

1.101 School Licensing and Operation

The Nanjing International School (NIS) is a non-profit, non-sectarian, educational institution, registered 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 licensed by the Jiangsu Provincial Education Bureau, and keeps two original copies of this license on school premises.

As of January 2013 NIS is classified as a ‘Private Non-enterprise Entity’ (PNE).

1.102 School Ownership

The school and all its assets are the property of the Association of Nanjing International School.

1.103 Bylaws

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

1.104 Chinese Articles of Association

As required by Chinese law NIS has an official set of Articles of Association.

1.105 Annual Review of the Bylaws

The Bylaws 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 which are then presented to the membership of the Association, at the Annual General Meeting of the Association of Nanjing International School for approval.

1.106 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 designates the Director of the school as its legal representative. Her or his name appears on the school’s operating licence.

1.107 Supervisor

The NIS school lawyer shall act as the Supervisor as required by Chinese law.

1.108 Price Bureau Authorisation

Nanjing International School is registered with the price bureau where its school fees and other charges are approved.

2.101 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 for the school's liabilities, as per the NIS Bylaws, as a body. Neither an 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. The school holds liability insurance.

2.102 Powers of the Board

The Board has power to approve school policy, within the parameters of the Bylaws only. The Board oversees the finances through budget approval. The Board selects, supports and if necessary replaces the Director.

2.103 Representative Function of the NIS Board

The Board represents the best interests of the institution in its actions, deliberations and decisions. It is elected to do so by the mainly parent/guardian electorate of the membership of the Association of Nanjing International School. In discharging its duties, it relates to parents/guardians as a representative body which owes to them its judgment rather than its obedience.

2.104 Strategy Formulation

In developing the school's strategy, the Board shall ensure adequate opportunity for consultation with parents/guardians before final decisions are made regarding strategic targets.

2.201 School Board and Director Relationship

The Board sets policy. The Director implements policy. Thus, the Director is responsible for the daily operation of the school, and hiring and firing of staff, whereas the Board steers the strategic course of the school.

In practice, the Board and the Director must act in partnership, in recognition of the fact that there are many decisions which need to be taken in partnership, falling between the poles of policy decisions clearly to be taken only by the Board, and operational decisions to be taken only by the Director. Such a relationship is only viable on the basis of a foundation of mutual trust.

The Board supports the Director 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.

To this end, it is important that there is effective and transparent communication on the parts both of the Board and of the Director.

2.202 Director's Selection and Appointment

The Director is selected and appointed by the Board. In discharging this responsibility, the Board shall employ the assistance of a reputable international educational search agency. In

selecting appropriate candidates, the Board shall appoint a search committee comprising Board members, faculty members, and parents/guardians without a seat on the Board, to recommend a shortlist for the Board's consideration. The Board shall involve the community appropriately in interviewing candidates for this position. Short listed candidates will be invited to attend interview at the school, at the school's expense.

2.203 Director's Contract and Benefits

The contract and benefits of the Director shall be according to the package agreed by the Board. This package shall comprise a competitive incentive to lead NIS. This package shall take into account the experience and qualifications of the Director. The Director's contract shall be of no less than three years duration, and is renewable by mutual consent.

2.204 Evaluation of the Director

The Director shall receive a written evaluation annually:

A subcommittee consisting of 3 board members chaired by the Board Chair is formed at the beginning of the school year.

Director Goals are set at the start of the school year by the full Board.

The subcommittee meets with the Director in January for a goal check.

All Board members receive a survey that evaluates the Director against his goals.

The Director submits a written self-evaluation to the subcommittee.

The subcommittee meets with the Director to discuss all evidence– the appraisal is written on that basis. Evidence is gathered from a board survey, a parent survey, a staff survey and a Director self-evaluation.

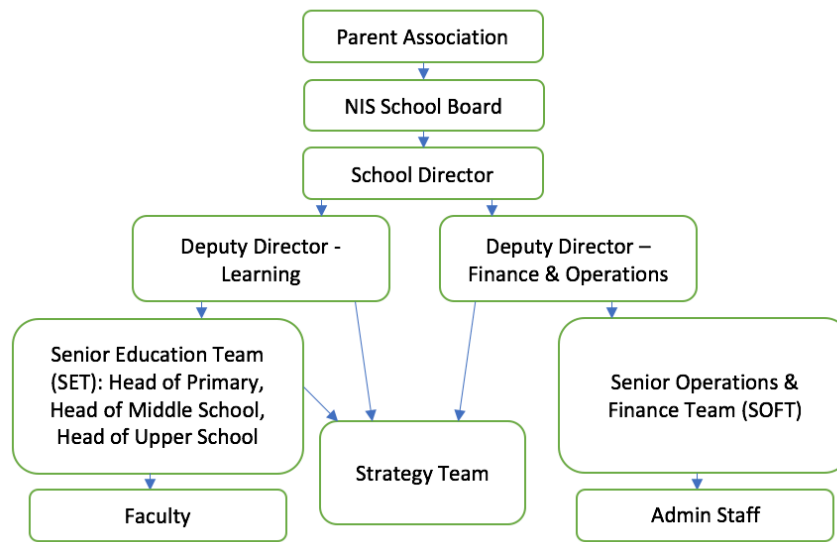
The written evaluation is presented at the final board meeting of the year to be ratified by Board decision.

2.205 Termination of Employment of the Director

Termination of the employment of the Director shall be in accordance with the contractual agreement between the school and the Director. Termination must be with agreement of all the voting members of the full Board.

3.101 Internal Organisation: Academic

The Director implements an internal academic organisational structure which effectively supports efficient delivery of school policy. This structure is derived in consultation with the Deputy Director - Learning, and is submitted to the Board for approval, before implementation. The chart below depicts the current overall organisational structure.



3.102 Education: The Senior Leadership Team

The SLT comprises the Director, the Deputy Director - Learning and Deputy Director - Finance and Operations.

3.201 Crisis Management

The Director shall ensure current Crisis Management procedures are in place at all times. Crisis management procedures must be reviewed annually.

3.202 Child Protection

The Director shall ensure current Child Protection procedures are in place at all times. Child Protection procedures must be reviewed annually.

3.301 Board Review of Administrative Procedures

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

3.302 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 some 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.

4.101 Director's Status Report

The Director shall submit a status report before each Board meeting, which gives an account of the activity in the school and its community since the last report was issued. The format of this report is prescribed by the Board. It is submitted at Board meetings for questions only – Board members are expected to have read the report before the Board meeting takes place.

4.102 Financial Statements

The Deputy Director – Finance and Operations oversees the preparation of full financial reports following reconciliation of accounts with the school’s bank statements, at the end of each calendar month. The financial information is condensed into a one-page format for the purpose of presentation to the Board. This format is prescribed by the Board.

All such condensed financial information must be supported by full accounting information using day journals generated by the school’s accounting software.

The full monthly financial report is reviewed by the Director and Deputy Director – Operations & Finance, and is presented with verbal commentary to the Chair and Finance Committee, prior to submission of the summary sheet to the Board. The finance committee should meet on average every two months, to review the financial information. In months when the Finance Committee does not meet, the information must be reviewed by the Finance Committee Chair.

4.103 Director’s Annual Report

The Director writes and publishes an annual report at the end of each calendar year. The reports are entitled ‘A Year at Nanjing International School’ and contain useful information and data about the previous calendar year. The report basically covers the second semester of one school academic year and the first semester of the following academic year. This makes the report relevant to the current school population.

4.104 Annual Audit Report (August – July)

The Finance Committee shall appoint a qualified auditing company to carry out an independent audit of the school’s financial operation, during August of each year.

The findings of this audit shall be presented in the form of an audit report. This report shall be submitted simultaneously to the Chair of the Finance Committee, Director, and Board Chair.

It will be presented to the Board for approval. It will be available to the NIS community at least ten days before the date of the Annual General Meeting.

4.105 Calendar Year Audit (January – December)

As a ‘Private Non-enterprise Entity’ NIS is required by Chinese law to do a calendar year financial audit.

5.101 Attendance Days for Students

Students normally attend school for 185 days per school year. On no given year will the number of contact days be less than 180. The NIS commitment to Learning Continuity ensures that students can attend school on our virtual platform if campus is closed.

5.102 Make Up Days

In the event of student contact days being lost through special or emergency closure when no virtual platform is available, the Board shall determine whether or not it is desirable to make up those lost days by amending the published calendar.

5.103 Attendance Days: Last Day Before Winter and Summer Vacations

In order to facilitate travel home at these times of year, for NIS families, school closes at 11.30am. Attendance on these days counts as one full day's attendance, for the purpose of student attendance records, and for the purpose of personnel attendance records, for faculty and teaching assistant personnel.

5.104 Establishing the Annual Calendar

The Board shall establish the calendar for each school year two full years in advance of the start of the year in question. This calendar shall comprise student contact days, scheduled vacations, required teacher in-service training days, and orientation days for new overseas staff.

5.105 Publishing the School Calendar

The school calendar for the coming year, including details of planned school events, shall be published by at least 10 working days before the final student contact day of the school year.

5.106 Changes to the School Calendar

Changes to the school calendar which involve rescheduling contact days must be approved by the Board. Changes to events scheduling are the responsibility of the school administration.

5.107 Schools and Training for Non-NIS Students (Dates and Times Allowed)

The Board may by special decision decide to allow the operation on NIS premises of schools and training initiatives. Scheduling of such initiatives is by prior agreement with the school administration, which shall take care to ensure that no disruption of the regular NIS educational programme, nor of its maintenance programme, shall take place.

Subject to these criteria, such initiatives may take place during evenings and at weekends, and during school vacations. They may not take place during regular operating hours, on regular scheduled school days.

5.108 Length of School Day (Regular Programme)

The school day takes place between 08.00 and 15.00 each weekday.

5.109 Length of School Day (Activities Programme)

The school day may be extended to allow for particular extra-curricular activities to take place. Students participate voluntarily in such activities. Staff participate in such activities beyond the regular school day by agreement.

5.110 Decision to Implement Emergency Closure

The decision to implement emergency closure shall be taken by the Crisis Management Team, which comprises the Director, both Deputy Directors and the Board Chair. Such closure is envisaged under circumstances where the school cannot be safely operated, and will be effected in extraordinary conditions only.

6.101 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.

6.102 Participating in Board Member Orientation

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

6.103 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 must hold a valid residency permit for China.

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

6.104 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.

6.105 Staff Membership of the Board

The teaching staff of Nanjing International School shall elect from its number a staff Board member. The staff Board member has full non-voting responsibilities as a Board member. The staff Board member represents the interests of the school community as a whole, and does not represent the constituency of the staff. The staff Board member brings to the Board's decision making the expertise and perspective of a staff member.

6.201 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.

6.202 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, publicly uphold the decisions of the Board, whether or not we are in personal agreement with those decisions.

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, Heads of Section 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.

6.203 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 behavior.

6.204 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.

6.205 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.

6.206 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.

6.301 New Board Member Orientation

Orientation of new Board members shall be carried out within six weeks of election, co-option or appointment 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 behavior.

6.302 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.

6.303 Board Chair Orientation and Development

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

6.304 Board Self-Evaluation

The Board shall evaluate its performance as a body annually.

6.401 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.

6.402 Acceptance of Resignation

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

6.403 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.

6.501 Election

The Governance Committee oversees annual elections.

6. 502 of Board Vacancies

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

6.503 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 Bylaws.

6.504 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.

6.505 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 online ballot, oversees counting the votes cast, ensures secure storage of ballot data and publishes the election result to the Governance Committee.

6.506 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.

6.507 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.

6.601 Board Officers

The Board shall appoint other officers than the Board Chair, Vice-Chair and Board Treasurer 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 General Meeting of the Association of Nanjing International School, as this constitutes an amendment to the Bylaws.

6.602 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.

6.603 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 enable full and thorough discussion to take place and ensure minutes are recorded.

Committee chairs present committee minutes and motions to the full Board.

6.604 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 take part in voting on any decision.

6.605 Non-voting Board Participant (NVBP) The Board may decide to regularly invite a Non-Voting Board Participant (NVBP) to attend Board meetings for the annual term. This shall allow for more diversity on the Board and for a smooth succession in case of an unexpected vacancy on the Board.

The NVBP may take part fully in Board meeting discussions. Under no circumstances may the NVBP take part in voting on any decision.

The NVBP shall neither be part of any Committee nor attend any Committee meetings.

6.606 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.

6.701 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. The Board Chair may elect to involve the Governance Committee.

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

Consistent with the *International Trustee Handbook (2nd Edition) p 118* by David Chojnacki and Richard M. Detwiler (NAIS 2019), the NIS Board Member's responsibilities follow the guidelines below:

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 the board chair, and must refrain from responding to the situation individually.

6.801 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.

6.802 Quorum

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

6.803 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.

6.804 Minutes of Board Meetings

Minutes of 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.

6.805 Open Board Meetings

The Board does not hold open Board meetings.

6.806 Executive Sessions

The Board does not operate in executive session.

6.901 Handbook for Board Members

This Handbook for Board Members is compiled by the Governance Committee. The Board Handbook comprises information on ethical and procedural matters which is of particularly

salient importance. It does not replace the need for Board Members to be familiar with the Bylaws and Strategic Policies.

6.902 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.

6.903 Review

The NIS Board Handbook should be reviewed by the Governance Committee annually.