be signed).

Signature _____ Date _____

Confirmed by Head of School/ Adjudicator: