



Verdala
INTERNATIONAL SCHOOL

Verdala International School
B1 Governance Policies
June 2021

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1. Governance Guiding Principles and Structure

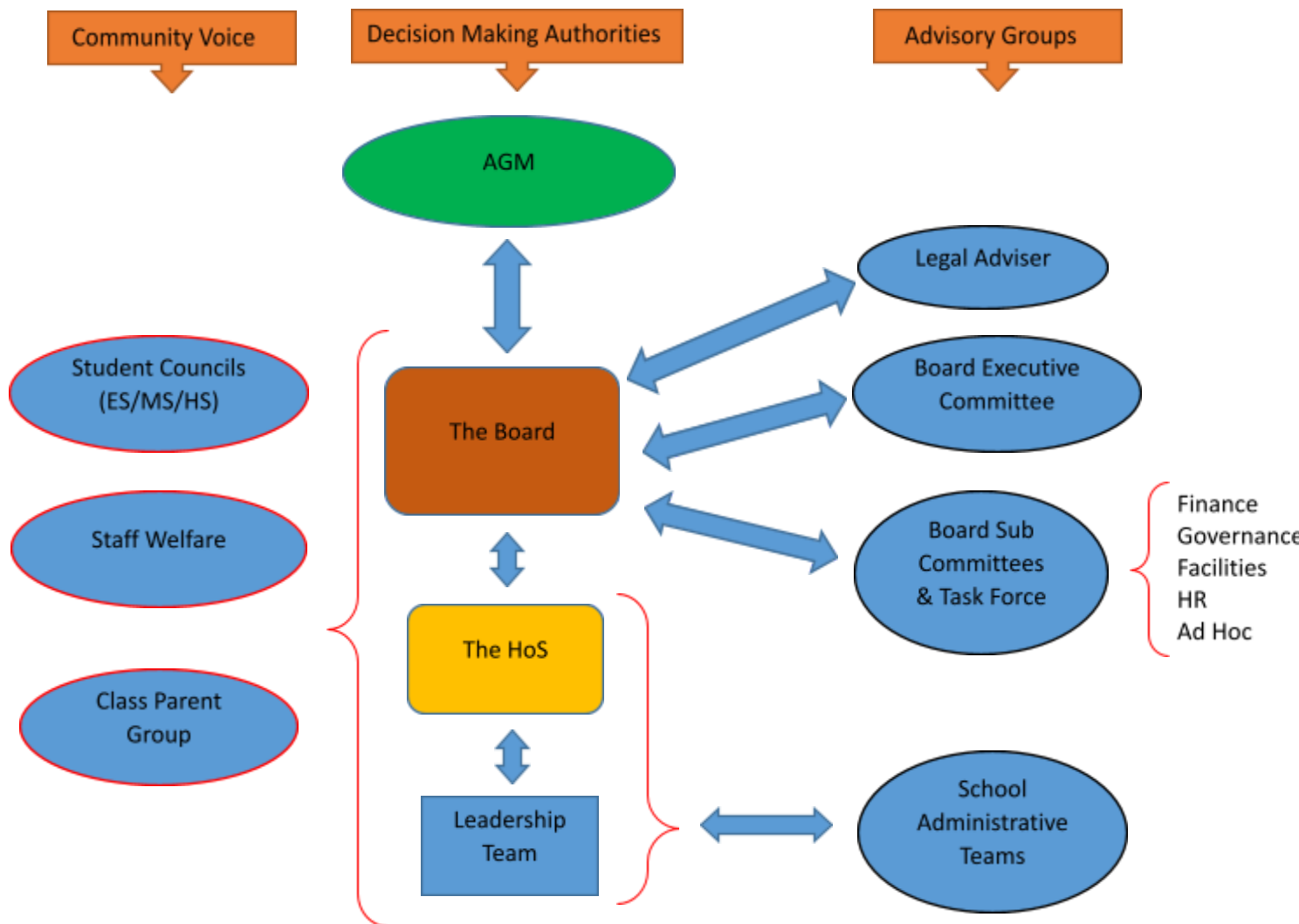
1.1. Guiding Principles

- Governance of Verdala International School (the “School”) will be carried out with accountability, integrity, transparency, the highest personal and professional ethics/standards and with commitment to the long-term interests of the School.
- Strong leadership, clarity of vision, clear roles and responsibilities, and effective management will enable the delivery of objectives and longer-term strategic goals, contributing ultimately to the realisation of the School’s vision, mission and educational philosophy.
- An inclusive and collaborative approach will be taken to engaging with and encouraging participation of members of the Verdala International School Foundation (the “Foundation”) and other stakeholders in decision making and planning.
- In abiding by the relevant Codes of Ethics and Conduct, members of the Foundation will help to create a safe, respectful and positive environment which reflects the values of the School.

1.2. Structure

The principal entities which play a part in the School’s governance are: the Board of Directors and its sub-committees; the Head of School and Senior Leadership Team (the “Leadership Team”); and the Student Councils. The diagram below shows the relationship between these entities.

VIS Governance Structure



2. Roles and Responsibilities

2.1. Board of Directors

2.1.1 Legal Status

The principal governing body of the School is the School Board of Directors (the “Board”). All powers of the Board are derived from the Verdala International School Statutes (the “Statute(s)”). The Board shall only act as a group, meaning that individuals of the Board shall have no power to act individually. Individual members exercise authority only as they take action at a duly convened, official meeting of the Board. For more information regarding the Board’s decision making powers (e.g. majority and quorum required) please see Clause 3.1.2.

Board members have no individual authority for the legal and financial affairs of the School.

The Board is responsible to the members of the Foundation and must convene at least one General Meeting annually at which it reports on the activities and finances of the Foundation.

2.1.2 Roles and Responsibilities

The role of the Board is to safeguard and prepare for the School's future while ensuring that day-to-day operations are consistent with the School's vision, mission and educational philosophy. The Board: sets policy; establishes and monitors the School's strategic goals and budget; and supervises and evaluates the Head of School.

The Board will, inter alia:

- Model and provide strong and effective leadership;
- Lead the development and review of the School's Strategic Plan;
- Develop and review policies that support the School's vision, mission and educational philosophy;
- Set the annual budget and monitor financial performance, taking any necessary corrective action;
- Set school fees;
- Approve salary scales, any salaries not determined by scales, and any deviations from scales;
- Appoint and evaluate the Head of School;
- Evaluate the Financial Controller;
- Prepare and lead the Annual General Meeting;
- Oversee Board elections;
- Communicate regularly and effectively with members of the Foundation.

The Board is also responsible for ensuring the Foundation remains compliant with relevant Maltese legal requirements. This includes following and acting upon legislative changes and notices issued by the Registrar of Legal Persons (within the Malta Business Registry). At present, the Foundation must:

- Notify the Registrar within 14 days of: i) changes to - name or address of the Foundation, Statute or any constitutional changes, founders, Board of Directors/Administrators, legal and/or judicial representation, any other changes in ultimate or effective control in the Foundation; ii) appointments of - any protector or supervisory council or any

beneficiaries, local representative (mandatory if there are no administrators that are ordinarily resident in Malta); iii) additional endowments to the Foundation; iv) dissolution of the Foundation

- Annually, within 3 months from the 11 February, pay an annual fee to the Malta Business Registry and submit an annual declaration stating the total net asset value of the Foundation on 11 February of the year in question.

2.1.3 Composition

The Board is made up of 7 voting members:

- Elected members: 3 parents, 2 staff;
- Appointed members: Government of Malta representative, Government of the United States (Embassy) representative.

(“Board Member(s)”)

The Head of School and Financial Controller shall also be *ex officio* entitled to attend all Board meetings unless otherwise arranged.

The Board election takes place annually. The results are announced at the Annual General Meeting (the “AGM”). More information regarding election of the Board (Clause 3.1.1) and conditions for Board membership (Clause 3.1.2) can be seen in Section 3 and Appendix 2.

The Board year runs from the day after the AGM and shall remain so composed for a period of 12 months.

The Board elects its Chair from among its voting members or appoints an additional (non-voting) member to act as Chair. The election/appointment of the Chair must be agreed to in writing (including such stipulations as the amount of stipend to be paid etc.) and approved by the Board annually.

The Board Chair: presides over Board meetings, the AGM, and Executive Committee (as further defined below); manages administrative Board matters, including the finalisation of meeting minutes; conducts the Board self-evaluation process; prepares and delivers the annual report at the AGM; and attends events on behalf of the Board and carries out other representational activities as needed.

A Board Secretary takes the (open) minutes of Board meetings and manages Board communications.

2.2. Board Sub-Committees

The Board may establish standing or temporary advisory sub-committees to give detailed attention to a range of policy and operational activities. These are not decision-making bodies. They report findings, make recommendations, and can make unsolicited proposals to the Board for decision and/or action.

Each sub-committee is chaired or co-chaired by a member of the Board. They are made up of parent and teacher volunteers, as well as Board Members. The Board Chair, Head of School and Financial Controller are ex officio members of every sub-committee.

The exception is the **Executive Committee** of the Board. This is made up of the Board Chair, Governance Committee chair and Finance Committee chair. The Executive Committee hires the Head of School, determines teacher salaries, evaluates the Head of School, carries out the Board self-evaluation. Moreover, the Executive Committee has the power of proposing members to act as Chair, which members then elect as per Clause 2.1.3.

A list of the other current sub-committees and their role is given below:

- **Governance Committee**
The Governance committee identifies governance challenges and proposes solutions; considers and makes recommendations on the governance aspects of different policies.

- **Finance Committee**
The Finance committee reviews the School's financial matters, quarterly Management Accounts and Auditor's report. The budget is reviewed annually and, based on the School's financial situation, makes recommendations to the Board. The committee adheres to and develops the long-term (5 years) financial plan that aligns with the School's Strategic Plan and Facilities plan.

- **Facilities Task Force**
The Facilities Task Force reviews current projects and makes recommendations to the Head of School and Project Manager. The Committee adheres to and develops the long-term roadmap that aligns with the School's Strategic Plan and Financial plan. The Task Force ensures all projects are in line with Health and Safety rules according to applicable Maltese law.

- **GDPR Task Force**
The GDPR Task Force monitors the GDPR policies, rules and regulations applicable to the School, ensuring that all aspects of the School are GDPR compliant. Any breaches of such policies, rules and regulations are reported to the Board.

- **Human Resources (HR) Task Force**

The Human Resources Task Force monitors the compliance of HR policies and staff well-being. When required, the task force undertakes a salary and benefits review.

2.3. Head of School and Senior Leadership Team

2.3.1 The Head of School

The Head of School is appointed by and accountable to the Board.

The Head of School is responsible for the daily management of all aspects of the School's operation. The Head of School implements the policies, budget and strategic goals set by the Board.

2.3.2 School Leadership Team

The School Leadership Team (Leadership Team) is made up of the Head of School, Financial Controller, Elementary, Middle and High School Principals, IT Director and Director of Studies. The School Leadership Team supports the Head of School in the daily management of the School.

The Leadership+ team comprises the Head of School, the three Principals, IT Director, Director of Studies and Coordinators. Its focus is on curriculum and student well-being.

2.4. Student Councils.

Students are represented by the Student Councils in each section (Elementary, Middle and High School). Each Student Council is elected annually and has its own charter. The Student Council meets regularly to discuss matters relevant to their section of the School. When appropriate they meet with the Principal or the Head of School. On occasion they may be invited to speak to the Board and represent the student voice.

2.5 Class Parents

Each section of the School (Elementary, Middle & High School) has a group of class parents. The Principal or classroom teacher asks for volunteer parents at the beginning of each school year and, when appropriate, reaches out to class parents to provide support. Key elements of the class parent role include: helping to organise food for class parties and/or special section events; helping the class teacher to find extra supervisors for field trips with younger students; being a contact person for parents who join during the year, and sharing information regarding School events. This group is not intended to act as a forum through which grievances can be reported. Class parents act in accordance with the Class Parent Protocol (Appendix 1).

2.6 Codes of Ethics and Conduct

All members of the Foundation sign a Code of Ethics (teachers and support staff) or Code of Conduct (parents) (Appendix 1). These Codes set out what is expected of members of the Foundation in their different roles to enable a safe and respectful environment in line with the School's values. They are aligned with each other and with the Student codes of conduct.

3. Policies and Procedures

3.1. Board of Directors Policies and Procedures

3.1.1. Election of Board Members

The Board is responsible for managing the election, induction and training of Board Members, to ensure that as far as practicable Board membership reflects the international character of the School, and that the duties of the Board are carried out to a consistently high standard.

The Board election takes place annually. A comprehensive guide to election policy and practice is set out in Appendix 2.

The Board is required to undergo regular Board training, both as a Board and as individual members. This may include online courses/conferences and/or a Board workshop facilitated by a consultant.

3.1.2. Key Conditions of Board Membership

Members of the Board serve in an honorary capacity and without remuneration (with the exception of the Chair who receives a written contract and stipend in accordance with Clause 2.1.3).

Parent members must have been members of the Foundation for at least one year.

Board Members are expected to attend at least 75% of Board meetings.

Before taking up a role on the Board, members must present a Conduct Certificate issued by the Malta Police.

Potential members are not permitted to make, nor may the Board accept, any financial or other gift to the School nor to themselves to secure Board membership, nor are they required, expected and/or permitted to make or receive such a gift as a condition of membership.

The content and substance of Board meetings are strictly confidential. To enable open and candid discussion, Board Members must keep confidential all information relating to discussions at meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. This condition applies to both during and after their term, in perpetuity.

Board members must have no substantial interests, including but not limited to financial interests that conflict with the interests of the School. It is the responsibility of Board Members to make known to the Board any circumstances that could involve a potential conflict of interest. In any such case, the Board shall decide whether or not a conflict of interest exists and whether it warrants any special measures, such as requiring the member to refrain from voting on a particular matter, or requesting his/her resignation.

All Board Members must sign a Code of Conduct, Conflict of Interest and Confidentiality declaration (Appendix 3).

Board members shall only be entitled to act on behalf of the Board in accordance with the wishes of the Board acting as a whole, as expressed by a majority vote at a quorate Board meeting.

3.1.3. Resignation, Retirement or Early Termination of Board Membership

Should a Board member not be able to complete his/her term, the Board may co-opt a member of the Foundation to serve in place for the remainder of the Board's term.

A Board member cannot be dismissed during his/her term of office unless it can be proven that he/she has acted contrary to the School's Statutes or policies (in breach of Code of Conduct, Conflict of Interest and Confidentiality declaration). In this case, the Executive Committee will investigate and make a recommendation to the Board on further action. The Board Member being investigated will then be given the chance to defend himself/herself and to rebut any claims put forward against him/her. Once the above process is completed, the Board will then vote on the matter.

3.1.4 Board Meetings

In addition to the mandatory Annual General Meeting (AGM), the Board Chair shall convene regular meetings of the Board throughout the year. These will take place in person or online, depending on the circumstances, taking into account the availability of the members. In his/her absence the Chair appoints another member of the Executive Committee to assume the Board Chair role.

The Board is deemed to be quorate when all Board Members have been invited and at least 4 voting Directors are present. Decisions are taken by a simple majority of votes of those present.

Each Board meeting consists of open and closed sessions (in the latter the Board considers business of a sensitive nature). Members of the Foundation have the right to attend all open sessions in an observer capacity and will be noted by name in the minutes. Observers are not allowed to speak during the session. Should a member of the Foundation wish to attend the Board meeting, they must apply to the Board Secretary in writing via the board@verdala.org email address. Similarly, should a member wish to address the Board on a specific agenda item, they can do so in writing via the board@verdala.org email.

The Board agenda is posted on the VIS Portal for the community 1 week in advance of the meeting. Minutes are taken (see Minute taking procedures at Appendix 4) and archived. Minutes of the open session are posted on the VIS Portal before the following Board meeting.

The minutes of the AGM are uploaded onto the VIS Portal within a month of the meeting. However, they are not approved until the following AGM. Members of the Foundation may comment on the AGM minutes. Any such comments should be sent to the Board Secretary via the board@verdala.org email.

3.1.5. Policy Development

The Board establishes, monitors and reviews policies covering all aspects of the School's operations. It ensures these policies are properly interpreted and implemented.

Adoption of new policies and amendment of existing policies are solely the function and responsibility of the Board.

In cases where action must be taken and the Board has provided no policy guidance for such action, the Head of School can take action. Where feasible, the Head of School should first consult with the Board Chair. Any such action shall be subject to review by the Board. It is the duty of the Head of School to inform the Board of such action and of the need for such policy.

3.1.6. Board Communications

The Board recognises the need for regular, appropriate and effective communication to keep members of the Foundation up to date with developments related to Board decisions and their impact on the School. It is also important for enhancing understanding of the Board's role and support for its decisions.

The Board communicates with the members of the Foundation through the School management system - Managebac. Members of the Foundation can contact the Board directly via the board@verdala.org email address. Where necessary, a response will be sent from the Board Chair on behalf of the Board.

3.1.7. Appointment and Evaluation of the Head of School

The Board shall appoint a Head of School to be responsible for the daily management of all aspects of the School's operation. The Head of School shall be responsible for implementing the policies, budget and strategic goals set by the Board.

The Head of School is invited to attend every Board meeting (unless otherwise arranged) to address questions on the School's operational performance, and to offer recommendations and advice on a range of policy and operational matters.

Other specific tasks, duties and powers of the Head of School are otherwise specified in this Policy Manual.

The Board Executive Committee conducts an annual evaluation of the Head of School's performance based on objectives and indicators agreed between the Board and Head of School (see Head of School evaluation process at Appendix 7).

3.1.8. Evaluation of the Financial Controller

The Finance Committee, with the Head of School, conducts an annual evaluation of the Financial Controller's performance based on objectives and indicators agreed between the Finance Committee, Head of School and Financial Controller. The Executive Committee reviews the evaluation and bonus recommendation and presents a final proposal to the Board for approval.

3.1.9. Board Self-Evaluation

The Board conducts an annual self-evaluation of Board and individual member performance, based on agreed objectives and indicators established. This is carried out by the Executive Committee. Feedback from the Head of School is sought as part of the process. The Board reports the findings of the self-evaluation at the AGM. The results of the self-evaluation are used to set Board performance goals for the new Board year. The Board Self-Evaluation process can be seen in Appendix 6.

3.1.10. Complaints/Disciplinary Procedure

Complaints/Allegations of malpractice related to any aspect of the School and its operations shall be considered by the Board:

- Only in official meeting;
- Only when all avenues through the administration and Head of School have not been able to settle the matter;
- Only when the complaint/allegation is written and signed by the complainant.

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

- To dismiss the issue.
- To refer the issue to the Head of School for investigation and action. The Head of School will inform the individual(s) 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. The Head of School may recommend further action as below.
- To raise the issue with the individual(s) in writing. The individual(s) shall be advised that they must reply in writing within three days. Following a further six days from the date upon which the reply of the individual is received, a meeting shall be set between the individual(s) concerned and the Board, or an Ad Hoc committee of the Board. Within a further six days from the above meeting, the Board will notify the individual(s) as to the action (if any) they will take. The Board (or where appropriate the Head of School) will inform the complainant of the outcome of the Board's deliberations.

Complaints/allegations shall be judged strictly in the light of School policies, regulations and procedures, and with due regard to due process. Every effort shall be made to settle the matter fairly while not compromising the School's principles and values. The Board's decision shall be final, binding on all parties, and the final point of arbitration.

3.1.11. Appeal of Head of School Decisions

The Head of School is responsible for interpreting and implementing policy set by the Board. Should a member of the Foundation feel that a decision by the Head of School is inappropriate (for example in cases where such decisions taken breach the School's values), he/she may appeal that decision.

Appeal Procedure: Should a member Foundation disagree with a decision of the Head of School he/she must request reconsideration by the Head of School in writing (email). The Head of School will acknowledge receipt of the request and respond as soon as possible thereafter. Should he/she remain unsatisfied he/she may lodge an appeal of the decision within ten working days. An email fully stating the nature of the appeal shall be sent to the Board Chair with a copy to the Head of School.

After allowing the member(s) of the Foundation and the Head of School a chance to state their positions, the Board Chair may:

- Request clarification in written form or through a meeting with the aggrieved party and/or Head of School;
- 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 for immediate decision or a relevant sub-committee for a recommendation if there is no agreement between the Head of School and aggrieved party.

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

3.1.12. Head of School Relationship Management Protocol

The Head of School Relationship Management Protocol is a mechanism that aims to shield the Head of School from being engaged in excessive/burdensome/lengthy issues and/or unnecessary engagements with individual parents or other external stakeholders.

Process: The Head of School can activate the Relationship Management Protocol at any time. He/she raises the need for the protocol with the Board Chair and together they agree on who in the Board is best suited to manage a specific relationship/issue. This is subsequently raised with the relevant Board Member and the best relationship management approach and timeframe is then discussed and agreed. The appointed Board Member manages the relationship for the Head of School from then on and for the timeframe agreed. If required, the Board will monitor the relationship management process during Board meetings.

Relationship reassignment: The Head of School may at any point take back the relationship management process. The Board Chair may also re-assign the relationship management focal point in the Board if needed.

3.1.13. Parent Code of Conduct Serious Breach Protocol

The VIS Parent Code of Conduct (Appendix 1) sets out the conduct expected of parents in all VIS fora. Serious breaches, including abusive behaviour of any kind, directed at any member of the School's community (staff, students, other parents), will not be tolerated and will be dealt with as per the below protocol.

Process: in the event of a serious breach, the parent in question will be invited to attend a meeting with the Head of School or the Board's Executive Committee. The nature and circumstances of the breach will determine which. The Head of School may refer a case directly to the Executive Committee at any time. All instances of abusive behaviour dealt with by the Head of School will be reported to the Executive Committee. In the first instance, the Head of School/Executive Committee will issue a warning, making clear that such behaviour is unacceptable, is a breach of the code of conduct and must not happen again. In the case of repetitive incidents involving the same parent, further action may be taken by the Executive Committee. This could include removal of the parent from the Foundation (i.e. withdrawing their right to vote; not removing their children from the School).

Unacceptable behaviour during in person or online meetings (including community meetings) will not be tolerated and will be dealt with as below.

Process: the Chair of the meeting will ask the parent in question to refrain from such behaviour; if the behaviour persists, the Chair will ask the parent to leave the meeting (in the case of online meetings, the Chair will remove them from the meeting). The Executive Committee will invite the parent to a meeting, following the process set out above.

3.1.14. Legal Counsel

Legal counsel may be engaged/ retained by the Board, and should be available for consultations on general routine matters relating to actions or decisions by the Board. The legal counsel should be kept informed of legal issues affecting the School and called upon for assistance as needed.

3.2. Board Sub-Committees Policies and Procedures

Sub-committees are not decision-making bodies and any decisions made by them are non-binding. The powers of sub-committees are generally reserved to making recommendations or proposals. The Board may accept or reject any recommendations or proposals they make and thus retains its role as the sole decision maker.

The term of sub-committees shall be tied to the remaining duration of the Board by which they were established. To ensure continuity at the end of the term, sub-committees shall continue operating in a caretaker capacity until the new Board confirms a new list of sub-committees. This will take place at the first Board meeting after the AGM.

Each sub-committee shall be chaired or co-chaired by a member of the Board. Membership of each sub-committee will be agreed by the Board at its second meeting. Each sub-committee chair shall discuss candidates with the Head of School, and submit a recommended list of members to the Board. The decision of the Board is final.

Without prejudice to the final decision of the Board, previous sub-committee members will be asked whether they wish to continue. The Head of School will issue a call to the members of the Foundation for parent and teacher volunteers. The Head of School may also designate relevant School representatives to attend particular sub-committees.

Non-Board sub-committee members shall sign a Code of Conduct, Conflict of Interest and Confidentiality Declaration (Appendix 5).

Agendas for all meetings will be circulated to sub-committee members in advance. Minutes will be taken, archived and made available to the Board as necessary.

The Board shall at any time have the power to:

- Task sub-committee assignments;
- Request an account of any sub-committee or member thereof;
- View any documentation being considered or generated by any sub-committee;
- Terminate or reformulate any sub-committee, including its leadership and composition.

3.3. Operational Policies and Procedures

3.3.1 The Board Manual and its Master Policies

The Board Manual is made up of the overarching Guiding Statements and a number of Master Policies:

- B1 Governance;
- B2 Finance;
- B3 Human Resources;
- B4 Academic;
- B5 Student Well-being;
- B6 Information Technology;
- B7 GDPR.

Together they set out how the School is governed and operated in the context of its principles and values. The Master Policies are reviewed systematically as part of the Board's policy review cycle to ensure they remain fit for purpose. The Board Manual is available on the School website and for employees on the School's online platform/ drive.

3.3.2 Strategic Planning

The School recognises that long-term planning is essential to delivering its vision, mission and educational philosophy. It is committed to high quality planning and decision making grounded in long term and yearly strategic goals. To this end, a 5-year Strategic Plan, underpinned by a detailed Action Plan, sets out high-level strategic goals that shape the future of the School, and from which all other actions and plans follow. The Plan is reviewed regularly, and the full Strategic Planning process repeated every 5 years. This is a requirement as part of the School's Accreditation.

The role of the Board is to drive strategic thinking and monitor and measure progress. The role of the Head of School is to ensure implementation of the strategic plan and to provide evidence of progress and achievement.

3.3.3 Crisis Management

The School is well prepared to deal with a range of crises, critical incidents and emergency situations. In any such case the Head of School activates the Crisis Management Team to ensure a coherent and co-ordinated response. The Crisis Management Team trains annually to best prepare for such situations and to ensure change of personnel is accounted for and responsibilities are up to date. Further detail is set out in the Health and Safety Handbook available to all staff via the School's online platform/ drive.

3.3.4 Host Country Government Relations

The School shall maintain good relations with the Government of Malta, underpinned by the Memorandum of Understanding. The School shall also maintain good relations with agencies and bodies at a national and local level whose activities affect or may affect the School in any way. This shall include, but is not limited to:

- Ministry of Education;
- Other educational institutions;
- Pembroke Local Council;
- Law enforcement agencies;
- Emergency services.

The School will comply with all directives given by the judicial authority of Malta. In doing so, the School administration will seek the advice of its legal counsel; acknowledge all legally binding orders of the court; and either comply, seek clarification, or file an appropriate counter-action. In all cases of significance, the Head of School will notify the Board with details of the issue/matter.

3.3.5 Communications

The School is committed to regular, appropriate and effective communication with a range of stakeholders, above all with members of the Foundation. The School communicates with members of the Foundation in a variety of ways not only to pass routine information, but also to inform and educate about the workings of the School, to solicit support and involvement, and to celebrate achievements. The School encourages two-way communication. In addition to the usual channels for members of the Foundation to communicate with the School, a community survey is issued on an annual basis. This gives the opportunity to provide feedback on the School and its performance. The results are summarised by the Leadership team and shared with the Board and members of the Foundation.

The School also communicates externally to promote the School as the International School of choice in Malta, but also to contribute to the debate on evolving education locally and internationally.

The School uses a number of web-based school management systems to facilitate home learning for Elementary, Middle and High school students.

All systems used for communication by the School are subject to and shall abide by GDPR regulations.

4. Appendices

Appendix 1 - Teacher and Support Staff Code of Ethics, Parent Code of Conduct, and Class Parent Protocol

Malta Teachers' Code of Ethics and Practice, as Adopted by Verdala International School, June 2013

Key Principle One

Maintain trust in the profession

Members of the Teaching Profession shall:

1. Base their relationship with students on mutual trust and respect;
2. Have regard to the safety and wellbeing of students under their responsibility;
3. Respect the uniqueness and diversity of the learning community they are part of;
4. Work in a collaborative manner with colleagues and other professionals;
5. Develop and maintain good relationships with parents, guardians and carers;
6. Act with honesty, integrity and fairness;
7. Be sensitive to the need for confidentiality where appropriate;
8. Take responsibility for maintaining the quality of their professional practice;
9. Uphold public trust and confidence in the teaching profession; and
10. Create learning experiences which engage, motivate and challenge students in an inclusive setting with a lifelong learning perspective.

Key Principle Two

Maintain Professional Relationships with Students

Members of the Teaching Profession shall:

1. Maintain professional boundaries whilst in school and out of school, avoid improper physical contact, avoid inappropriate communication via any form of media and avoid inappropriate relationships with students. The members of the teaching profession are duty bound and are ultimately responsible to maintain a professional distance;
2. Refrain from taking advantage of professional relationships with students for their own personal benefit, including by giving private lessons to students from the classes they teach or who are under their administrative responsibility, against payment, whether monetary or in kind;
3. Conduct pastoral interventions with students professionally, and behave in keeping with their unique position of trust and status as role models;
4. Follow behavior management and safe schools policies and guidelines as directed by the relevant school, college and education authorities;
5. Act appropriately towards students exercising care in their language, gestures and attitudes, ensuring that they do not act in such a manner that is embarrassing or disparaging and ensuring that they do not use abusive language or offensive names or make inappropriate remarks; and
6. Act with a professional attitude and behavior at all times.

Key Principle Three

Respect the Uniqueness and Diversity of Students

Members of the Teaching Profession shall:

1. Demonstrate respect for diversity, maintain fairness and promote quality irrespective of gender, race, religion, sexual orientation, appearance, age, language or different needs or abilities;
2. Maintain an up to date knowledge and understanding of, implement and comply with, current child protection procedures;
3. Maintain an up to date knowledge of guidelines issued nationally, by the Council for the Teaching Profession, their school or college, education authorities and the Office of the Commissioner for Children insofar as these concern their personal and professional conduct;
4. Contribute to the creation of a fair and inclusive school environment by addressing discrimination, stereotyping and bullying; and
5. Identify and refer to the competent authorities any issues that might impact on students' welfare at the earliest possible stage.

Key Principle Four

Work in a Collaborative Manner with Colleagues, Parents, Guardians and Carers

Members of the Teaching Profession shall:

1. Work in a collegiate and cooperative manner with colleagues and other professionals who work in multidisciplinary teams officially recognised by the education authorities;
2. Respect, support and collaborate with colleagues both in matters concerning the education of students as well as in maintaining relations with colleagues in the highest standards of professional courtesy;
3. Be prepared to help junior colleagues and those in training and induction in all possible ways;
4. Respect the authority of senior professional colleagues while retaining the right to express professional opinion and dissent;
5. Not reprimand, censure, rebuke or criticise any colleague, or any other member of the teaching profession, in the presence of students or in public;
6. Refrain from making public statements which bring the profession into disrepute;
7. Develop and maintain good relationships between home and school, respecting the role that parents, guardians and carers have in students' education;
8. Engage and work positively with parents, as far as possible, in an open and respectful way;
9. Ensure that their communications with parents, students and colleagues comply with those policies and procedures issued at school or college level, as well as those educational policies and procedures issued at national level;
10. Demonstrate respect for diversity when dealing with colleagues, parents, guardians or carers in their capacity as partners in the educative process; and
11. Make every effort to encourage parents, guardians and carers to interest themselves actively in the education and welfare of children in their care.

Key Principle Five

Act with Honesty and Integrity

Members of the Teaching Profession shall:

1. Comply with policies and procedures issued at school, college or national education level, regarding to the use of property, facilities, finances and ICT in their educational setting;
2. Conduct assessment and examination related tasks with integrity and in compliance with official regulations and procedures;
3. Represent themselves, their experience, professional position and qualifications honestly;
4. Only disclose confidential information within the parameters allowed by legislation;

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5. Be mindful of their position as a role model to students; and
6. Both in their personal and professional life, be mindful of their behaviour and attitude, being that these may have an impact on the profession they represent.

Key Principle Six

Keep their Professional Knowledge and Practice Up To Date

Members of the Teaching Profession shall:

1. Maintain high standards of practice in relation to teaching and learning, classroom management, planning, monitoring, assessment and reporting;
2. Keep their professional knowledge and skills updated throughout their teaching career;
3. Keep updated their knowledge of relevant guidelines and educational developments in their teaching post and role and in relation to teaching in general;
4. Reflect upon and evaluate their practice as part of their continuing professional development;
5. Be open and respond positively to constructive feedback regarding their teaching practices; and
6. Seek support, advice and guidance where necessary

As a teacher at Verdala International School, I hereby confirm that I have read, understand, and will embrace the Malta Teachers' Code of Ethics and Practice.

Printed Name

Signed Name

Date _____ 2021

VIS Support Staff Code of Ethics and Practice,

Name (Block) _____

Key Principle One

Maintain trust in the designated role

Employees of VIS shall:

1. Base their relationship with all members of the VIS community on mutual trust and respect.
2. Have regard for the safety and wellbeing of all people around them or under their responsibility.
3. Respect the uniqueness and diversity of the VIS community they are part of.
4. Work in a collaborative manner with colleagues and other professionals.
5. Develop and maintain good relationships with parents, students and colleagues
6. Act with honesty, integrity and fairness.
7. Be sensitive to the need for confidentiality where appropriate.
8. Take responsibility for maintaining the quality of their role at VIS.
9. Uphold public trust and confidence in VIS as an establishment.

Key Principle Two

Maintain Professional Relationships with Students

Employees of VIS shall:

1. Maintain professional boundaries whilst in school and out of school, avoid improper physical contact, avoid inappropriate communication via any form of media and avoid inappropriate relationships with students.
2. Act in keeping with their unique position of trust and status as role models.
3. Follow safe schools policies and guidelines as directed by school.
4. Act appropriately towards students exercising care in their language, gestures and attitudes, ensuring that they do not act in such a manner that is embarrassing or disparaging and ensuring that they do not use abusive language or offensive names or make inappropriate remarks.
5. Act with a professional attitude and behavior at all times.

Key Principle Three

Respect the Uniqueness and Diversity of Students

Employees of VIS shall:

1. Demonstrate respect for diversity, maintain fairness and promote quality irrespective of gender, race, religion, sexual orientation, appearance, age, language or different needs or abilities.
2. Maintain an up to date knowledge and understanding of, implement and comply with, current child protection procedures.
3. Contribute to the creation of a fair and inclusive school environment by addressing discrimination, stereotyping and bullying.
4. Identify and refer to the competent authorities any issues that might impact on students' welfare at the earliest possible stage.

Key Principle Four

Work in a Collaborative Manner with Colleagues, Parents, Guardians and Carers

Employees of VIS shall:

1. Work in a collegiate and cooperative manner with colleagues and other professionals who work in multidisciplinary teams.
2. Respect, support and collaborate with colleagues in the highest standards of professional courtesy.
3. Be prepared to help junior colleagues and those in training and induction in all possible ways.
4. Respect the authority of senior professional colleagues while retaining the right to express a professional views.
5. Not publicly reprimand, censure, rebuke or criticise any colleague, parent
6. Refrain from making public statements which bring VIS into disrepute.
7. Engage and work positively with all members of the community in an open and respectful way.
8. Ensure that their communications with parents, students and colleagues comply with the VIS policies and procedures.

Key Principle Five

Act with Honesty and Integrity

Employees of VIS shall:

1. Comply with policies and procedures issued by the School.
2. Represent themselves, their experience, professional position and qualifications honestly.
3. Only disclose confidential information within the parameters allowed by legislation.
4. Both in their personal and professional life, be mindful of their behaviour and attitude, in cases where these may have an impact on the School.

Key Principle Six

Keep their Working Knowledge and Practice Up To Date

Employees of VIS shall:

1. Maintain high standards of practice in relation to all aspects of their role at VIS.
2. Keep their knowledge and skills updated.
3. Reflect upon and evaluate their practice as part of their growth.
4. Be open and respond positively to constructive feedback regarding their work.
5. Seek support, advice and guidance where necessary.

As an employee at Verdala International School, I hereby confirm that I have read, understand, and will embrace the VIS Code of Ethics and Practice.

Printed Name

Signed Name

Date (Day/Month/Year)



VIS Parent Code of Conduct

Guiding Principles

Our code of conduct seeks to support the values of the School as we work in partnership together as an international and inclusive community.

We offer a safe and respectful environment for all, whilst adhering to our School's values and guiding statements (including our Educational Philosophy, Student Profile and Anti-discrimination Policy)

Abusive behaviour of any kind, directed at any member of the VIS community (staff, students, other parents) will not be tolerated and will be dealt with appropriately.

This Code of Conduct will be shared and signed on an annual basis and is aligned with the VIS Student Code of Conducts and VIS Staff Code of Ethics.

Parents have a responsibility to

- familiarise themselves with and support the School's values, policies and vision;
- model appropriate behavior on campus and at all school events;
- communicate at all times with courtesy and respect, including verbal language (use of swear words is unacceptable) and emails;
- use only appropriate school communication channels for school matters;
- respect staff, students and all members of the community;
- ensure their child attends school healthy and ready to learn;
- be an active participant in their child's learning journey, taking time to attend relevant meetings, read progress reports and bulletins;
- be aware of student behaviour and academic expectations, as outlined in the section handbooks; and
- contact the appropriate person when there is a question or concern.

The School will support parents by providing

- a school environment that is safe, healthy and secure; conducive to a positive learning experience;

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- clear and regular information regarding their child's learning journey and progress;
- access to all School policies and Board minutes;
- relevant and effective communication;
- open and direct communication with the Teaching Staff, Principals and Head of School (as appropriate);
- a School that is compassionate and understanding of students' needs, making an effort to find solutions that are in the best interest of the students, their well-being and learning journey.

I, the parent of X, Y, Z, have read and understand the VIS Parent Code of Conduct which is aligned with the Student Code of Conduct and the values of VIS. I understand that serious breaches of this code of conduct may result in a meeting with the Head of School or Board of Directors and, where required, appropriate action taken. Further details on the process for dealing with such breaches of conduct can be found in the Governance Master Policy (available on the VIS Portal)

Where appropriate, I will share this information with any other guardians/parents to ensure that together we support our children and the VIS community whilst attending VIS.

Signed: _____

Date: August XXXX

VIS Class Parent Protocol

Class Parent Guidelines

- The classroom teacher/Principal will invite a parent(s) to be the Classroom Parent (CP).
- A parent can be the CP for **only one class**.
- The CPs will meet with the Principal to discuss their role and will work within the parameters set by the Principal.
- The CP will adhere to the communication guidelines as set out by the Principal.
- All parents are free to opt out of CP communications if they so desire.
- The CP role is for a one year period.

Communication Guidelines

- The school will not provide email addresses to any parent but will assist the appointed CP in securing permission from the parents to provide their email to the appointed CP only. Parents' permission is sought on an annual basis.
- CP shall at all times send out email messages using the BCC function in to protect parent's data (including personal data).
- CP's must not include any photos in their communication with parents.
- The only acceptable form of communication on school matters is via email.

Role of the Class Parent

Elementary Class Parent	Secondary Class Parent
Sharing information regarding School events.	Sharing information regarding School events. Supporting student involvement in set up/tidy up.
Being a contact person for parents who join during the school year.	Being a contact person for parents who join during the school year.
Helping to organize food for class parties or special section events i.e. celebrating different cultures.	Helping to support class activities. I.e. middle school drama performances/sports activities etc
Helping the class teacher to find extra supervisors for field trips with the younger students.	
Assisting the teacher to organize costumes for IPC presentations, concerts, etc.	

Helping parents communicate with each other regarding children's parties outside of school.	
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The role does not include:

- Relaying other parents' concerns to the teacher. If approached, the CP should ask the parent to make direct contact with the teacher or Principal.
- Collecting money for birthday presents for the children in the class.

VIS reserves the right to ask the CP to step down from the role if these guidelines are not adhered to.

Appendix 2 - Election Policy and Practice

1. Guiding Principles

- The Board of Directors (the Board) 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.
- The process will be simple, secure and GDPR compliant.
- The process will provide for 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 in accordance with and in addition to the following separate rules for Parents and Professional Staff:

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 through other School communication channels, as sent to all parents.
2. Parents may 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 Board member.
 - b. have been members of the Foundation for at least a calendar year before accepting nomination.
 - c. not be cohabiting 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 Verdala International School (the School).

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 the School can only vote for staff candidates
(b) Professional staff who have children attending the School 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 Board 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 the School should refer to parent's section clause 6 above.

3. General Guidelines

1. The election in each category (parents & professional staff) will be determined on a first past 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 (by way of example) 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 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 School's Parent Intranet and communicated the next day by school email communication. The School's 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 School's 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. Should physical meetings be precluded due to health or other emergencies, this event will be held using a suitable online conferencing software (e.g. Zoom).
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. Should physical meetings be precluded due to health or other emergencies, this event will be held using a suitable online conferencing software (e.g. Zoom)
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. Should physical attendance at school be precluded due to health or other emergencies, only the publication of the information in para 4. above will be made on the school intranet.
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 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 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 Head of School 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 Head of School
- Nominations will close 28 running days prior to the AGM
- Within a week of nominations closing (at least 21 days before the AGM) the Head of School 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 Head of School will organise a pre-orientation meeting with all candidates, where attendance is required unless previously a Board member
- Within 3 weeks of the nominations (at least 7 days before the AGM), the Head of School 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 (visselection@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.

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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

Appendix 1.

VIS Board of Directors Election Code of Conduct

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

Rationale:

The Verdala International School (the School) elections for our Board of Directors (the Board) 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 Board 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.

Board of Director candidates should:

- adhere to the Board Election Policy & Practice;
- safeguard all personal information relating to other parties; such information must never be published or distributed without adherence to data protection policies and/or regulations (including the GDPR) and where necessary obtaining the prior written consent of the data subject in question;
- maintain a professional level of courtesy and objectivity in all activities; treat all incumbent and past Board Members, Board Candidates and other members of the community with respect and dignity. Displaying anger, acting aggressively, spreading rumours or any form of personal attack on past or present Foundation Members, the School's 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 School 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 School campus, at the front of the school or at any school-sponsored event;

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- 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 School 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 X:XX am/pm on XX Month XXXX

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

<p>I, _____, hereby nominate _____</p> <p>to serve for one year on the Board of Directors of the Verdala School Foundation from the AGM <i>insert date</i></p> <p>Proposed by:</p> <p>Printed Name _____ Signature _____</p> <p>Date: _____</p> <p>Seconded by:</p> <p>Printed Name _____ Signature _____</p> <p>Date: _____</p> <p>I _____ accept the nomination as a candidate</p> <p>for the Board Election 2019 and will read and adhere to the Election Candidate's Code of Conduct (also to be signed).</p> <p>Signature _____ Date _____</p> <p>Confirmed by Head of School/ Adjudicator:</p>

Appendix 3 - Verdala International School Board of Directors Code of Conduct, Conflict of Interest and Confidentiality Declaration

The Verdala International School (the School) Board of Directors (the Board) is the principal governing body of the School. All powers of the Board are derived from the Statutes and are granted in terms of action as a group. Individual members exercise authority only as they take action at a duly convened, official meeting of the Board. The Board is responsible to the members of the Foundation.

The role of the Board is to safeguard and prepare for the School's future while ensuring that day-to-day operations are consistent with the School's vision, mission and educational philosophy. The Board: sets policy; establishes and monitors the School's strategic goals and budget; and supervises and evaluates the Head of School.

Key roles and responsibilities of the Board include (but are not limited to):

- Model and provide strong and effective leadership;
- Lead the development and review of the School's Strategic Plan;
- Develop and review policies that support the School's vision, mission and educational philosophy;
- Set the annual budget and monitor financial performance, taking any necessary corrective action;
- Set school fees;
- Approve salary scales, any salaries not determined by scales, and any deviations from scales;
- Appoint and evaluate the Head of School;
- Prepare and lead the Annual General Meeting;
- Oversee Board elections;
- Communicate regularly and effectively with members of the Foundation.

1. Code of Conduct

Each member of the Board 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 refrain from making use, or allowing third parties to make use, of any school, personal and third party information to which he/she has been privy to harm the interests or reputation of the School community. Such refrain shall continue even after he/she has left the Board.
- 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.

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- To recognise 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 to 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, showing consideration for differences of opinion or perspective. To prepare for, attend and actively participate in 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 recognising the overriding responsibility to represent the interests of the Foundation as a whole.
- 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.

2. Conflict of Interest

It is a fiduciary obligation of all Board members and Sub-Committee members to avoid "conflicts of interest". Board and Sub-Committee members must have no substantial financial or other interests that conflict with the interests of the School. A conflict of interest is generally defined as a transaction in which, because the individual, or the relatives of the individual¹ 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 as a member of the Board and the individual's personal or business interests. It is the responsibility of Board and Sub-Committee members to make known to the Board any circumstances that could involve a potential conflict of interest. In any such case, the Board shall decide whether or not a conflict of interest exists and whether it warrants any special measures, such as requiring the member to refrain from voting on a particular matter, or requesting his/her resignation.

¹ All references to "individual" include relatives of individuals.

To avoid potential conflict of interest problems, the following procedures apply:

1. In any transaction involving the School and/or a Board member and/or Sub-Committee member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member and 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 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 Board shall decide whether or not a conflict of interest exists and whether it warrants any special measures, such as requiring the individual to withdraw from discussion and/or refrain from voting. In this case, the individual shall take no further part in the meeting while the proposal is considered and voted upon.
3. After receiving such disclosure, and prior to approving the transaction, the Board or Sub-Committee must conclude that the transaction is fair to the School 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 for determining whether a quorum of the Board or Sub-Committee is present, but that individual shall not vote on the transaction.

3. Confidentiality

The content and substance of Board meetings are strictly confidential. To enable open and candid discussion, Board members, members of Sub-Committees, and all those in attendance at Board meetings must keep confidential all information relating to discussions at meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. This condition applies to both during and after their term.

While the aforementioned 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 the School and frustrate Board deliberations. Therefore, any Board member who violates this policy shall be subject to termination of his/her Board position.

4. Board Agreement

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As a member of the Verdala International School Foundation, I have volunteered to serve on the Board of Directors. I have read, understood and agree to the terms set out above, as well as the policies and procedures related to the Board in the Statutes, Governance Master Policy and Board Handbook. I understand that if found to have acted in breach of this Code of Conduct, Conflict of Interest and Confidentiality declaration, and/or contrary to the School's Statutes or policies my Board membership will be terminated.

Name: _____ Date: _____

Appendix 4 - Board Meeting Minute-Taking Procedures

The following procedures apply for both Open and Closed Board Meeting minutes.

1. Minutes shall be taken by Minute takers as designated by the Board in agreement with the Head of School. The Head of School shall make the necessary arrangements to ensure that Minute takers can be present for Board meetings, and can conclude the draft minutes in a timely manner.
2. Minutes shall start with the list of those present and excused, both Board members and third parties, with full names and initials.
3. In the case of Open Sessions, observers from the School community are listed as observers with their full names recorded in the Minutes.
4. Thereafter, whenever reference to Board members and attendees needs to be made, initials are used.
5. Minutes shall indicate the starting time of each session.
6. The first item in the Minutes is approval of the Minutes (after any amendments, if needed) of the previous Board meeting.
7. The second item is Matters Arising from the Minutes just approved. This includes consideration of the Action Points noted in those Minutes.
8. Minute takers shall keep detailed notes during the Board meeting. However, these are not to be considered as Minutes and are to be securely archived.
9. Some agenda items may be for the information of or discussion by the Board. Other items, in which for example a binding decision is required to be taken, shall require the Board to

vote. In case of a vote, the Minutes shall include the full wording of the motion. They shall then show the number of Board members present in favour, those against, and any abstentions.

10. 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.
11. 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, unless the speakers themselves wish to be identified, or this is necessary for the purposes of clarity.
12. If a decision taken during a previous Board Closed Session needs to be recorded in the Open Session minutes, the transposed Minute/s shall so indicate.
13. Minutes shall end with a list of the Action Points already noted throughout the Minutes.
14. The Board Chair shall receive the draft Minutes from the designated Minute taker, finalise them and share them with the other Board members for comment.

Appendix 5 - Verdala International School Board Sub-Committee Code of Conduct, Conflict of Interest and Confidentiality Declaration

Standing or temporary advisory Sub-Committees are established by the Verdala International School (the School) Board of Directors (the Board) to give detailed attention to a range of policy and operational activities. Sub-Committees are not decision-making bodies. They report findings, make recommendations, and can make unsolicited proposals to the Board for decision and/or action. The Board may accept or reject any recommendations or proposals they make and retains its role as the sole decision maker.

The Board shall at any time have the power to:

- Task sub-committee assignments;
- Request an account of any sub-committee or member thereof;
- View any documentation being considered or generated by any sub-committee;
- Terminate or reformulate any sub-committee, including its leadership and composition.
-

1. Code of Conduct

Each Sub-Committee member 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 refrain from making use, or allowing third parties to make use, of any school, personal and third party information to which he/she has been privy to harm the interests or reputation of the School community. Such refrain shall continue even after he/she has left the Sub-Committee.
- To avoid any conflict of interest or the appearance of impropriety which could result from his/her position, and will not use Sub-Committee membership for personal gain.
- To take no private action that might compromise the Sub-Committee, Board or administration and to respect the confidentiality of privileged information.
- To encourage and respect the free expression of opinion by all Sub-Committee members and to participate in discussions in an open, honest and respectful manner, showing consideration for differences of opinion or perspective. To prepare for, attend and actively participate in Sub-Committee meetings

2. Conflict of Interest

It is a fiduciary obligation of all Board members and Sub-Committee members to avoid "conflicts of interest". Board and Sub-Committee members must have no substantial financial or other interests that conflict with the interests of the School. A conflict of interest is generally defined as a transaction in which, because the individual, or the relatives of the individual² 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 as a member of the Board and the individual's personal or business interests. It is the responsibility of Board and Sub-Committee members to make known to the Board any circumstances that could involve a potential conflict of interest. In any such case, the Board shall decide whether or not a conflict of interest exists and whether it warrants any special measures, such as requiring the member to refrain from voting on a particular matter, or requesting his/her resignation.

To avoid potential conflict of interest problems, the following procedures apply:

5. In any transaction involving the School and/or a Board member or Sub-Committee member, and any corporation, partnership or other entity in which an individual is an officer, director, staff, or committee member and 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 Board or the appropriate Sub-Committee considering the transaction the material facts of the transaction and the individual's interest or relationship.
6. Upon such disclosure, the Board shall decide whether or not a conflict of interest exists and whether it warrants any special measures, such as requiring the individual to withdraw from the meeting and/or refrain from voting. In this case, the individual shall take no further part in the meeting while the proposal is considered and voted upon.
7. After receiving such disclosure, and prior to approving the transaction, the Board or Sub-Committee must conclude that the transaction is fair to the School and must approve the transaction without the participation or the vote of the interested individual.
8. The interested individual's presence at the meeting may be counted for determining whether a quorum of the Board or Sub-Committee is present, but that individual shall not vote on the transaction.

² All references to "individual" include relatives of individuals.

3. Confidentiality

The content and substance of Board and Sub-Committee meetings are strictly confidential. To enable open and candid discussion, Board members, members of Sub-Committees, and all those in attendance at Board meetings must keep confidential all information relating to discussions at meetings unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. This condition applies to both during and after their term.

Sub-Committee members acknowledge that any violation of this policy could cause harm to the School and frustrate Sub-Committee and/or Board and deliberations. Therefore, any Sub-Committee who violates this policy shall be subject to termination of his/her position.

4. Sub-Committee Agreement

As a member of the Verdala International School Foundation, I have volunteered to serve on the XX Sub-Committee. I have read, understood and agree to the terms set out above. I understand that if found to have acted in breach of this Code of Conduct, Conflict of Interest and Confidentiality declaration, and/or contrary to the School's Statutes or policies my Sub-Committee membership will be terminated.

Name: _____ Date: _____

Appendix 6 - Board Self-Evaluation Process

Purpose

The purpose of the Board self-evaluation is to identify areas of Board functioning that are working well and those that may need improvement. It is an opportunity for an open and candid discussion about Board and Director responsibilities, and Directors' interests and desires for the School.

What is the Board after?

Each year, the question must be asked: What does the Board wish to attain from the self-evaluation – and then add that element to the design of the Board self-evaluation.

The outcomes of a Board self-evaluation that are sought are:

1. A summary of what the Board does well and its accomplishments;
2. A better understanding of what is needed from each Director and the Head of School to be an effective board and Board/Head of School team;
3. An assessment of progress on the previous year's goals and identify what needs to be completed; and
4. Goals and tasks for the coming year related to Board performance and its leadership.

Given the relatively short Board terms, it should also be ensured that the Board strives to issue a strong handover to the next Board – including communicating to the next Board documented lessons learnt.

What processes are available?

Self-evaluation processes range from informal discussions to formal, structured assessment surveys or interviews. A Board evaluation, whether formal or informal, should result in a report that describes the process, summarises the results, and identifies actions that the Board may take as a result of the evaluation.

The self-evaluation process

The process for the Board self-evaluation includes:

1. A 90-minute dedicated and facilitated Board exchange on items 1, 3 and 4 above – which also draws lessons learnt from the year for the next Board.

2. A 60-minute exchange between the HOS and Board on item 2, which draws Head of School's view on Board performance (fiduciary, strategic, and sense-making roles) and the Head of School/Board view of how to further strengthen the Head of School/Board partnership.

3. A self-assessment online survey, which covers the elements in the Board Self-Evaluation (PDF) template on the Board drive or the Standard School Board Self Evaluation (PDF) attached here.

The Board Chair compiles the outcomes of the self-assessment in a short (5-10 page) report, which is then submitted for discussion at the Board.

Appendix 7 - Head of School Evaluation Process

Background

As part of the Board's fiduciary role, the Board is responsible for hiring, nurturing, and evaluating the Head of School. The evaluation is particularly important because it provides clarity and alignment between the Head of School and Board on the School's strategic goals.

The Board is the keeper of the strategic plan and expects that the plan be implemented under the leadership of the Head of School. The Head of School evaluation is a primary means by which progress toward strategic goals is assessed.

Purpose

The Head of School evaluation process should be structured to focus intentionally only on areas relevant to the Board's expectations of the Head of School.

The purpose of the Head of School evaluation is to:

- Assess the Head of School's contribution to progress against strategic goals and key targets in the School's strategic plan;
- Assess the Head of School's performance in the areas defined by the contractual job description and the advancement of annually agreed KPIs;
- Enable a Head of School self-assessment against strategic goals, job description, annual KPIs and provide opportunity for inputs towards the next annual KPIs;
- Generate and draw into an assessment of Head of School's performance stakeholder views (staff, parents, Student Council); and
- Provide feedback on performance and professional growth, as well as decide on the annual performance bonus.

Process

The process for the Head of School evaluation includes:

1. A dedicated 30-minute session of the outgoing Board on Head of School performance with recommendations to the new incoming Board;
2. An online survey of outgoing Board members on Head of School performance;
3. An Executive Committee 90-minute interview with the Head of School on strategic goals, key targets in the School's strategic plan, as well as annual KPIs;

4. An Executive Committee presentation to the new Board of the outcomes of the interview with the Head of School and a 30-minute facilitated Board exchange on Head of School performance and next year's KPIs;
5. A Head of School self-assessment on strategic goals, key targets in the School's strategic plan, as well as annual KPIs;
6. A survey (staff, students, parents) on perceptions of Head of School's performance;
7. A dedicated 45-minute session of the new Board on the self-assessment and survey, along with a review of previous information, to discuss professional growth areas + the bonus; and
8. A Board/ Head of School feedback session on professional growth areas + the bonus and KPIs for the year to come.

The Board Chair will compile the outcomes of the Head of School evaluation in a short (5-10 page) report.

B1 Appendix X - Governance Policy Control Information Sheet

(All dates written year/ month/ day)

Document references <i>Title/no.</i>	Document Control <i>BOD approval</i>	Authorisation <i>Person making change</i>	Modification History <i>With effect from</i>
2.1.3	21/10/18 e-vote	HOS	Corporate Compliance statement added - <i>from 21/11/08</i>
3.1.3 + Appendix 1	17/2/22	Laura Keurhorst (Chair, Governance Committee)	Parent Code of Conduct Serious Breach Protocol + Updated Parent Code of Conduct - <i>from 17/2/22</i>
2.1.2 + 3.1.8	17/2/22	Laura Keurhorst (Chair, Governance Committee)	Evaluation of the Financial Controller - <i>from 17/2/22</i>