



SHREWSBURY INTERNATIONAL SCHOOL

BANGKOK

Policy Title: Rules of The Advisory Board of Governors
Policy Section: Section B Governance, Leadership and Ownership
Policy Number: B6
Approval: The Executive Board
Review: The Board of Governors
Publish to: Policy Compendium
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1. Definitions

1.1	The BoG	The Advisory Board of Governors of The School working to its published Rules (hereinafter referred to as the Board of Governors).
1.2	(The) Chairman	The Chairman of The Board of Governors.
1.3	The Executive Board	The Executive Board of The School constituted in accordance with The Private School Act and The School Charter.
1.5	Framework Agreement	The Framework Agreement signed by Shrewsbury School, City Realty Company, Limited and Bangkok City International Company, Limited - NOT related to the Framework of Governance below
1.6	(A) Governor	A member of The Board of Governors of The School.
1.7	(The) Principal	The Principal of The School.
1.8	Private School Act	The Private School Act BE 2550 (2007) (as amended by the Private School Act (No 2) BE 2554 and all applicable subsidiary legislation made under the Act.
1.9	The School	Shrewsbury International School Bangkok Riverside Campus.

1.10	(The) Secretary	The Secretary to the Board of Governors.
1.11	SHR	Shrewsbury International School Bangkok, a juristic person established under the Private School Act.
1.12	SIA	Shrewsbury International (Asia) Company Limited.
1.13	SSE	Shrewsbury School Enterprises Ltd is a wholly owned subsidiary of SSUK and has been authorised by SSUK to be the ultimate licensor of the name and rights in the Licensing Agreement to which these rules are attached.
1.14	SSUK	Shrewsbury School UK founded in 1552 is the parent body of Shrewsbury School Enterprises Ltd.
1.15	(The) Vice-Chairman	The Vice Chairman of the Board of Governors

2. Introduction

- 2.1. The Vision and Mission of The School brings together the experience of the Shrewsbury group of schools with a focus on academic excellence, a rigorous and proven curriculum and a care for the individual student. The schools that bear the Shrewsbury name delight in the uniqueness of this education; a blend of values, traditions, inspiring people, beautiful locations, participation in the world beyond school - and a strong belief that life is what you make of it.
- 2.2. The Rules of The BoG ("The Rules") should be read in conjunction with the Framework, Licence and Services Agreements between Shrewsbury School, City Realty Company, Limited and Bangkok City International Company, Limited. The Rules and a copy of these agreements will be issued to every Governor as part of a Governors' Information Pack.
- 2.3. The Rules set out the structures and procedures for the operation of The BoG and its relationship with The School and The Executive Board.
- 2.4. The Rules are guided - where applicable - by The Private School Act.
- 2.5. In The Rules, the following matters are addressed:
 - 2.5.1. The Framework of Governance;
 - 2.5.2. The Regulations of The BoG;
 - 2.5.3. Governance, Advice and Management;
 - 2.5.4. Effective Partnership;
 - 2.5.5. The Role of The BoG;
 - 2.5.6. Composition of The BoG;
 - 2.5.7. Meetings of The BoG;
 - 2.5.8. Minutes and Agendas;

- 2.5.9. Code of Conduct for Governors;
- 2.6. Appendices:
 - 2.6.1. Governors' Information Pack;
 - 2.6.2. Duties of a Governor;
 - 2.6.3. Duties of The Secretary of the BoG;
 - 2.6.4. Current Board of Governors;
 - 2.6.5. Objectives of the BoG.

3. The Framework of Governance

- 3.1. The School identifies in its vision the experience of two schools separated by history and geography but brought together by a focus on academic excellence, a rigorous and proven curriculum and care for the individual student. Shrewsbury delights in the uniqueness of its education; a blend of values, traditions, inspiring people, beautiful locations, participation in the world beyond school - and a strong belief that life is what you make of it.
- 3.2. The Rules of The BoG provide a framework for The BoG to protect the good name and reputation of Shrewsbury, to advise The School and its Executive Board on process and policies across the range of the educational, pastoral, business and wider-curriculum provision.
- 3.3. The areas of The School provision on which The BoG advises is called The Framework. The BoG receives reports from The School as endorsed by The Executive Board on the areas identified in The Framework and provides written advice to the Executive Board for consideration and / or adoption.
- 3.4. The BoG as a body has no role in resolution of individual disputes, complaints, grievance or capability cases. Such a role is the responsibility of The Executive Board which may be delegated by The Executive Board to Appeals Panels. The Executive Board may appoint individual Governor(s) to sit on Appeals Panels as identified in appropriate policies of The School.
- 3.5. The Framework of Governance includes - but is not limited to - the following items:

THE FRAMEWORK OF GOVERNANCE						
Item	Further Detail	Reporting Timeframe	T1	T2	T3	Responsibility for submission to the BoG
Academic Matters	Updates - As part of The Principal's Report	Termly	x	x	x	The Principal

Board Effectiveness / Evaluation		Annually			x	The Chairman
Board Objectives Review		Annually	x			The Chairman
Child Protection & Safeguarding	Annual Report (Year in review)	Annually			x	Designated CP Lead
	Updates - As part of The Principal's Report	Termly	x	x	x	The Principal
Community Relations		Annually	x			The Principal
Complaints	Review of the Complaints Register	Termly	x	x	x	The Principal
Enrollment and Admissions		Termly	x	x	x	The Principal / The Director of Business Services
Environmental Awareness		Annually			x	The Director of Business Services
Equal Opportunities		Annually		x		The Director of Business Services
Ethical Governance		Annually		x		The Principal
Financial Reporting	Statutory Audited Accounts for the previous financial year	Annually	x			The Director of Business Services
	Budget (Actual against Budget)	Termly	x	x	x	The Director of Business Services
	Management Accounts	Termly	x	x	x	The Director of Business Services
	Tuition Fees (Year ahead)	Annually		x*	x	The Director of Business Services
	Salaries (Year ahead)	Annually		x*	x	The Director of Business Services
Health and Safety (including Security)	Annual Report (Year in review)	Annually	x			The Operations and Safety Manager / The Director of Business Services
	Updates - As part of The Principal's Report	Termly	x	x	x	The Principal
Inspection & Accreditation		Annually	x			The Principal
Market	Annual Report	Annually			x	The Director of Marketing
	Competition / Demographic Report	Termly	x	x	x	The Principal
	Recruitment	Termly	x	x	x	The Principal in consultation with the Directors of Admissions and Marketing
Principal's Appraisal - Review of Process	Term 1 - Objectives (Year ahead)		x			SIA Director of Schools
	Term 3 - Review of Achievements against				x	

	Objectives					
Principal's Report		Termly	x	x	x	The Principal
Risk Map		Annually			x	The Principal
School Business Plan and Budget	Including income / expenses and capital structure of The School	Annually			x	The Director of Business Services / The Principal
School Development Plan	New School Development Plan published	Every three years				The Principal
	Updates - As part of The Principal's Report	Termly	x	x	x	The Principal
	Updated version published incorporating amendments	Annually	x			The Principal
School Policies	Review three School Policies every meeting	Termly	x	x	x	The Principal
Staffing	Senior Staff Succession Planning	Annually		x		The Principal
	Advice on Principal appointment procedure	As appropriate				The Chairman
	Advice on Grievance, Capability, Disciplinary policies	As appropriate				The Principal / The Director of Business Services

x*	Hong Kong only in T2
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4.1. Advisory Role:

The BoG has an advisory role to play in the operation of The School. It can advise The School, The Executive Board and The Principal across the range of the educational, pastoral and wider-curriculum provision as identified in The Framework.

4.1.1. Advice from The BoG is offered in good faith and without liability. The School and The Executive Board shall consider such advice in the best interests of The School.

4.1.2. Neither individual members of The BoG nor the The BoG collectively has liability - financial or otherwise - for the advice offered or for

- any action or decisions taken on or as a result of the advice (See clause 6.10);
- 4.1.3. Neither individual members of The BoG nor the The BoG collectively has executive authority to insist that any advice must be acted upon.
 - 4.2. Presenting Advice:
The BoG will present advice to The School, The Executive Board and The Principal in the form of written Minutes and Notes to formally constituted meetings with recommendations for action and persons or bodies responsible for taking action clearly identified.
 - 4.3. Response to Advice:
 - 4.3.1. Where specific advice is offered and upon due consideration by The School and its Executive Board, is not taken up or is modified substantially, The School and / or The Executive Board will inform The BoG in writing to The Chairman of the BoG within reasonable time, citing both the rationale and any relevant information where appropriate to justify the decision.
 - 4.3.2. Response to advice will be tabled for discussion as Matters Arising at the next BoG meeting.
 - 4.4. Respect for The Chairman of the BoG:
 - 4.4.1. The Chairman will pay attention to all points of view expressed and also exercise leadership by staying in charge of a meeting. She/he must clarify and conciliate on the spot and still remain in authority, whilst moving the proceedings onwards. All matters raised in BoG Meetings should be raised through The Chairman in order to give due order, to defuse any conflict or personal attack. Governors must accept that at meetings only one person speaks at a time, on one issue, and no-one speaks while The Chairman is speaking.
 - 4.5. Brevity: Governors should ensure that all contributions to meetings are succinct and relevant.
 - 4.6. Good order:
 - 4.6.1. the BoG can only act effectively if all its members are prepared to respect each other's views, even when differences arise, and to act with courtesy at all times.
 - 4.6.2. BoG Meetings shall, under the guidance of The Chairman, remain focused on the agenda as presented and free from distractions;
 - 4.6.3. Mobile phone and other electronic communications devices shall not be used during the course of meetings except in exceptional emergency circumstances.

5. **Effective Partnership between The BoG, The Executive Board and The Principal**

- 5.1. These Rules seek to create the framework for an effective partnership between The BoG and The Executive Board and The Principal.
- 5.2. To ensure such an effective partnership, it is essential for the BoG to:
 - 5.2.1. have defined an advisory role to The Executive Board, through its publication of its Rules to The Executive Board, that is clearly understood by all Governors and staff, and, where appropriate, parents and students;
 - 5.2.2. give The Principal status commensurate with being a school leader with substantial delegated authority.
- 5.3. The Executive Board will keep The BoG informed and involved as appropriate.

6. **The Role of The BoG**

- 6.1. The BoG has a general role in advising The School in accordance with its objectives and with regard to high standards of educational achievement for The School and job satisfaction for staff in an equal opportunities environment and may request information and data held by The School as pertinent to The Framework to enable it to fulfil this role.
- 6.2. No Member of The BoG is entitled to receive payment for his / her work as a Governor other than reasonable travel and accommodation expenses in connection with attending meetings of The BoG. Nevertheless, The School may commission individual Governors with the authority of The Executive Board, to undertake project-based consultancy work on behalf of The School with reasonable expenses payable.
- 6.3. The BoG has an essential function in advising The School on its strategic development and will provide guidance and views on The School Development Plan drafted by The Principal upon consent from The Executive Board for release.
- 6.4. It has a role in evaluating progress across the full range of the educational provision but does not have any direct inspectorial / accreditation role.
- 6.5. It has a role in advising on the process of the search for The Principal when vacancies arise as laid out in the Rules of The Executive Board.
- 6.6. It has a role in advising on educational, pastoral, business and wider-curriculum policy development and implementation in the areas identified in The Framework.

- 6.7. It has a role in advising on Health and Safety and Security and, if reasonably requested by the Shrewsbury Governors, will request The Executive Board from time to time, at The School's expense, a health and safety and security audit undertaken by an independent reputable organisation.
- 6.8. It may have a role in approving the use of the Name and Arms in connection with The School from time to time. Such approval must include the affirmative vote of the Shrewsbury Governors.
- 6.9. It is not involved in day-to-day supervision of The School's operation.
- 6.10. In accordance with Clause 9 of the Framework Agreement appropriate insurance shall be procured for the protection of members of The Board of Governors.

7. The Role of The Chairman

- 7.1. The Chairman of the Executive Board and the Governors nominated from SSE are jointly responsible for proposing to the BoG suitable persons from amongst the Governors to act as Chairman and Vice-Chairman. Upon appointment, The Chairman and The Vice-Chairman, only in the capacity of The Chairman, becomes independent.
- 7.2. The following process will apply:
 - 7.2.1. A written nomination each for The Chairman and The Vice-Chairman (proposed and seconded by two serving Governors) will be submitted to The Secretary at least 48 hours in advance of the BoG meeting at which the appointment of The Chairman and The Vice-Chairman will be decided. The written acceptance of the nominees must also be provided.
 - 7.2.1.1. Each written acceptance shall count as one vote in favour of that nominee but that same nominee shall not be permitted to vote on his or her appointment.
 - 7.2.2. There will be a secret ballot even for a single nomination and the nominee(s) present will leave the meeting during this process. The Secretary will oversee the election of The Chairman and The Vice-Chairman and count the votes. Voting in favour of a candidate will be registered by writing down the chosen candidate's name on a slip provided by The Secretary to each of the Governors eligible to vote. The return of a blank slip will not count as a vote for or against any nominee. If there is more than one nominee, the candidate with the most votes in favour will be elected. A single

- nomination must secure a simple majority of all the Governors present.
- 7.2.3. If there is a tie, each candidate will be allowed to address the remaining Governors about his/her nomination and a further vote will be taken. This process will be repeated until a nominee polls a majority of the votes in favour.
 - 7.2.4. There will be no voting by proxy (or in writing) to The Secretary but a nominee may be absent from the meeting, provided an apology has been given to The Secretary to the BoG and a reason given. Where there is a tie, nominees not present will be excluded as candidates from the procedure.
- 7.3. Casual vacancy: In the event of a casual vacancy occurring in the office of The Chairman, the same procedure as outlined above will apply.
 - 7.4. Absence of The Chairman: The lead role at any meeting of the BoG shall be taken by The Chairman. In his / her absence, The Vice-Chairman shall act in the capacity of The Chairman at the meeting during such absence.
 - 7.5. The Chairman has the responsibility to:
 - 7.5.1. approve the agenda and ensure that the business of The BoG is conducted properly, in accordance with these Rules;
 - 7.5.2. ensure that meetings are run effectively, focusing on priorities and making the best use of time available, and ensuring that all attendees have equal opportunities to participate in discussion and giving advice;
 - 7.5.3. establish and foster an effective relationship with The School, the Executive Board and The Principal based on trust and mutual respect for each other's roles;
 - 7.5.4. ensure that The BoG acts as a sounding board to The School and provides advice on strategic direction.
 - 7.6. Media Statements:
 - 7.6.1. The Chairman will be responsible for making any comment to the media about governance matters having consulted as appropriate.

8. The Secretary to The BoG

- 8.1. There shall be a Secretary appointed by The BoG, who shall not be a Governor or The Principal.
- 8.2. Where The Secretary to The BoG fails to attend any of its meetings, The Chairman shall appoint one of the attending Governors, (excluding The Chairman and Vice-Chairman), to act as The Secretary for the purposes of

that meeting. This is without prejudice to that person's position as Governor.

- 8.3. The duties of The Secretary to The BoG shall include:
 - 8.3.1. convening meetings of The BoG;
 - 8.3.2. agreeing the Agenda with The Chairman and the Principal beforehand;
 - 8.3.3. giving each Governor and the Executive Board written notice of a meeting, a copy of the agenda and any papers to be considered at the meeting, at least seven days before the meeting;
 - 8.3.4. attending meetings and ensuring minutes are taken and distributed;
 - 8.3.5. maintaining a register of attendance and reporting this to The BoG;
 - 8.3.6. overseeing the selection process for The Chairman / Vice-Chairman;
 - 8.3.7. overseeing the voting in any special meeting of The BoG;
 - 8.3.8. ensuring that the reporting timeframe as set out in The Framework of Governance in Clause 3 is adhered to;
 - 8.3.9. overseeing the renewal processes for Governors whose three year terms are about to expire.

9. **The Composition of The BoG**

- 9.1. The BoG shall comprise up to 14 Governors all of whom shall be entitled to vote unless otherwise stated.
- 9.2. There will be up to twelve appointees from The Chairman of Executive Board of which:
 - 9.2.1. one will be the Licensee Representative; and
 - 9.2.2. up to three may be serving members of The Executive Board.
- 9.3. There will be two appointees from SSE both of whom will be serving Governors at SSUK;
 - 9.3.1.1. No alternates are allowed.
- 9.4. The Principal, The Director of Business Services and The Secretary shall attend meetings as ex officio attendees unless decided otherwise by The Chairman, and shall not have voting rights.
- 9.5. The period of tenure for a Governor is 3 years renewable except for Governors nominated by SSUK
- 9.6. Composition of the first BoG shall be minuted at the first meeting and any subsequent changes to the composition minuted at the meeting following the change.

10. **Resignation and Removal and Suspension of Governors**

- 10.1. Resignation: Any Governor may at any time resign from her/his office by notifying The Secretary in writing to this effect.
- 10.2. Procedure for the removal of The Chairman:
 - 10.2.1. The Secretary, on receipt of a written request from a Governor will call a special meeting of The BoG.
 - 10.2.2. The agenda which includes the matter as a specific item will be circulated by The Secretary to members of The BoG at least seven working days in advance of the special meeting.
 - 10.2.3. The Governor(s) proposing the removal must state their reasons for doing so at the meeting.
 - 10.2.4. The Chairman must be given the opportunity to make a statement at the meeting in response.
 - 10.2.5. The Chairman shall withdraw from the meeting and The BoG will then vote on the proposal to remove him or her from office.
 - 10.2.6. The Secretary shall oversee the voting process.
 - 10.2.7. Voting will be registered by writing down for or against the proposal on a slip provided by The Secretary to each of the Governors eligible to vote at the special meeting.
 - 10.2.8. A simple majority of votes cast is required for the proposal to succeed.
- 10.3. Procedure for the removal of a Governor who is not The Chairman (ie including The Vice-Chairman):
 - 10.3.1. The Chairman of The Executive Board may, with due cause, remove any Governor appointed by him.
 - 10.3.2. SSE may, with due cause, remove any Governor appointed by it.
 - 10.3.3. In normal circumstances, due cause will relate to a material or persistent failure to adhere to the Duties of a Governor and / or the Code of Conduct for Governors.
- 10.4. Circumstances for the suspension of a Governor:
 - 10.4.1. The BoG can decide to suspend a Governor for a period up to six months if the Governor:
 - 10.4.1.1. is paid to work at The School and is the subject of disciplinary proceedings in relation to his/her employment;
or
 - 10.4.1.2. is the subject of any court or tribunal proceedings, the outcome of which may be that he / she is disqualified from continuing to hold office as a Governor; or

- 10.4.1.3. has acted in a way that is inconsistent with The School's ethos; or
 - 10.4.1.4. has brought or is likely to bring The School or The BoG into disrepute; or
 - 10.4.1.5. is in breach of his / her duties as identified in Duties of a Governor and / or the Code of Conduct for Governors.
- 10.5. Procedure for the suspension of a Governor:
- 10.5.1. The Secretary, on receipt of a written request from a Governor will call a special meeting of The BoG.
 - 10.5.2. The agenda which includes the matter as a specific item together with supporting information concerning the proposal will be circulated by The Secretary to members of The BoG at least seven working days in advance of the special meeting.
 - 10.5.3. The Governor(s) proposing the removal must state their reasons for doing so at the meeting.
 - 10.5.4. The Governor for which the proposal concerns must be given the opportunity to make a statement to the meeting in response;
 - 10.5.5. The Governor for which the proposal concerns shall withdraw from the meeting and The BoG will then vote on the proposal to suspend him or her from office.
 - 10.5.6. Upon expiry of the suspension period, The Secretary will call a special meeting of The BoG to review the circumstances of the suspension. The Chairman will decide whether to re-instate, extend the suspension or remove the Governor concerned.
- 10.6. A Governor that is serving a period of suspension must continue to receive notices, agendas, reports and papers for all meetings of The BoG and is exempt from the Lapsing Rule.
- 10.7. The Lapsing Rule: a Governor who does not attend four consecutive BoG meetings will be deemed to have lapsed and be disqualified from continuing to hold office.
- 10.7.1. At the beginning of each meeting The Secretary will announce the apologies for absence that he or she has received.
 - 10.7.2. The Secretary will inform any Governor who is absent from two meetings in writing that the Lapsing Rule has started.
 - 10.7.3. The Lapsing Rule applies to all Governors.

11. Meetings of The BoG

- 11.1. Frequency:

- 11.1.1. The BoG shall hold at least three meetings in every school year two of which must be held in Bangkok;
- 11.2. Convening Meetings: A meeting of The BoG will be convened by The Secretary but she/he shall comply with any direction in the matter:
 - 11.2.1. given by The BoG at a previous meeting; and / or
 - 11.2.2. given by The Chairman or, in her/his absence, The Vice-Chairman of The BoG.
- 11.3. Understanding the international nature of The BoG, The Secretary will seek to provide an annual diary of meetings for the Academic Year ahead by 1 January of the preceding year.
- 11.4. The Secretary shall convene a meeting upon the written request of any three Governors, giving all Governors at least 7 weeks' notice unless The Chairman decides to shorten the period.
- 11.5. Quorum: The quorum of a BoG meeting shall be four voting Governors of which one must be a Governor appointed by SSE and two must be voting Governors appointed by The Chairman of The Executive Board.
- 11.6. The convening of a meeting and its proceedings shall not be invalidated by reason of any individual not having received written notice of the meeting or a copy of the agenda.
 - 11.6.1. If the number of voting Governors assembled at the start of a meeting of The BoG does not constitute a quorum, the meeting shall not be held.
 - 11.6.2. The Chairman of The Executive Board and SSE may waive the requirement to have their appointed Governor present; however, the quorum shall remain four.
- 11.7. During the course of a meeting of The BoG if it is so resolved or if the number of members present ceases to constitute a quorum the meeting shall be terminated.
- 11.8. If a meeting is not held or is terminated before all the proposed business had been conducted, a further meeting shall be convened as soon as is reasonably practicable. The Chairman will propose a date for the further meeting but in the absence of unanimous agreement Governors must be given at least 7 weeks' notice of such a meeting.
- 11.9. If it is so resolved, a meeting of The BoG shall stand adjourned until the time and date specified in the resolution for its resumption; and, in such case, The Secretary will endeavour to ensure that any member not present when the resolution was carried is informed of its terms.
- 11.10. The Agenda will be sent to members with the papers for The BoG meetings at least 7 working days before the meeting.

- 11.11. Standing Agenda Items for The BoG Meetings shall be determined by - but not limited to - The Framework of Governance and Any Other Business a Governor has raised in writing to The Secretary at least 3 days before the meeting.
- 11.12. The Principal shall advise The School on the compendium of appropriate policies which shall be kept up to date and regularly reviewed. The BoG will review not less than three policies at each meeting.
- 11.13. Papers/reports submitted to The BoG will be the main vehicle for giving Governors information.
- 11.14. In exceptional circumstances and where it is impractical to convene a meeting as declared by The Chairman, business of The BoG may be transacted by circulating papers amongst the Governors or by conducting a video or teleconference amongst the Governors. In such a forum, quorum and voting shall be as if at a regular meeting of The BoG.

12. **Proceedings of The BoG**

- 12.1. Voting: Any question coming or arising before the BoG shall be:
 - 12.1.1. put to a vote by The Chairman in meeting,
 - 12.1.2. decided by a majority show of hands of the Governors present and
 - 12.1.3. in the case of an equality of votes for and against, The Chairman shall have a second or casting vote.
- 12.2. Attendance by Non-Governors:
 - 12.2.1. The executive post-holders of Shrewsbury International Asia shall attend meetings of the BoG unless specifically mentioned otherwise by The Chairman.
 - 12.2.2. The invitation and attendance of other persons outside those in 12.2.1 and the members of the BoG and The Secretary shall be determined by The Chairman in consultation with The Vice-Chairman.
- 12.3. Protocol: Governors and other attendees (if allowed to contribute by The Chairman), shall make any remarks through The Chairman. The Chairman will ask members who want to contribute to do so by a show of hand and he or she will call members in the order he or she determines.

13. **Minutes and Agendas**

- 13.1. Minutes: Minutes of meetings of the BoG shall be drawn up and stored both electronically and in hard copy by The Secretary to the BoG and shall be signed as a true record at the next meeting by The Chairman.

- 13.2. Attendance: The names of the members of the BoG present at a meeting shall be recorded at the beginning of the minutes of the meeting. Apologies shall also be recorded and whether the BoG has accepted them. Where they are not acceptable or not given, The Secretary to the BoG will write to the Governor(s) concerned drawing their attention to the Lapsing Rule.
- 13.3. Inspection of Minutes: A copy of the following shall be made available by The Secretary to Governors and The Principal to inspect them:
 - 13.3.1. the agenda for every meeting of the BoG;
 - 13.3.2. the signed minutes of every such meeting; and
 - 13.3.3. any report, document or other paper considered at any such meeting.
- 13.4. There may be excluded from the documents any material relating to
 - 13.4.1. a named teacher or other person employed at, or proposed to be employed at, The School;
 - 13.4.2. a named student at, or candidate for admission to, The School; and
 - 13.4.3. any matter which by reason of its nature, the BoG is satisfied should be dealt with on a confidential basis.
- 13.5. The signed record of minutes shall be made available by the Governors nominated by SSE to the Governing Body of SSUK.
- 13.6. The minutes as presented to the Governing Body of SSUK will be treated as private and confidential to the meeting.
 - 13.6.1. The signed record of minutes of meetings of the BoG will be archived in perpetuity.

14. **Changes to the Rules of The BoG**

- 14.1. Changes to these Rules may be proposed at a meeting of The BoG.
- 14.2. Any changes must be approved by a simple majority by The BoG where at least one Governor appointed by SSE who is present at a meeting votes in favour of the proposal.
- 14.3. A Governor may object to a change voted on and approved at the same meeting to The Chairman if it disadvantages him or her and make representations to The Chairman. The Governor will then be allowed to explain his concerns relating to the change in the meeting and The BoG shall vote again to decide on the change. This second vote shall be final.
- 14.4. The Executive Board will be advised of any changes to the Rules of the BoG. Agreement to those changes will be assumed unless objections are made to the Secretary and are received within twenty one days.

15. **A Code of Conduct for Governors**

- 15.1. Allegiance to The School: Bearing in mind the corporate nature of The BoG, the need for a positive and effective partnership between The BoG, The Executive Board, and individual Governors shall:
 - 15.1.1. support the aims and objectives of The School and promote the interests of The School and its students in the wider community;
 - 15.1.2. work cooperatively with other Governors in the best interests of The School;
 - 15.1.3. acknowledge that differences of opinion may arise in discussion of issues but where a majority decision of The BoG prevails having followed the due process it should be supported;
 - 15.1.4. base views on matters before The BoG on an honest assessment of the available facts;
 - 15.1.5. give priority, as far as practical, to attend meetings of The BoG; and
 - 15.1.6. keep confidential the business of The BoG.
- 15.2. Authority: Governors acknowledge that they have no legal authority and
 - 15.2.1. must not, other than through The Chairman and with The BoG agreement, make statements or express opinions on behalf of The BoG; and
 - 15.2.2. must not use the position of Governor to benefit themselves or other parties.
- 15.3. Personal Conflicts of Interest: Governors shall declare openly and immediately any personal conflict of interest arising from a matter put before the Governors or for any other aspect of Governorship.
- 15.4. Governors shall take or seek opportunities to enhance their effectiveness through participation in training and development programmes and by increasing their knowledge of The School.
- 15.5. Governors should draw on their knowledge and experience to contribute to the meetings of The BoG.
- 15.6. Governors must not act individually in a matter that runs counter to the corporate responsibilities and/or advice provided by The BoG.

16. **Conclusion**

- 16.1. The Rules guide the work of The BoG and establish clearly its relationship with The School, The Executive Board and, where appropriate, the work of The Principal and the staff of The School.

- 16.2. The Rules may be reviewed from time to time and not less than on an annual basis at the last meeting of The BoG of the school year.
- 16.3. Status: Governors are reminded that nothing that is laid down in The Rules can override the law of the Kingdom of Thailand which will take precedence.

Appendices

1. Appendix 1: Governors' Information Pack

- 1.1. The Secretary to the BoG will supply each Governor, upon appointment, with the current Rules of the BoG and a copy of the Framework, Licence and Services Agreement.
- 1.2. The Secretary will draw particular attention to A Code of Conduct for Governors and The Duties of a Governor.

2. Appendix 2: Duties and Conduct of a Governor

- 2.1. When someone is appointed as a Governor he / she assumes an advisory role and a range of personal commitments. They can be broadly outlined as follows:
 - 2.1.1. A Governor is not an inspector;
 - 2.1.2. No Governor has any individual power or authority (except The Chairman and The Vice-Chairman under certain circumstances as stated in The Rules);
 - 2.1.3. Representation is vested corporately in the BoG as a whole;
 - 2.1.4. All Governors have equal status other than with regard to voting or non voting entitlements;
 - 2.1.5. Governors must subscribe to the principle of open governance;
 - 2.1.6. Governors nominated by SSE shall act in the best interests of The School but may also be required to consider the interests of SSUK which appoints them to the BoG. Governors nominated by SSUK shall be free to express the views of the Governing Body of SSUK. Should this give rise to a conflict of interest, they will declare this to The Chairman as a matter of good order.
 - 2.1.7. Governors should, when appropriate, make the BoG aware of the views and feelings of stakeholders in The School.
 - 2.1.8. Governors are involved in advising on the strategic direction of The School and must not interfere in its day to day operations;

- 2.1.9. Governors shall however, offer advice on the items identified in The Framework of Governance:
- 2.1.10. Governors have no automatic right of entry to The School;
- 2.2. Commitment:
 - 2.2.1. Being a Governor does involve offering time, energy and expertise to The School;
 - 2.2.2. Governors are not ciphers; they must be active and involved, attend regularly and share tasks;
 - 2.2.3. Governors must take every opportunity to get to know The School, and try to attend as many activities as possible;
 - 2.2.4. Governors must take responsibility for their own learning and development as governors, and should attend training whenever possible;
 - 2.2.5. Governors must read all paperwork and prepare properly for meetings.
- 2.3. Confidentiality:
 - 2.3.1. Governors must observe complete confidentiality on matters discussed by the BoG;
 - 2.3.2. Governors must not divulge information about members of staff or students outside the BoG;
 - 2.3.3. It is important that governors exercise discretion if a potentially contentious issue concerning The School arises outside the BoG;
 - 2.3.4. Governors must declare an interest if an item under discussion at any meeting of the BoG impinges or benefits on their personal, family or financial position and business interests;
 - 2.3.5. Matters discussed at Governors meetings are private to that meeting and must not be discussed other than in sub committee or where authorised by the BoG.
- 2.4. Conduct:
 - 2.4.1. Governors must work as a team at all times; and be loyal to collective advice offered;
 - 2.4.2. It follows that Governors will not speak out against majority decisions in public or private outside the BoG;
 - 2.4.3. Governors should not act on behalf of the BoG unless they have specifically approved authority to do so;
 - 2.4.4. When responding to or making criticism or complaints affecting The School, Governors must follow procedures as agreed with The Executive Board;

- 2.4.5. It is the duty of Governors always to be mindful of their responsibility to maintain and develop the ethos and reputation of The School;
- 2.4.6. It is incumbent on Governors to seek to develop working relationships with The Principal, staff, parents and students.

3. **Appendix 3: Duties of The Secretary to The BoG**

- 3.1. The Secretary acts as the company secretary to the BoG. The Secretary is responsible for:
 - 3.1.1. convening all meetings of The BoG
 - 3.1.2. preparing and presenting the agenda together with the appropriate accompanying papers to ensure that members are adequately informed of matters for their consideration, and minutes of meetings of the BoG;
 - 3.1.3. ensuring that all relevant persons are informed of the advice of the BoG and that those decisions are implemented;
 - 3.1.4. obtaining such information and maintaining such contacts both within and outside The School as the Governors may require;
 - 3.1.5. preparing and keeping up-to-date the Rules concerning the conduct of meetings for which she or he has a responsibility;
 - 3.1.6. acting as Returning Officer for Governor vacancies;
 - 3.1.7. keeping Governors informed of all matters which properly affect them;
 - 3.1.8. acting as archivist for relevant documentation;
 - 3.1.9. helping with the identification of Governor training needs and the organisation of such training; and
 - 3.1.10. undertaking such other duties relating to the BoG as The Chairman may reasonably require;
 - 3.1.11. In his / her capacity as Secretary to the Governors, he / she will be responsible to The Chairman;
 - 3.1.12. Drawing to the attention of The Chairman of the BoG the retirement or renewal dates of serving Governors.

4. **Appendix 4: Current Membership of The Board of Governors**

- 4.1. The membership of the BoG shall be as follows:

	Name	Date Appointed	Position	Governor Voting (V), Governor Non-Voting (NV), Attendee Non-Voting (NVA)	Appointing Body
1	Sir David Lees		Chairman Other	V	The Chairman of The Executive Board
2	Ms Sarah Canning-Jones		Vice Chair Other	V	The Chairman of The Executive Board
3	Mr Chali Sophonpanich		Chairman EB	V	The Chairman of The Executive Board
4	Ms Julie Sophonpanich		Other	V	The Chairman of The Executive Board
5	Mrs Suchada Leeswadtrakul		EB	V	The Chairman of The Executive Board
6	Dr Jirayuth Mahattanakul		EB	V	The Chairman of The Executive Board
7	Mr John Clark		SSE	V	SSE
8	Mrs Carla Howarth		SSE	V	SSE
9	Dr Kanokwan Wongwatanasin		Other	V	The Chairman of The Executive Board
10	Mr David Roberts		Other	V	The Chairman of The Executive Board
11	Khun Supawan Lamsam		Other	V	The Chairman of The Executive Board
12	Dr Parita Suaphan		Other	V	The Chairman of The Executive Board
Non-Governors who may attend					
	Mr Stephen Holroyd		SIA	NVA	The Chairman of The Executive Board
	Mr Jonathan Holterhoff		SIA	NVA	The Chairman of The Executive Board
	Mr Chris Seal		Principal	NVA	Ex-officio In Attendance
	Director of Business Services		Secretary	NVA	Ex-officio In Attendance

Appendix 5: Objectives of the Board of Governors

The Objectives of the Board of Governors, which should be reviewed annually, are :-

1. To provide advice to the Principal of the School and to The Executive Board.
2. To ensure that the Board of Governors is familiar with the up to date School Policy Compendium and to review three policies per term.
3. To review and comment on the Strategic Development Plan of the School and to provide advice on the medium to long term financial planning.
4. To discuss and raise questions on the papers provided to the Board of Governors by the Principal and other senior members of Staff. Inter alia these will cover academic issues and performance of The School in comparison to historical data, other "in-class" schools and other schools within the Shrewsbury group.
5. To request the Principal to provide papers covering issues of concern which are not normally provided to the Board of Governors as a matter of routine.
6. To discuss the levels and proposed increases in school fees and staff remuneration.
7. To monitor on a termly basis recruitment of students and leavers.
8. To review and comment on the budget for the School and on a termly basis the financial performance against budget.
9. To review and comment on the Risk Map of the School.
10. To review and comment on the Register of Complaints.
11. To receive reports on Health and Safety, Child Protection & Safeguarding, Learning, Teaching and Academic Progress - and other related issues.
12. To receive reports on any matters that might seriously damage the reputation of the School. For example, issues with members of staff.
13. To review the Parent and Staff and other surveys as appropriate.
14. To participate in the recruitment and appointment of any new Principal.
15. To the best of the Board of Governors' ability ensure good relations are maintained with Shrewsbury School in the UK.
16. To review annually the Board of Governors' own effectiveness to be led by The Chairman.