



G. The Board, in collaboration with the Administration, shall establish specific processes for planning and criteria for measuring achievement of the School's mission.

As part of the policy:

1. Annually the Board shall develop and/or review the School's long term plan and goals to realize the School's mission.
2. The Board shall ensure that an appropriate and regular risk management process is in place.
3. The Board and Director shall be evaluated annually.

2.1011 Articles of Association

The operation and authority of the Board are derived and guided by the Articles of Association of Nanjing International School.

2.1012 Recognition of the NIS School Board in Chinese Law

The Association of Nanjing International School exists under "Interim Measures on the Administration for Establishing Schools for Expatriate Children in China" of the State Education Commission of the People's Republic of China, promulgated in April 1995 and amended in December 2010.

Chinese law does not recognise the school Board as legally responsible for Nanjing International School. Nevertheless, internally, the school is governed by the Board in accordance with the authorized scope of the NIS Articles of Association.

2.1013 Legal Status of the School

Nanjing International School is by constitution a not-for-profit social organisation for foreigners. The Association of Nanjing International School exists under the "Interim Measures on the Administration for Establishing Schools for Expatriate Children in China" of the State Education Commission of the People's Republic of China, promulgated in April 1995 and amended in December 2010.

The School is pursuing recognition as a 'school' through a 'Formal Scheduling License' (Xue Li) on the basis of its accreditation by the National Council for Curriculum and Textbooks (NCCT).

NIS is recognised as a school by the Nanjing City Education Bureau, and by the Jiangsu Provincial Education Bureau, which issues its license, and acts as its authorising body.



2.1014 Legal Entity - The Legal Person for the School

Chinese law does not recognise the school Board as legally responsible for Nanjing International School. Consistent with Chinese law, one person must take legal responsibility for the school as its *legal person*. The Board delegates the Director of the school as its legal representative.

2.1015 Collective Board Liabilities and Chinese Law

The Director holds overall legal responsibility for any liability of the school, in Chinese law. Internally to the school, Board members and the Director share responsibility as a body for the school's liabilities, as per the NIS Articles of Association, as a body. Neither individual Board member, nor the Director, holds responsibility for the school's liabilities as private individuals. In the eyes of Chinese law, the director holds *ex officio* legal responsibility for the school's liabilities.

2.10161 Policy Formulation

The Board is responsible for setting policy. Policy is a broad statement of intent, which informs and directs practice within the school's operation. In setting policy, the Board is responsible to take due account of the perspectives of the broader school community, and to develop policy which is in the best interests of the school.

2.10162 Executive Authority of The Board

The Board acts with executive authority in all matters related to the employment, hiring and firing of the Director. The Director is the executive officer of the Board in all other matters related to the school.

2.10163 Adherence to NAIS Principles of Good Practice for Boards

The Board is expected to adhere to the NAIS Principles of Good Practice for Trustees, as published in the National Association of Independent Schools International Trustee Handbook (p6~16, David Chojnacki 2007).

These are as follows.

The board is the guardian of the school's mission. It is the board's responsibility to ensure that the mission is relevant and vital to the community it serves and to monitor the success of the school in fulfilling its mission. The following principles of good practice are set forth to provide a common perspective on the responsibilities of independent school boards. The board and the head work in partnership in fulfilling these principles.

1. The board adopts a clear statement of the school's mission, vision, and strategic goals and establishes policies and plans consistent with this statement.
2. The board reviews and maintains appropriate bylaws that conform to legal requirements, including duties of loyalty, obedience, and care.



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3. The board assures that the school and the board operate in compliance with applicable laws and regulations, minimizing exposure to legal action. The board creates a conflict-of-interest policy that is reviewed with, and signed by, individual trustees annually.
4. The board accepts accountability for both the financial stability and the financial future of the institution, engaging in strategic financial planning, assuming primary responsibility for the preservation of capital assets and endowments, overseeing operating budgets, and participating actively in fund raising.
5. The board selects, supports, nurtures, evaluates, and sets appropriate compensation for the head of school.
6. The board recognizes that its primary work and focus are long-range and strategic.
7. The board undertakes formal strategic planning on a periodic basis, sets annual goals related to the plan, and conducts annual written evaluations for the school, the head of school, and the board itself.
8. The board keeps full and accurate records of its meetings, committees, and policies and communicates its decisions widely, while keeping its deliberations confidential.
9. Board composition reflects the strategic expertise, resources, and perspectives (past, present, future) needed to achieve the mission and strategic objectives of the school.
10. The board works to ensure all its members are actively involved in the work of the board and its committees.
11. As leader of the school community, the board engages proactively with the head of school in cultivating and maintaining good relations with school constituents as well as the broader community and exhibits best practices relevant to equity and justice.
12. The board is committed to a program of professional development that includes annual new-trustee orientation, ongoing trustee education and evaluation, and board-leadership succession planning.

2.10164 Board Governance Through Partnership – Lines of Authority

The Board works in partnership with the Director. The Board accepts and supports the authority of the Director in implementing policy set by the Board. The Board supports the head by being aware of the appropriate channels for voicing concerns, and routes for resolution through those channels concerns expressed by community members, before bringing them to the attention of the Board.



2.10165 Formulation of Administrative Regulations

Administrative regulations or *procedures* are practical guidelines which enable policy set by the Board to be implemented in practice, in the institution. The Board delegates to the Director responsibility for developing and promulgating such procedures, which are reviewed by the senior management team of the school, and approved by the Director.

2.10166 Director's Evaluation

The Board and the Director will agree a format and procedure for annual professional evaluation. The evaluation is carried out by the Governance Committee and the Director collaboratively, and is then submitted to the full Board for approval. The purpose of the evaluation is to assist the Director in pursuing professional improvement, and in identifying performance goals.

2.1017 Accountability to the Membership of the Association

The Board is accountable to the Membership of the Association of Nanjing International School. The Articles of Association must provide for annual meetings at which the budgets for the foregoing and forthcoming year are presented. Members of the Association may call special meetings at which the Board may be held accountable, according to the provisions for such meetings, detailed in the Articles of Association.

2.1018 Annual Review of the Articles of Association

The Articles of Association are reviewed annually by the Governance Committee, which makes proposals for changes and amendments to the Board. The Board may approve recommendation of such changes and amendments to the membership of the Association, at the annual meeting of the Association of Nanjing International School.

2.1021 Individual Board Member Authority

Individual Board members have no authority to act. The Board as a whole only has authority to act. Individual Board members may not act or speak on behalf of the Board, without prior authorisation by a quorate Board decision.

2.1022 Individual Board Member Liability

The Board is collectively liable through the Director, as the school's legal person, for its actions. Individual Board members cannot be held individually liable for the actions of the Board.



2.10231 The Policy and Procedures Manual

Board members are expected to read and to become familiar with the Policy and Procedures manual of the school. Board members are expected to act at all times in compliance with this document.

2.10232 Adherence to Principles of Good Practice for Board Members

Board members are expected to adhere to the NAIS Principles of Good Practice for Independent School Trustees, as published in the National Association of Independent Schools International Trustee Handbook (p9~18, David Chojnacki 2007). This is with the clear exception of Principle #10, which refers to the expectation to give financially to the school, or to fund raise.

The following principles of good practice are set forth to provide a common perspective on the responsibilities of individual members of independent school boards.

1. A trustee actively supports and promotes the school's mission, vision, strategic goals, and policy positions.
2. A trustee is knowledgeable about the school's mission and goals, including its commitment to equity and justice, and represents them appropriately and accurately within the community.
3. A trustee stays fully informed about current operations and issues by attending meetings regularly, coming to meetings well prepared, and participating fully in all matters.
4. The board sets policy and focuses on long range and strategic issues. An individual trustee does not become involved directly in specific management, personnel, or curricular issues.
5. A trustee takes care to separate the interests of the school from the specific needs of a particular child or constituency.
6. A trustee accepts and supports board decisions. Once a decision has been made, the board speaks with one voice.
7. A trustee keeps all board deliberations confidential.
8. A trustee guards against conflict of interest whether personal or business related.
9. A trustee has the responsibility to support the school and its head and to demonstrate that support within the community.
10. Authority is vested in the board as a whole. A trustee who learns of an issue of importance to the school has the obligation to bring it to the head of school, or to the board chair, and must refrain from responding to the situation individually.
11. A trustee contributes to the development program of the school, including strategic planning for development, financial support, and active involvement in annual and capital giving.
12. Each trustee, not just the treasurer and finance committee, has fiduciary responsibility to the school for sound financial management.



2.10233 Board Member Financial Support of and Giving to the School

NIS is a private international school. Board members are not expected to contribute to the school by offering financial support, or by giving to the school.

2.1024 Participating in Board Member Orientation

Board members are expected to participate in Board orientation and education initiatives as and when required.

2.1031 Qualifications of Board Members

Board members are expected to have sufficient command of the English language to enable them to participate effectively in all aspects of the Board's work.

Board members are selected according to the stipulations of the NIS Articles of Association. Generally speaking, Board members should be members of the school community.

2.1032 Representative Function of Board Members

Board members represent the best interests of the school. They do not represent a constituency within the school community – Board members have no way of knowing which members of the Association elected them to office.

Board members bring their own perspective to decision making, but in making decisions, are expected to consider not what their own section of the community would prefer, but rather what decision serves the school best.

2.1033 Collective Board Responsibility

Board members are responsible for publicly upholding the decisions of the Board, whether or not they are in personal agreement with those decisions.

2.1034 Confidentiality of Board Business

Board members shall respect the confidentiality of Board deliberations, and that of certain issues related to individual members of the school community. Board members shall sign annually a confidentiality agreement to this effect.



2.1035 Standards of Good Practice

The following standards guide good practice for Board Members:

Be guided in decision making by the best interests of the school.

Become familiar with the policy of the school.

Understand and respect the roles of the Board as delivering governance, and the Director as delivering management.

Avoid micromanagement.

Support and nurture the Director.

Meet only in formal Board and committee session, to discuss matters related to the work of the Board and of the school.

Observe transparency in interaction with other Board members, and with members of the broader school community.

Respect, and promote respect among the community, the structures of the school for raising and handling concerns.

Place value in interaction with other Board members on those issues identified collectively in the November 2003 Governance through Partnership workshop:

Communication

Openness

Trust

Respect

Listening

Flexibility/Adaptability

Fair

Sense of Humor

Accepting

Integrity



NIS Board Ground Rules

As a professional Board we agree to:

- Be honest and frank in our discussions
- Be open minded and leave our opinions, personal agendas and egos 'at the door'
- Be respectful and courteous to each other as colleagues
- Trust each other and be tolerant and flexible in seeking consensus
- Keep to the agenda at all meetings
- Be professional by being:
 - Informed in debate of issues (that is – argue from a basis of fact)
 - Punctual
 - Inquiring
 - Active listeners to all points of view
- Always provide notice of agenda items and provide full documentation well in advance of meetings
- Not use 'surprise' in any Board meetings or processes
- Honour our role and responsibilities as Board members by:
 - Attending all Board meetings
 - Maintaining confidentiality as defined by our Confidentiality Agreement
 - Accept that failure to maintain these standards may lead to dismissal from the Board
- Accept corporate responsibility for Board decisions made after open discussion
- Establish and maintain professional levels of documentation and communication by:
 - Producing detailed meeting minutes that describe the process of decision-making
 - Increasing the transparency of the Board's operations in order to raise its profile and 'demystify' its role
- Accept and abide by the different roles of the Board and the Director and school management.
- Maintain a consistent response to personal approaches by members of the community.
 - That is to:
 - Refer issues to the correct person (teacher, Program Coordinator, Principal or Director as required)
 - Refer issues to the Board Chair if appropriate
- Keep our roles in perspective, to be enriched by the experience and to maintain a sense of humour



2.10361 General Conflict of Interest

Conflict of interest describes any circumstance in which a Board member's decision or perspective may be influenced by an interest other than that of the school. Such an interest may be personal, professional or commercial. It may be directly related to the Board member, or indirectly, through a friend or acquaintance. It may be deliberate or unintended.

In any given case, the Board will decide whether or not a conflict of interest is substantial, and if it warrants any special measures. These measures may require the member to refrain from voting and/or discussions on a particular matter, or requesting his/her resignation.

2.10362 Parent/Guardian Board Members

Parent/Guardian Board members should submit items for discussion related to their children's educational programme through the appropriate committee, before the matter is brought to the Board. Parent/Guardian Board members should not use the Board as a forum for airing concerns affecting their own children, their programmes, or their teachers. Rather, the appropriate internal structures for addressing concerns should be used, as for all other parents/guardians.

2.10363 Business Conflicts of Interest

Board members should conduct no business with the school, without prior permission of the full Board.

When the Board discusses Board members' approved business interests in the school, the Board members concerned are required to withdraw from discussion, deliberation and voting.

2.10364 Board Decision to Employ a Board Member

If the Board decides that a Board member shall be employed by the school, that Board member may be required to resign permanently from the Board.

2.10365 Staff Board Member Role: Conflict of Interest

The staff board member is required to be recused from all board-related business where there is a potential conflict of interest, as is the case for every Board Member. It is the responsibility of the Board Chair to instigate this process.

Additionally, the staff board member is required to be recused from any discussion or decision related to the NIS Director's personal business, or professional performance.

The staff board member may not participate in the Governance Committee of the Board.



2.1037 Procedure: Board Entertainment and Travel Expenses

Introduction

Board members are unpaid volunteers who contribute their time and expertise free of charge to the NIS community. In carrying out approved representative duties, Board Members may claim entertainment and travel expenses, under the NIS Entertainment and Principal's Travel Budgets. Usual advance approvals should be obtained for such purposes.

Representative duties

1. Entertaining official visitors to the school
2. Attending functions in the capacity of Board Member, with normal approval
3. Attending Board and Board committee meetings at which food and refreshments are not provided by a third party

Additional Expenses

Additional entertainment expenses will be paid from NIS funds for attendance at non-representative functions as follows:

1. Annual Board/Teacher dinner
2. Welcome dinners for new staff and their families arriving mid-academic year
3. Annual Board dinner

No travel allowance is payable for attendance at non-representative functions.

Exclusions

1. Costs for leaving parties, dinners and gifts for Board Members or NIS employees are not paid from NIS funds to Board members.
2. Costs of no other Board and school social events, except those listed here, are paid from NIS school funds to Board members.



2.1037 Procedure: Board Member Remuneration

Introduction

Board members serve as unpaid volunteers, consistent with the non-profit status of the School.

Expenses Claims

Board members are entitled to claim travel, subsistence and 4 star or lesser standard accommodation expenses incurred out of pocket in the course of carrying out approved official duties on behalf of the School, on provision of receipts to the Board Treasurer and Director.

Third Party Duplication of Expense Provision

Nanjing International School expects that Board members will not claim expenses incurred in carrying out approved activities if these are already provided by a third party. Board members are individually responsible for adhering to this principle of no duplication of benefits in making claims.

Entertainment Expenses

With the exception of the Director, Board members may not claim entertainment expenses.

2.1037 Remuneration and Reimbursement of Board Members

Board members will receive no salary or other remuneration for carrying out their duties. Board members may be reimbursed for out of pocket expenses incurred through carrying out approved Board business. Attendance at Board and committee meetings, and at training and orientation sessions, is regarded as Board business.

Board meetings and training sessions will be catered if appropriate, at the school's expense, and the Director shall ensure budget is reserved for this purpose.

2.1038 Non-discrimination

The Board does not discriminate against individual members on the basis of their marital status, gender, nationality, religion, ethnicity, sexual orientation or age. Board members have the right to conduct their private lives, in so far as their private lives do not harm others, nor bring the school into disrepute, without impact on their position on the Board.



2.1041 Procedure: Board Operational Aims

Consistent with the Articles of Association, the Board seeks to achieve the following operational aims.

1. Establishing and maintaining approved operating and financial budget plans within the framework of the mission statement of the school.
2. Establishing and maintaining reliable and adequate structures for accountability of the school's officers and employees.
3. Establishing and maintaining effective communication with the wider Association of the NIS.
4. Promoting continuing development of the School's provision, in the interest of ever better quality education for the students in the School.
5. Promoting internationalism among the school's constituents.
6. Evaluating regularly progress made in all the above, against related statements in the School's Mission Statement, Aims, and Articles of Association.

2.1041 Purpose of the Board

The Board exists in order to govern the school with transparency, on behalf of the members of the Association of Nanjing International School.

In governing, it has two central functions:

Ensuring the quality of education offered (evaluation).

Securing the continuation of the school (strategic planning).

2.1042 Governance Through Partnership

The Board governs in partnership with the Director. Both parties are mutually responsible to approach decision making in an appropriate manner, recognising the range of involvement possible in reaching different kinds of decisions.

Board members respect the independence of the Director in taking non-controversial operational decisions, and in handling concerns raised by the community.

The Director recognises the responsibility of the Board to be involved in issues related to strategic development and policy.

Both parties recognise that between these poles there exists a range of decisions which can only be made through partnership.



2.1043 Stewardship of the Institution of Nanjing International School

The Board holds as its goal to ensure the continuation of the institution of Nanjing International School. In all matters, the Board bases its actions and decisions on the central principle of its responsibility as steward of our institution, before all other considerations.

2.2011 New Board Member Orientation

Orientation of new Board members shall be carried out within six weeks of election or cooption to the Board. The Director shall carry out orientation into the operation and curriculum of the school. The Governance Committee shall carry out orientation into the responsibilities and roles of the individual Board member, and of the Board as a body. Particular attention shall be given to issues of ethical behaviour.

2.2012 Board Education

Board education shall include the opportunity for the Board to evaluate its performance, and to address and resolve issues which affect it. This education may be carried out in-house. An externally led workshop will take place as and when required and shall be conducted by a qualified trainer or consultant.

2.2013 Board Chair Orientation and Development

The Governance Committee shall carry out orientation of the Board Chair, with the assistance of the Director.

2.2021 Remuneration and Reimbursement of Board Members

Refer to Policy 2.1037.

2.2031 Submission of Resignation

Board members have a responsibility to serve out their term of election. They are discouraged from resigning their position, in all but exceptional circumstances.

In such circumstances, Board members should submit a letter of resignation to the Board chair, explaining their reasons for resigning.

2.2032 Acceptance of Resignation

Resignations are accepted in written form, by reply from the NIS Chair. In the case that the NIS Chair is not available, the Vice Chair may perform this role following consultation with the Chair.



2.2033 Publication of Resignation

Resignations are published in regular communication media targeting the NIS community. Resignation information is written only by the Board Chair or Acting Chair. Resignation information for the Board Chair is written by the Director, and the text of the message is approved by the full Board.

2.2041 Conduct of Board Members and Right to Privacy

Board members are expected to conduct themselves in ways which befit holders of public office, when acting officially as Board members. In the context of our close community in Nanjing, Board members should not feel inhibited to enjoy a normal social life in public, because they hold office on the Board. Board members should avoid bringing the school into disrepute through their behaviour.

2.2042 Removal of Board Members

Board members may be removed from the Board if they are shown to be in breach of Board ethics, or have brought the school into disrepute.

The Board chair may require a resignation of a Board member in the above two circumstances, if this request is validated by a unanimous decision of the other Board members.

In this case, the removal of the Board member will be communicated to the community in the usual way, using the phrase “discontinuation of the relationship between this Board member and the Board”.

2.20511 Responsibility for Organisation of Annual Elections

The Governance Committee is responsible for organising the annual elections for the Board. The committee may require the Director to assist in making practical arrangements for the elections to take place.

2.20512 Advertisement of Board Vacancies

Tenure-end vacancies are published simultaneously to publication of the Board Election date.

2.20513 Annual Election Date

The date of the annual election is set by agreement with the Board. This date must be before June 1st of any school year, according to the Articles of Association.

2.20514 Candidate Information for the Electorate

The list of election candidates and their personal statements are published to the electorate at least one week prior to the election date.



2.20515 Administration of Elections

Administration of the elections is overseen by the election officer appointed by the Governance Committee. Practical arrangements are made for the elections by the Director, or by any other entity designated to do so by the Governance Committee. The election officer ensures that the election is carried out by secret ballot, oversees counting the votes cast, ensures secure storage of ballot papers and other relevant election materials, and publishes the election result to the community.

2.20516 Transparency of Election Process

The election officer shall ensure fair and transparent practice in organisation and reporting of the Board elections.

2.20517 Run-off Election

In the event of a tied election, the place or places shall be subject to a run-off election involving those tied for the one remaining place on the Board. Run-off elections shall be conducted within one week of the first election taking place. The Governance Committee shall arrange for an election officer to supervise run-off elections, to the same standard as regular Board elections.

2.20518 Publication of Election Result

The election result shall be published to the NIS community no later than five working days following the end of polling, by the returning officer.

2.20519 Archiving Election Material

Election material, sealed under the supervision of the returning officer, shall be archived for a period of ten years, on school premises. Archives may be opened only with the permission of the Governance Committee.

2.20521 Co-opting Replacement Board Members

The Board may, by unanimous Board decision, co-opt up to three members without election, for the purpose only of replacing existing Board members who resign their seats, subject to the following conditions:

1. Co-opted members must first be drawn from non-elected candidates in the most recent Board election, in descending order, starting with the unsuccessful candidate who received the most votes.
2. Co-opted members will stand for office at the next annual Board election.
3. The Board may not co-opt voting Board members additionally to the prescribed number stated in the Articles of Association.
4. In any one tenure year (August 1st to July 31st) no more than three members may be co-opted. Further Board vacancies must be filled by the normal election procedures.



2.20522 Electing Replacement Board Members

The Board may choose by unanimous agreement to hold elections, following normal Board election procedures, to replace members who resign their seats.

2.3011 The Board Chair

The Board Chair serves as the leader of the Board, and has responsibility for chairing Board discussion. The Board chair is selected by the members of the Board. The Board chair will vote only in the case of deadlock, at Board meetings.

The Chair of the Board or his or her authorized representative acts on behalf of the Board in all public matters relating to local government officials and the parent/guardian and the international community.

The Board Chair liaises regularly with the Director on matters concerning the school.

2.3012 The Board Vice Chair

The Vice Chair shall deputise for the Chair in all cases of absence. The Vice Chair shall act as Board Secretary, discharging guardianship of documentation related to the Association, and the Board.

2.3013 The Board Treasurer

The Treasurer shall report to and advise the Board on all matters financial, related to Nanjing International School. The Treasurer oversees, in collaboration with the Board Chair, the financial control of Nanjing International School by the Director.

The treasurer is the chair of the Finance Committee. The treasurer collaborates with the Director in overseeing the financial operation of the school, and leads long-term financial strategic planning.

2.3014 Other Officers

The Board shall appoint other officers at its leisure, as it sees fit. Such officers hold office on an *ad hoc* basis. Establishment of further officers on a permanent basis is subject to ratification by the Annual Meeting of the Association of Nanjing International School, as this constitutes an amendment to the Articles of Association.

2.3021 Purpose and Authority of Committees

Committees exist in order to recommend policy to the Board, by deliberating on the pertinent issues, and carrying out appropriate consultation.

Committees help the Board to make informed decisions, but may not make decisions themselves. All committee members are equal, and all members may vote on proposed recommendations to the Board.



2.3022 Responsibilities of Committee Chairs

Committee chairs lead the committee. They recommend committee goals for the year to the Board.

Committee chairs prepare the agenda and documents for committee meetings, and set the time and date of those meetings.

They ensure orderly conduct of meetings, and enable full and thorough discussion to take place.

Committee chairs prepare meeting summaries and frame motions for the Board's consideration.

2.3023 Frequency and Conduct of Committee Meetings

Committees meet as needed. At the first committee meeting of each year, goals for the year are identified for recommendation to the Board. Committee meetings are conducted in an orderly fashion, consistent with the spirit of Roberts Rules of Order, when it proves necessary to introduce an agreed standard for conducting business.

2.3024 Committee Composition

Committees must contain a minimum of three members, of whom at least two must be current Board members. The Director is an ex-officio member of all standing committees. All committees are chaired by a Board member.

In establishing committee membership and in carrying out Committee work, with regard to selection of Committee Members derived from the Board, and to selection of co-opted members, the Board Chair will ensure that due levels of consultation and participation are employed, to assist committees in making decisions which are valid to the NIS constituency.

2.3025 Feedback to Board by Committees

Committees meet only in official session. Committee chairs are responsible to report to the Board in written form on the committee's recent activity. Agenda and minutes of committee meetings are stored and archived by the school.



2.30261 The Governance Committee' Purpose

The Governance Committee oversees strategic planning, policy review and development, works to assure the continuation of the Board, oversees Board elections and the Annual Meeting of the Association, and makes policy recommendations to the Board on ethical issues.

It reviews and recommends development of the school's strategic plan.

It ensures adequate provision of orientation for new Board members, and provides for continuing Board member education.

It reviews and recommends amendments via the Board to the Association, of the Articles of Association.

It reviews and recommends policy on the School and its Goals, and the School Board.

It carries out the Director's annual evaluation, and handles initially all personnel matters related to the Director.

The Governance Committee shall be chaired by a Board member.

2.30262 The Purpose of the Finance Committee

The Finance Committee is responsible for advising the Board on all matters related to finance. It is central to planning and ensuring the sound financial operation of the school. Its specific purpose is to make recommendations to this effect.

In so doing, the Finance Committee reviews monthly financial reports produced by the school administration, approves the annual audit, and contributes long-term financial planning goals to the formulation of the strategic plan.

2.303 Advisory Committees to the Board

The Board may create advisory committees, termed *ad hoc* committees. The Board may establish *ad hoc* committees at its pleasure. *Ad hoc* committees are sub-committees of Standing Committees. *Ad hoc* committees may report directly to the full Board, at the pleasure of the Board.

2.304 Board's Legal Counsel

The Board shall appoint and retain legal counsel, at its pleasure, according to the needs of the school as recommended by the Director.



2.3051 Governance Through Partnership

The basis of the relationship between the Board and the Director is trust. The Board trusts the Director to make recommendations to it which are based on his or her judgment of what is best for the school. The Director respects the responsibility of the Board to take into account his or her recommendations, and to balance those against the Board's own perceptions of the issue under consideration.

The outcome of interaction between the Director and the Board should be a partnership which facilitates effective and wise governance of the school. In this partnership, both parties share and develop a mutual vision for the school, and work together to implement it. Each party demands truth and objectivity from the other, in all matters related to their work.

2.3052 Responsibilities of the Director

Consistent with the *International Trustee Handbook, p108 by David Chojnacki (NAIS 2007)*, the NIS Director's responsibilities follow the guidelines below:

- *The head (Director) is the professional, institutional and educational leader of the school, and he or she is authorized to oversee all administration...*
- *The head works with the staff to implement Board policies.*
- *The head has complete authority for faculty, staff, and student selection, evaluation, and dismissal.*
- *The head keeps the Board informed about decisions in all these areas.*
- *The head is responsible with the financial officer, if any, and the treasurer of the Board for development and monitoring of the school's resources.*

2.3053 Board Involvement in the School's Operation

Board members are expected to adhere to the NAIS Principles of Good Practice for Independent School Trustees, as published in the National Association of Independent Schools International Trustee Handbook, (David Chojnacki 2007). p 115-120.

Consistent with this the NIS Board's responsibilities follow the guidelines below:

An individual trustee does not become involved in specific management, personnel or curriculum issues...

Once the individual's thoughts are shared with the head, their resolution should be referred to the proper committee...

The same concept should underlie all admission, evaluation and dismissal decisions, concerning either students or staff.



2.3054 Supporting the Director

Board members are expected to adhere to the NAIS Principles of Good Practice for Independent School Trustees, as published in the National Association of Independent Schools International Trustee Handbook (David Chojnacki 2007). p 117-118.

Consistent with the NIS Board's responsibilities follow the guidelines below:

A trustee has the responsibility to support the head and to demonstrate that support within the community.

When trustees have concerns about...policy with which he has fundamental disagreement, the trustee should express concerns privately to the head and/or chair and give public support across the Board.

2.3055 Board Member/Director Conflict Resolution

When unresolved conflict arises between Board Member and Director, it is the role of the Board Chair to facilitate a resolution. Board Chair may elect to involve the Governance Committee.

2.3056 Resolving School-Related Issues - The Board Member's Role

Consistent with the International *Trustee Handbook*, p 14 by David Chojnacki (NAIS 2007), the NIS Board's responsibilities follow the guidelines below:

Authority is vested in the Board as a whole. A trustee who learns of an issue has the responsibility to bring it to the head of the school, or the Board chair, and must not deal with the situation individually.

2.306 Board Self-Evaluation

The Board shall evaluate its performance as a body, and that of its members as individuals, annually. This evaluation will normally form a part of the annual Board education programme.

2.4011 Chairing Style

Board meetings shall be chaired professionally, ensuring that all participants are afforded fair opportunity to air their views, in an objective and constructive way. The Board chair is empowered to intervene in discussion when fairness and objectivity become clouded. The Board chair shall chair meetings with the primary aim of achieving consensus decisions. When this is not possible, and a vote is necessitated or requested, the Board chair will only vote in the case of deadlock.



2.4012 Rules of Order

Board meetings are conducted in the spirit of Roberts Rules of Order. When necessary, the Board shall refer to *Robert's Rules in Plain English* as guide to good practice and orderly conduct of meetings. The guiding ethos of all Board meetings is good sense, fairness and the Standards of Good Practice Ground Rules agreed to and detailed in Policy **2.1035 Standards of Good Practice**

2.4013 Quorum

Quorum for Board meeting decisions is a majority of elected members.

2.4014 Guests Contributing to Board Meetings

The Board may invite guests to Board meetings, in order to inform discussion. Such guests may take part fully in discussion, may simply make a case on an issue they wish to bring to the Board's attention, or may simply act as silent witness to discussion of an issue.

Under no circumstances may a guest witness, or take part in voting on any decision.

2.402 Frequency of Board Meetings

The Board meets on a regular basis throughout the academic year but no less than once every two months.

2.403 Preparation and Notification for Board Meetings

The date of the next Board meeting shall normally be set at the latest at the previous meeting.

Board members shall be supplied with the Board meeting package of information no less than two days prior to the date of the meeting.

Board members are expected to have read all information supplied before the meeting in question.

All voting and non-voting members of the Board must be informed of the date, time, agenda and information pertaining to any Board meeting and the Board meeting must be quorate, in order for its outcome to have legitimacy.



2.404 Agenda For Board Meetings

Agenda items for Board meetings should normally be submitted seven days before the date of the meeting in question. The Board chair may allow, at his or her discretion, the inclusion of late items, where this is deemed necessary.

The agenda shall be communicated to Board members at least two days before the meeting date, along with the Board meeting information package.

All Board meeting agenda items are included only with the approval of the Board chair.

2.405 Minutes For Board Meetings

Minutes for Board meetings are written on an outcome basis only: the decision is recorded, but the deliberation is not.

Minutes shall be published to the community within seven days of minutes being approved. The community includes parents/guardians and employees of the school.

Details of voting shall not be recorded as part of the minutes. When Board members so request, the details of a vote may be recorded and stored as a confidential record only.

2.4061 Annual Organisation Meeting

The second Board meeting of any school year shall be the forum in which the goals for the year are proposed, committee membership finalised, and briefs for committees are agreed.

2.4062 Regular Meetings

Regular Board meetings take place at least six times per year. Notification and meeting information is sent to all Board members, voting and non-voting, in accordance with NIS policy.

2.4063 Special Board Meetings

Special Board meetings may be called through the Board chair. Such meetings are in response to unexpected single or multiple events, which require a policy decision to be made.

In all cases, normal procedures regarding meeting information, notification of date and time, agenda and minutes should be adhered to as closely as the situation allows.

All Board members must be informed of such meetings, and invited to attend.

2.4064 Open Board Meetings

The Board does not hold open Board meetings.



2.4065 Executive Sessions

The Board does not operate in executive session.

2.407 Board Member Meeting Attendance

Board members are expected to attend all board meetings and meetings of all committees to which they belong. When a board member is unable to attend three Board or Committee meetings consecutively, the Board Chair will call into question the ability of the Board Member concerned to fulfill his or her duties. Following consultation with the board member concerned, the Board Chair may recommend to the board discontinuation of Board membership for that individual, should circumstances justify that step. The decision on such recommendations is subject to a majority vote of a quorate board meeting.

2.408 Board Member Communication Expectations

Effective communication by all board members is an expectation. Board members have the responsibility in particular to give timely information to meeting organisers about attendance, to submit in advance apologies for meetings they are unable to attend, and to review and respond in a timely fashion to meeting organisers with confirmation of and/or suggested amendments to minutes of meetings they have attended.

2.409 Procedures for Board Hearings

Board hearings shall take place only when an issue of disagreement has failed to be resolved by all other structures available for this purpose.

In such hearings, the following guidelines pertain:

1. The Board shall first ascertain that all regular means of conflict resolution have been previously tried and failed, in the case in question.
2. The parties in disagreement are invited by the Board Chair or Vice Chair if the Board Chair is involved, to submit in writing a statement of their disagreement, and the reasons for it.
3. The parties concerned are given three days from issue of invitation, to submit their statements to the Board.
4. The Board shall meet in quorate form to review the statements from the parties concerned within ten days of issue of invitation.
5. Following directly on from that review, complainants shall be invited to attend separately a hearing meeting, at which Board members may ask questions of those complainants, related only to the written submission.
6. The Board shall issue a judgment on the matter within two days of the hearing taking place.
7. The Board's judgment on the matter shall be final.



2.5011 Ownership of Handbooks

Handbooks developed by Nanjing International School are the property of the school. However, the Handbooks are open to public inspection, and may be used by other institutions to assist them in developing their policies, with the permission of the Director.

2.5012 Consultation

Handbooks are developed through review of handbooks proposals by committees, under all normal circumstances. In all cases, appropriate consultation must be carried out before the Board is asked to decide upon a handbook proposal. It is expected that the Director should recommend the majority of first drafts to the appropriate committee.

2.5013 Review

In any one year following completion of the NIS Handbooks, two sections out of ten will be selected for review. The schedule for the handbooks review is recommended to the Board by the Governance Committee.

2.5021 Handbooks Codification System

The Handbooks is classified according to the Council of International Schools recommendations for Handbooks codification.

2.5022 Handbooks Proposal Adoption

Handbooks proposals are adopted by majority vote of a Board meeting, when the Board is satisfied that adequate review and consultation has taken place. The Director shall ensure that the Handbooks is updated appropriately.

2.503 Board Review of Administrative Procedures

The Board may request a review of administrative procedures (or internal regulations) whenever it sees fit to do so.

It is anticipated that review of administrative procedures shall be carried out by the school administration, in the light of new handbooks being adopted, and in the light of scheduled handbook review, carried out by the Board. Administrative procedures are the responsibility of the school administration, putting into practice the policy decisions taken by the Board.



Nanjing International School
Board Governance Handbook
Part II

2.5041 Handbook Review Cycle

All policies should be periodically reviewed. In any one year, the Board aims to review two sections of its Handbooks in order that Handbooks are up to date, appropriate and relevant to the current practices of the school. The Governance Committee sets the timetable for this review process and the Handbook Review Schedule forms a procedure in the School Handbooks.

2.505 Administration in Policy Absence

In the absence of policy to guide action, the Director shall inform the Board chair of this situation, and shall compile a policy proposal. If immediate action is necessary, a special Board meeting shall be called to review and validate the policy proposal.

In extreme circumstances, when such a meeting is not feasible, the Director shall consult with the Board regarding the course of action to be taken, and a policy proposal shall be submitted for review and evaluation, at the earliest opportunity.