

Constitution And Instrument Of Governance

Board of Governors



Doha College Board of Governors

Attn: Clerk to the Board of Governors

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As Amended and Restated by virtue of the Board Of Governors decision on 30th January 2023.

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DEFINITIONS

In this Constitution, the following words and expressions shall have the meanings herein assigned to them unless the context otherwise requires:

Applicable Law	This Constitution is governed by and shall be construed in accordance with the laws of the State of Qatar;
Board	The board of governors of Doha College;
Board Meeting	A duly convened, quorate meeting of the Board;
Board Members	All Governors, the British Embassy Representative and the Principal;
Board Quorum	As defined in Clause 6.4;
Board Resolution	A resolution of the Board. Board Resolutions (i) shall require one proposer and one seconder; (ii) with the exception of Emergency Board Resolutions, shall be proposed in a Board Meeting; and (iii) shall require approval as per Clauses 6.6 and 6.9.1, as applicable;
Board Sub-Committee	A sub-committee of the Board;
Board Sub-Committee Chair	The chairperson of a Board Sub-Committee;
Board Sub-Committee Meeting	A duly convened, quorate meeting of a Board Sub-Committee;
Board Sub-Committee Member	As defined in Clause 7.3.1;
Board Sub-Committee Quorum	As defined in Clause 7.5.1;
Board Sub-Committee Resolution	A resolution of a Board Sub-Committee;
Board Sub-Committee Vice-Chair	The vice-chairperson of a Board Sub-Committee;
Board Sub-Committee Voting Member	As defined in Clause 7.3.1;
British Embassy	The British Embassy in the State of Qatar;
British Embassy Representative	A representative of the British Embassy appointed to the Board by the British Embassy. The British Embassy Representative shall be an ex-officio, non-voting member of the Board, and shall serve a term as determined by the British Embassy;
Chair	The chairperson of the Board;
Chief Operating Officer	The duly appointed Chief Operating Officer of the College;
Clerk	The clerk of the Board;
College	Doha College, a British-curriculum primary and secondary school registered in the State of Qatar;
Confidential Board Meeting	As defined in Clause 6.8.1;

Confidential Board Sub-Committee Meeting	As defined in Clause 7.5.10;
Constitution	This Constitution and Instrument of Governance as it is amended from time to time in accordance with Article 11;
Dissolution Event	As defined in Clause 3.4.1;
Eligibility Criteria	As defined in Clause 4.1;
Eligible Proposer	In relation to proposing: <ul style="list-style-type: none"> a) The Chair and Vice-Chair, any two Governors; b) Governor-Elected Governors, any two of the Governors, Parents and / or Employees; c) Parent-Elected Governors, any two Parents except: <ul style="list-style-type: none"> i. A Parent who is an Employee, or is a direct family relative to either the applicant or the other proposer; or ii. A Parent who is formally in dispute with the College, with such dispute being established by way of evidence of written correspondence by either the Parent or the College, or their respective representatives, which reasonably indicates a dispute, disagreement or similar, or the engagement of lawyers by either party in relation to a matter between them. d) Staff Governors, any two Employees. Applicants may not propose their own application.
Eligible Voter	In relation to elections for: <ul style="list-style-type: none"> a) The Chair and Vice-Chair, any Governor; b) Governor-Elected Governors, any Governor; c) Parent-Elected Governors, any Parent; and d) Staff Governors, any Employee. Applicants may not vote for their own application.
Emergency Board Resolution	As defined in Clause 6.9.1;
Emergency Situation	A situation of immediate or imminent threat, danger, significant financial or reputational loss or other urgent circumstance where an expedited decision of the Board is required and following the normal decision-making process would not be appropriate;
Employee	A permanent, direct-hire employee of the College;
Extraordinary Board Meeting	A duly convened Board Meeting to consider Reserved Matters;

Extraordinary Board Resolution	A Board Resolution proposed at an Extraordinary Board Meeting;
Governor	A member of the Board with voting rights;
Governor-Elected Governor	A Governor elected by the Board, in accordance with Clause 4.2;
Governor Register	A register maintained by the Clerk of Governor appointment dates to the Board and any Board Sub-Committee(s), terms of governorship, attendance in Board Meetings and Board Sub-Committee Meetings, and any other Governor-level information deemed necessary for the efficient functioning of the Board and / or Board Sub-Committees;
Leadership Group	The duly appointed senior managers of the College;
Ordinary Board Meeting	Any Board Meeting other than an Extraordinary Board Meeting;
Ordinary Board Resolution	A Board Resolution proposed at an Ordinary Board Meeting;
Parent-Elected Governor	A Governor elected by the Parents, in accordance with Clause 4.2;
Parent	Means: <ul style="list-style-type: none"> a) a biological parent of a Student; b) a person who has legal custody or guardianship of a Student; or c) a person standing in loco parentis to a Student. <p>, but does not include a parent of a Student where another parent or person has legal custody or guardianship of the Student to the exclusion of that parent.</p>
Primary Objective	As defined in Clause 2.5;
Principal	The duly appointed head of the College;
Reserved Matters	Matters that shall require approval in an Extraordinary Board Meeting: <ul style="list-style-type: none"> a) Changes to the Constitution; b) Appointment and removal of the Chair; c) Appointment and removal of the Vice-Chair; d) Appointment and termination of the Clerk; e) Appointment and termination of the Principal; f) Approval or rejection of a recommendation by the Principal to appoint and / or terminate the Chief Operating Officer ; g) Extension of a Governor’s term as per Clause 4.4.2 for a one-off, non-recurring two-year period; h) Dissolution of the Board; and

	i) Dissolution of the College.
Staff Governor	A Governor elected by Employees, in accordance with Clause 4.2;
Student	A child registered as a student with the College;
Teacher	An Employee who is a member of the teaching staff of the College; and
Vice-Chair	The vice-chairperson of the Board.

1. OBJECT AND SCOPE OF THE CONSTITUTION

This Constitution shall constitute the primary instrument of governance of the College, and shall take precedence over all other College governance policies, procedures or practices.

2. THE COLLEGE

- 2.1. The College is a British-curriculum primary and secondary school registered in the State of Qatar;
- 2.2. The College operates under the sponsorship of the British Embassy, and remains independently managed. The College is governed by the Board, and run by a Principal and Leadership Group;
- 2.3. The College is a not-for-profit, fee-paying school;
- 2.4. English shall be the official language of the College, and the language of instruction; and
- 2.5. The primary objective of the College (“Primary Objective”) is to provide a world-class, internationally-recognised education in a safe learning environment for eligible children.

3. BOARD OF GOVERNORS

3.1. Role and Responsibilities

The Board shall be responsible for ensuring the Primary Objective is achieved which shall include, but not be limited to, the following:

- a) Principles: Defining, periodically reviewing, embodying and promoting the College’s guiding principles, including the vision, mission and core values;
- b) Strategy: Defining, periodically reviewing, ensuring the implementation by the Principal of, and measuring performance of the Principal against, the College’s strategic plans;
- c) Regulatory compliance: Knowing, understanding and ensuring the College’s compliance to Applicable Law;
- d) Policies and procedures: Ensuring the development by the Principal, periodically reviewing, approving, and ensuring the implementation by the Principal, of significant, operational policies and procedures including, but not limited to, safeguarding, health and safety, education, staff benefits and remuneration, training, equal opportunities and non-discrimination, and admissions;
- e) Delegation: Ensuring the proper delegation of management and operational functions to the Principal and reliance upon the advice and representations of the Principal on those matters;
- f) Financial and physical assets: Ensuring sufficient policies, procedures and personnel are deployed to ensure the protection, and efficient and accurate use, of financial and physical assets including, but not limited to,

ensuring the financial accounts are audited at least once every year by a reputable firm of international auditors;

- g) Principal: Appointing, managing and terminating the employment of the Principal;
- h) Clerk: Appointing, managing and terminating the employment of the Clerk;
- i) Advisory: Advising, giving expert opinion and feedback to the Principal and, as necessary, the Chief Operating Officer , on operational queries;
- j) Annual reporting: Reporting to the College community, at least once per academic year by way of written reports and / or face-to-face meetings. Such reports shall include information on the general management of the College and academic performance of its students, and a summary of the audited financial statements;
- k) Record-keeping: Ensuring the maintenance by the Clerk of proper records of the Board and Board Sub-Committees including, but not limited to, minutes of meetings, resolutions, and the Governor Register; and
- l) Other: Any other activity as approved by the Board.

3.2. Authority

3.2.1. The Board shall have all authority necessary to fulfill the Primary Objective including, but not limited to, full authority to:

- a) Appoint and remove the Chair and Vice-Chair;
- b) Appoint and remove a Board Sub-Committee Chair and Board Sub-Committee Vice-Chair;
- c) Employ and terminate the Principal and Clerk;
- d) Approve or reject the recommendation of the Principal to appoint and / or terminate the Chief Operating Officer ;
- e) Access all records and Employees of the College;
- f) Negotiate, execute or terminate agreements and contracts;
- g) Sign financial statements;
- h) Undertake any financial transaction including, but not limited to, negotiate, execute or terminate financial facilities including bank accounts, loans, letters of credit or liens, in any currency;
- i) Establish such Board Sub-Committees as it deems necessary and appropriate; and
- j) Delegate any such authority as it deems fit, from time to time.

3.2.2. Unless stated otherwise, the authority of the Board shall be exercised through the approval by simple majority (over 50% of the votes) of Ordinary Board Resolutions.

3.3. Composition

- 3.3.1. The Board shall consist of:
 - a) A minimum of five, and a maximum of eleven, Governor-Elected Governors;
 - b) A minimum of two, and a maximum of four, Parent-Elected Governors;
 - c) Three Staff Governors, with one a Teacher from the secondary school, one a Teacher from the primary school, and one an Employee who is not a Teacher;
 - d) The British Embassy Representative; and
 - e) The Principal.
- 3.3.2. No less than 60% of the Board shall be parents or guardians of College students; and
- 3.3.3. For the avoidance of doubt, the Principal and the British Embassy Representative shall be ex-officio Board Members without voting rights.

3.4. Dissolution of the Board

- 3.4.1. The Board may be dissolved in any of the following circumstances (“Dissolution Event”):
 - a) Upon closure of the College, for whatever reason, provided that it is reasonably apparent that such closure is permanent; or
 - b) Upon dissolution of the entity which is established for the purpose of operating the College and through which the College is actually operated.
- 3.4.2. Where a Dissolution Event occurs, or the process of such event commences, the Board shall remain constituted and continue to act for and in the interests of the College for the longest, reasonable period possible, taking all steps and doing all things reasonably necessary in relation to such Dissolution Event; and
- 3.4.3. Dissolution of the Board shall be a Reserved Matter.

4. GOVERNORS

4.1. Eligibility

Governors shall be required to satisfy the eligibility criteria (“Eligibility Criteria”) of this Clause 4.1:

- a) All Governors: Shall be a resident of the State of Qatar, be a person of good-standing, not be judged medically unfit to act as a Governor by a medical professional certified to practice in the State of Qatar, not be declared bankrupt or have applied for the benefit of the law for relief as an insolvent debtor, or be convicted of a criminal offence under any jurisdiction, all subject to the majority decision of three Governors, which number shall include the Chair, Vice-Chair and at least one Board Sub-Committee Chair

or, in the absence of either, but not both, of the Chair or Vice-Chair, at least two Board Sub-Committee Chairs;

- b) Governor-Elected Governors: Shall not be an Employee or, in the view of the Chair, have a conflict of interest in accepting and / or performing a governorship;
- c) Parent-Elected Governors: Shall be a Parent, not an Employee or, in the view of the Chair, have a conflict of interest in accepting and / or performing a governorship; and
- d) Staff Governor: Shall be an Employee who is not a member of the Leadership Group.

4.2. Notification, Nomination, Election and Appointment

- 4.2.1. Notice of a vacant governor-elected or parent-elected governorship shall be in the form of a written notice to all Governors, Parents and by way of notification on the College website. Notice of a Staff Governor vacancy shall be in the form of a notice to all employees of the College;
- 4.2.2. To be eligible, applicants must continuously fulfill the relevant Eligibility Criteria, and applications must:
 - a) Have two Eligible Proposers, with one as the proposer and the other as the seconder;
 - b) Have the consent of the applicant; and
 - c) Be completed and submitted before the stipulated deadline.
- 4.2.3. Governor-Elected Governor applicants shall be elected by the Board, with each relevant Eligible Voter casting no more than one vote per applicant. For the election of a Parent-Elected Governor, each relevant Eligible Voter will be entitled to only one vote per such election. Staff Governors shall be selected by a simple majority (over 50% of the votes) of relevant Eligible Voters.

4.3. Code of Conduct

Each Governor, promptly following election or re-election to the Board, and as a condition of the right to sit on the Board, attend Board Meetings or vote as a Governor, shall execute the code of conduct as approved by the Board from time to time.

4.4. Term

- 4.4.1. Subject to Clause 4.4.2, Governor-Elected Governors shall be appointed for a term of two years, which can be extended for a further two terms, that is for a maximum period of six years. Parent-Elected Governors and Staff Governors shall be appointed for a term of two years each. All such terms to commence from the date of appointment to the Board as a Governor; and

- 4.4.2. Under exceptional circumstances, the Board may extend the term of a Governor-Elected Governor for a one-off, non-recurring two-year period. Such an extension shall be a Reserved Matter.

4.5. Disqualification

- 4.5.1. A Governor shall be disqualified from continuing as a Governor if they no longer meet the Eligibility Criteria, or if they have failed to attend, without either an acceptable reason or duly notifying the Clerk and lodging their apologies, either three successive, duly notified Ordinary Board Meetings, or any Ordinary Board Meeting for a continuous period of six months; and
- 4.5.2. Such disqualified Governor can be removed in accordance with Clause 4.7.

4.6. Resignation

- 4.6.1. Any Governor may, at any time, resign by giving written notice to the Chair;
- 4.6.2. The Chair shall conduct an exit interview with such Governor;
- 4.6.3. Unless otherwise agreed by the Chair, such resignation shall become effective thirty calendar days following submission of such written notice;
- 4.6.4. The Chair shall request the Clerk to inform the Board of the resignation as soon as is practicable and, subject to the specific request of the resigning Governor, shall inform the Board of the reason, or reasons, for the resignation; and
- 4.6.5. For the avoidance of doubt, Governors shall maintain full membership of the Board during such resignation notice period.

4.7. Removal

- 4.7.1. The Board shall be authorised to strip Governors of their governorship;
- 4.7.2. Every reasonable effort should be exerted to facilitate the presence of Governors proposed to be removed at such Ordinary Board Meetings, and to afford Governors proposed to be removed the opportunity to make relevant representations including, but not limited to, a relevant statement regarding their proposed removal. For the avoidance of doubt, such presence and representations are not required for such meetings to be considered quorate and the decisions binding;
- 4.7.3. Governors stripped of their governorship shall be informed, in writing, of such action; and
- 4.7.4. Unless otherwise approved by the Chair, Governors shall be stripped of their governorship with immediate effect.

4.8. Liability and Governor Insurance

- 4.8.1. Governors shall not be liable, singularly or collectively, for any act, omission, debt or other liability of the Board or of the College or of its employees;
- 4.8.2. No Board Member, either individually or jointly, will have any liability for, or any obligations under, this Constitution, or for any claim based on the Board's activities as set out in Clauses 3.1 and 3.2; and
- 4.8.3. The College shall maintain adequate directors and officers liability insurance for all Board Members.

5. CHAIR AND VICE-CHAIR

5.1. Notification, Nomination, Election and Appointment

- 5.1.1. Notice of a vacancy of the Chair and / or Vice-Chair position shall be in the form of a written notice to all Governors;
- 5.1.2. To be eligible, applicants shall either be a Governor-Elected Governor or a Parent-Elected Governor, and applications must:
- Have two Eligible Proposers, with one as the proposer and the other as the seconder;
 - Have the consent of the applicant; and
 - Be completed and submitted before the stipulated deadline.
- Staff Governors shall not be eligible to serve as Chair or Vice-Chair; and
- 5.1.3. The election for the positions of Chair and Vice-Chair shall be Reserved Matters.

5.2. Term

The term of the Chair and Vice-Chair shall be for the remainder of such Governor's term, in accordance with Clause 4.4.

5.3. Role and Responsibilities

- 5.3.1. The Chair shall be responsible for ensuring the role and responsibilities of the Board, as per Clause 3.1, are fulfilled which shall include, but not be limited to, the following:
- Provide leadership and direction to the Board;
 - Ensure the orderly and efficient functioning of the Board;
 - Ensure all Governors have received appropriate and regular training, work as a team, understand their accountability, and contribute effectively to the running of the Board;
 - Lead the appointment and induction of new Governors;
 - Line manage the Principal and the Clerk;
 - Present the results of the annual Board self-appraisal; and
 - Any other activity as approved by the Board or required by the Constitution.
- 5.3.2. The Vice-Chair shall be responsible for supporting the Chair in fulfilling the responsibilities in Clause 5.3.1, providing advice to the Chair and, upon request, deputising for the Chair.

5.4. Authority

- 5.4.1. The Chair shall have all authority necessary to fulfill the role and responsibilities of the position, as per Clause 5.3, including, but not limited to, authority to:

- a) Represent the College;
- b) Chair Board Meetings;
- c) Make day-to-day, non-material, operational decisions necessary for the efficient functioning of the Board; and
- d) Cast the deciding vote where Board Resolutions have an equal number of votes in favour and against.

5.4.2. Upon request, in the absence of the Chair, or in the case of a vacancy in the position of Chair, the Vice-Chair shall assume such delegated authority of the Chair as is necessary for the period of such request, absence or vacancy.

5.5. Disqualification

5.5.1. The Chair and / or Vice-Chair shall be disqualified from continuing as the Chair and Vice-Chair respectively if they have failed to attend, without either an acceptable reason or duly notifying the Clerk and lodging their apologies, either two successive, duly notified Ordinary Board Meetings, or any Ordinary Board Meeting for a continuous period of three months; and

5.5.2. Such disqualified Chair and / or Vice-Chair can be removed in accordance with Clause 5.7.

5.6. Resignation

5.6.1. The Chair and / or Vice-Chair may, at any time, resign by giving written notice. The Chair shall submit their notice to the Vice-Chair, and the Vice-Chair shall submit their notice to the Chair;

5.6.2. An exit interview shall be conducted by the Chair in the case of the Vice-Chair resigning, or the Vice-Chair in the case of the Chair resigning;

5.6.3. For the strict purposes of Clauses 5.6.1 and 5.6.2, and if the position of Chair or Vice-Chair is vacant, the Clerk may perform the function of Chair or Vice-Chair and accept notice of resignation and / or conduct the exit interview of the Vice-Chair or Chair respectively;

5.6.4. Unless otherwise agreed by the Chair in the case of the Vice-Chair resigning, or the Vice-Chair in the case of the Chair resigning, such resignation shall become effective sixty calendar days following submission of such written notice;

5.6.5. The Chair in the case of the Vice-Chair resigning, or the Vice-Chair in the case of the Chair resigning, shall request the Clerk to inform the Board of the resignation as soon as is practicable and, subject to the specific request of the resigning Chair and / or Vice-Chair, shall inform the Board of the reason, or reasons, for the resignation; and

- 5.6.6. Resignation from the position of Chair or Vice-Chair shall not be deemed as resignation from the position of Governor, unless the resigning Chair or Vice-Chair request the same in their resignation notice, and in such cases the respective notice periods shall run concurrently.

5.7. Removal

- 5.7.1. Removal of the Chair and Vice-Chair shall be Reserved Matters;
- 5.7.2. Every reasonable effort should be exerted to facilitate the presence of the Chair or Vice-Chair proposed to be removed at such Extraordinary Board Meeting and to afford the Chair or Vice-Chair proposed to be removed the opportunity to make relevant representations including, but not limited to, a relevant statement regarding their proposed removal. For the avoidance of doubt and notwithstanding any other provision of this Constitution, such presence and representations are not required for such meeting to be considered quorate and the decision binding. The presence of the Chair in the case of the Vice-Chair being removed , or the Vice-Chair in the case of the Chair being removed, shall be required for such Extraordinary Board Meeting to be quorate;
- 5.7.3. The Chair or Vice-Chair stripped of their role as Chair or Vice-Chair respectively shall be informed in writing, citing the reasons, for such action;
- 5.7.4. Unless otherwise approved by the Chair in the case of the Vice-Chair being removed, or the Vice-Chair in the case of the Chair being removed, the Vice-Chair or Chair respectively being removed shall be stripped of their Vice-Chair or chair responsibilities and authority with immediate effect; and
- 5.7.5. Removal from the position of Chair or Vice-Chair shall not be deemed as removal from the position of Governor, unless the Board specifically approves such a removal.

6. BOARD MEETINGS

6.1. Frequency

- 6.1.1. The Board shall convene a minimum of one Ordinary Board Meeting per academic term; and
- 6.1.2. The Clerk shall issue a preliminary schedule of Ordinary Board Meetings for the academic year by email to all Board Members at the beginning of each such year.

6.2. Notice

- 6.2.1. Board Meetings shall be called by no less than three Governors which number shall include the Chair, Vice-Chair and at least one Board Sub-Committee Chair or, in the absence of either, but not both, of the Chair or Vice-Chair, at least two Board Sub-Committee Chairs;

- 6.2.2. The notice shall be issued by the Clerk in writing, distributed electronically, and include the date, time, location and agenda of the Board Meeting; and
- 6.2.3. The minimum notice period for Board Meetings shall be seven calendar days.

6.3. Agenda

- 6.3.1. The agenda shall be approved by the Chair;
- 6.3.2. Supporting material for the agenda including, but not limited to, reports and Board Resolutions, shall be sufficiently detailed to allow meaningful discussion and objective decision-making, and shall be made available to the Board no later than five calendar days prior to the Board Meeting; and
- 6.3.3. The Board shall only action those items that were on the agenda in the notice.

6.4. Quorum

- 6.4.1. Subject to Clause 8.5, the quorum ("Board Quorum") for
 - a) an Ordinary Board Meeting shall be over 50% of Governors,
 - b) an Extraordinary Board Meeting shall be 75% of Governorsas duly noted in the Governor Register on the day preceding such Ordinary Board Meeting or Extraordinary Board Meeting respectively, with the presence of the Chair, subject to Clauses 5.4.2 and 5.7.2, mandatory; and
- 6.4.2. Ex-officio Board Members in attendance for the Board Meeting shall not be included in the Board Quorum.

6.5. Attendance of Non-Members

The Chair may request the presence at any Board Meeting of members of the Leadership Group, Employees, external legal counsel, consultants, or advisors, or any individual who, in the opinion of the Chair, will contribute independent opinion and unbiased advice regarding the work of the Board and the issues on the agenda.

6.6. Voting

- 6.6.1. Each Governor shall have one vote per Board Resolution;
- 6.6.2. Ordinary Board Resolutions shall require a simple majority (over 50% of the votes) to be approved, and Extraordinary Board Resolutions shall require approval by at least 75% of Governors, in attendance;
- 6.6.3. Voting shall be by a show of hands or, at the request of at least one Governor and acceptance by the Chair, by secret balloting;
- 6.6.4. Voting by email is permitted under the following conditions:
 - a) The Board Resolution was on the agenda and discussed in a Board Meeting, and a decision was made by no less than 75% of voting Governors present that specific, minuted amendments shall

be made to the Board Resolution prior to the circulation of an amended Board Resolution for voting by email; and

- b) The Board Resolution is urgent and delaying a decision until the next duly notified Board Meeting would be impractical or inefficient.

For the avoidance of doubt, Governors not present in the Board Meeting where the original Board Resolution was tabled, specific, minuted amendments agreed and a decision made to circulate an amended Board Resolution for voting by email shall be fully entitled to vote on such amended Board Resolution; and

- 6.6.5. Governors are entitled to appoint another Governor as their proxy by written notice to the Clerk with a copy to the Chair.

6.7. Minutes

- 6.7.1. The Clerk shall be required to attend all Board Meetings;
- 6.7.2. Board Meetings shall be accurately minuted by the Clerk, and approved by the Board in a timely manner; and
- 6.7.3. A register of minutes shall be maintained by the Clerk, and made available to all Board Members.

6.8. Confidential Board Meetings

- 6.8.1. At the sole discretion of the Chair, the Principal and / or Staff Governors may be excluded from Board Meetings (“Confidential Board Meetings”); and
- 6.8.2. The agenda, Board Resolutions or minutes from Confidential Board Meetings shall not be shared or made accessible to the Principal and / or Staff Governors excluded, as applicable, except as expressly authorised by the Chair.

6.9. Emergency Situations

- 6.9.1. Under an Emergency Situation, a Board Resolution can be approved by a simple majority (over 50% of the votes) of no less than three Governors, which number shall include the Chair, Vice-Chair and at least one Board Sub-Committee Chair or, in the absence of either, but not both, of the Chair or Vice-Chair, at least two Board Sub-Committee Chairs (“Emergency Board Resolution”);
- 6.9.2. Subsequent to the request for an Emergency Board Resolution, the Chair shall, as soon as practicable, provide to the Clerk an interim report for immediate distribution to the Board. Such report shall include, as a minimum, details of:
 - a) The Emergency Situation;

- b) The Emergency Board Resolution raised;
 - c) Names of all Governors involved in the Emergency Board Resolution, and their individual votes;
and
 - d) The decision made.
- 6.9.3. A full report of the Emergency Situation shall be tabled at the next Board Meeting; and
- 6.9.4. Emergency Board Resolutions shall not include Reserved Matters.

7. BOARD SUB-COMMITTEES

7.1. Role and Responsibilities

- 7.1.1. The main role of Board Sub-Committees shall be to assist the Board in ensuring the Primary Objective is achieved which shall include, but not be limited to, the following:
- a) Assisting the Board and advising the Principal on the development of the College's guiding principles, strategic plans, and significant policies and procedures;
 - b) Periodically reviewing the adherence to and achievement of the College's guiding principles, strategic plans, and significant policies and procedures, by key operational functions, and providing advice to the Board and Principal on areas of best practice and opportunities for improvement;
 - c) Periodically reviewing and updating the Board of key operational functions' compliance to Applicable Law, and providing recommendations on areas of best practice and opportunities for improvement;
 - d) Assisting the Board in ensuring sufficient policies, procedures and personnel are deployed to ensure the protection, and efficient and accurate use, of financial and physical assets including, but not limited to, ensuring the financial accounts are audited at least once every year by a reputable firm of international auditors; and
 - e) Any other activity as approved by the Board.
- 7.1.2. Board Sub-Committees shall periodically submit to the Board written reports of material actions taken, College key operational functions that have been reviewed, observations noted, recommendations raised and actions resulting therefrom; and
- 7.1.3. Board Sub-Committees shall develop, periodically review and submit to the Board for approval, governance documents that shall include terms of reference consistent with this Article 7.

7.2. Authority

- 7.2.1. Board Sub-Committees shall have all such authority as is delegated to them by the Board and, for the avoidance of doubt, such authority shall necessarily include full authority to:
- a) Access all such College information and Employees that is relevant to the Board Sub-Committee's role and responsibilities as per Clause 7.1; and
 - b) Delegate any such of its authority as it deems fit, from time to time.
- 7.2.2. Unless stated otherwise, the authority of Board Sub-Committees shall be exercised through the approval by simple majority (over 50% of the votes) of Board Sub-Committee Resolutions.

7.3. Membership

- 7.3.1. Each Board Sub-Committee shall consist of a minimum of five Governors who are not Staff Governors ("Board Sub-Committee Voting Members"), and either the Principal or the nominated delegate of the Principal (collectively "Board Sub-Committee Members");
- 7.3.2. Notice of a vacancy in a Board Sub-Committee shall be in the form of a written notice issued by the Clerk to all Governors. Applicants may either nominate themselves or, if nominated by another Governor, confirm their acceptance of such nomination. Nominations shall require the approval of the Board Sub-Committee Chair for confirmation;
- 7.3.3. The term of the Board Sub-Committee Members shall be for the remainder of such Governor's term;
- 7.3.4. Board Sub-Committee Members shall be disqualified from continuing as a Board Sub-Committee Member if they have failed to attend, without either an acceptable reason or duly notifying the Clerk and lodging their apologies, either three successive, duly notified Board Sub-Committee Meetings, or any Board Sub-Committee Meeting for a continuous period of six months. Such disqualified Board Sub-Committee Member can be removed in accordance with Clause 7.3.6;
- 7.3.5. Any Board Sub-Committee Member may, at any time, resign by giving written notice to the Board Sub-Committee Chair. Unless otherwise agreed by the Board Sub-Committee Chair, such resignation shall become effective thirty calendar days following submission of such written notice. The Board Sub-Committee Chair shall request the Clerk to inform the Board Sub-Committee of the resignation as soon as is practicable; and
- 7.3.6. Authority to remove a Board Sub-Committee Member shall be reserved by the Chair. The Board Sub-Committee Member removed from the Board Sub-Committee shall be informed, in writing, of such action. Removal from a Board Sub-Committee shall not be deemed as removal from the Board.

Unless otherwise approved by the Chair, Governors removed from a Board Sub-Committee shall be removed with immediate effect.

7.4. Chair and Vice-Chair

7.4.1. Notice of a vacancy of the Board Sub-Committee Chair and / or Board Sub-Committee Vice-Chair position shall be in the form of a written notice to all Governors. To be eligible, candidates shall either be a Governor-Elected Governor or a Parent-Elected Governor. Staff Governors shall not be eligible to serve as Board Sub-Committee Chair or Board Sub-Committee Vice-Chair. The election for the positions of Board Sub-Committee Chair and Board Sub-Committee Vice-Chair shall be by simple majority (over 50% of the votes) in an Ordinary Board Meeting;

7.4.2. The term of the Board Sub-Committee Chair and Board Sub-Committee Vice-Chair shall be two years, renewable for a further two terms of two years each, for a maximum term of six years, all subject to the Governor's term as per Clause 4.4;

7.4.3. The Board Sub-Committee Chair shall be responsible for ensuring the role and responsibilities of the Board Sub-Committee, as per Clause 7.1, are fulfilled which shall include, but not be limited to, the following:

- a) Provide leadership and direction to the Board Sub-Committee;
- b) Ensure the orderly and efficient functioning of the Board Sub-Committee;
- c) Report regularly to the Board; and
- d) Any other activity as approved by the Board.

The Board Sub-Committee Vice-Chair shall be responsible for supporting the Board Sub-Committee Chair in fulfilling the responsibilities of this Clause 7.4.3, providing advice to the Board Sub-Committee Chair and, upon request, deputising for the Board Sub-Committee Chair;

7.4.4. The Board Sub-Committee Chair shall have all authority necessary to fulfill the role and responsibilities of such position, as per Clause 7.4.3, including, but not limited to, authority to:

- a) Chair Board Sub-Committee Meetings;
- b) Make day-to-day, non-material, operational decisions necessary for the efficient functioning of the Board Sub-Committee; and
- c) Cast the deciding vote where Board Sub-Committee Resolutions have an equal number of votes in favour and against.

Upon request, in the absence of the Board Sub-Committee Chair, or in the case of a vacancy in the position of Board Sub-Committee Chair, the Board Sub-Committee Vice-Chair shall assume such

delegated authority of the Board Sub-Committee Chair as is necessary for the period of such request, absence or vacancy;

- 7.4.5. The Board Sub-Committee Chair and / or Board Sub-Committee Vice-Chair shall be disqualified from continuing as the Board Sub-Committee Chair and Board Sub-Committee Vice-Chair respectively if they have failed to attend, without either an acceptable reason or duly notifying the Clerk and lodging their apologies, either two successive, duly notified Board Sub-Committee Meetings, or any Board Sub-Committee Meeting for a continuous period of three months. Such disqualified Board Sub-Committee Chair or Board Sub-Committee Vice-Chair can be removed in accordance with Clause 7.4.7;
- 7.4.6. The Board Sub-Committee Chair and / or Board Sub-Committee Vice-Chair may, at any time, resign by giving written notice to the Clerk. Unless otherwise agreed by the Chair, such resignation shall become effective thirty calendar days following submission of such written notice. Resignation from the position of Board Sub-Committee Chair or Board Sub-Committee Vice-Chair shall not be deemed as resignation from membership of the Board Sub-Committee, unless the resigning Board Sub-Committee Chair or Board Sub-Committee Vice-Chair request the same in their resignation notice. The Chair shall request the Clerk to inform the Board Sub-Committee of the resignation as soon as is practicable; and
- 7.4.7. Authority to remove the Board Sub-Committee Chair and Board Sub-Committee Vice-Chair shall be reserved by the Board. The Board Sub-Committee Chair or Board Sub-Committee Vice-Chair stripped of their role as Board Sub-Committee Chair or Board Sub-Committee Vice-Chair respectively shall be informed, in writing, of such action. Removal from the position of Board Sub-Committee Chair or Board Sub-Committee Vice-Chair shall not be deemed as removal from the position of Board Sub-Committee Member, unless the Board specifically approves such a removal.

7.5. Meeting Administration

- 7.5.1. Each Board Sub-Committee shall convene a minimum of one Board Sub-Committee Meeting per academic term. The Clerk shall issue a preliminary schedule of Board Sub-Committee Meetings for the academic year by email to all Governors as duly noted in the Governor Register on the day preceding such Board Sub-Committee Meeting, with the presence of the Board Sub-Committee Chair, subject to Clause 7.4.7, mandatory. Ex-officio Board Members and Employees in attendance for the Board Sub-Committee Meeting shall not be considered in the Board Sub-Committee Quorum;

- 7.5.2. The Board Sub-Committee Chair may request the presence at any Board Sub-Committee Meeting of members of the Leadership Group, Employees, external legal counsel, consultants, or advisors, or any individual who, in the opinion of the Board Sub-Committee Chair, will contribute independent opinion and unbiased advice regarding the work of the Board Sub-Committee and the issues on the agenda;
- 7.5.3. Notwithstanding Clause 7.5.1 and except as noted in Clause 7.5.10, the Principal, or the nominated delegate of the Principal, shall be required to attend all Board Sub-Committee Meetings;
- 7.5.4. The British Embassy Representative shall be entitled, but not obligated, to attend any Board Sub-Committee Meeting;
- 7.5.5. Each Board Sub-Committee Voting Member in attendance shall have one vote per Board Sub-Committee Resolution. Voting shall be by a show of hands or, at the request of at least one Board Sub-Committee Voting Member and acceptance by the Board Sub-Committee Chair, by secret balloting;
- 7.5.6. Voting by email is permitted under the following conditions:
- a) The Board Sub-Committee Resolution was on the agenda and discussed in a Board Sub-Committee Meeting, and a decision was made by no less than 75% of Board Sub-Committee Voting Members present that specific, minuted amendments shall be made to the Board Sub-Committee Resolution prior to the circulation of an amended Board Sub-Committee Resolution for voting by email; and
 - b) The Board Sub-Committee Resolution is urgent and delaying a decision until the next duly notified Board Sub-Committee Meeting would be impractical or inefficient.
- For the avoidance of doubt, Board Sub-Committee Voting Members not present in the Board Sub-Committee Meeting where the original Board Sub-Committee Resolution was tabled, specific, minuted amendments agreed and a decision made to circulate an amended Board Sub-Committee Resolution for voting by email shall be fully entitled to vote on such amended Board Sub-Committee Resolution;
- 7.5.7. Board Sub-Committee Members are entitled to appoint another Board Sub-Committee Member as their proxy by written notice to the Clerk with a copy to the Board Sub-Committee Chair;
- 7.5.8. The Clerk shall be required to attend all Board Sub-Committee Meetings;
- 7.5.9. Board Sub-Committee Meetings shall be accurately minuted, and approved in a timely manner. A register of minutes shall be maintained by the Clerk, and made available to all Board Members;

- 7.5.10. At the sole discretion of the Board Sub-Committee Chair, the Principal and / or Staff Governors may be excluded from Board Sub-Committee Meetings (“Confidential Board Sub-Committee Meetings”). The agenda, Board Sub-Committee Resolutions or minutes from Confidential Board Sub-Committee Meetings shall not be shared or made accessible to the Principal and / or Staff Governors excluded, as applicable, except as expressly authorised by the Board Sub-Committee Chair; and
- 7.5.11. Authority to dissolve the Board Sub-Committee shall be reserved by the Board.

8. CONFLICTS OF INTEREST

- 8.1. Board Members shall not participate in that part of Board Meetings or vote on Board Resolutions which, in their reasonable judgement, there is a real or perceived conflict of interest;
- 8.2. Staff Governors shall not participate in that part of Board Meetings or vote on Board Resolutions relating to:
- Employment terms and conditions, including remuneration, of Employees; or
 - Confidential issues as determined by the Chair.
- 8.3. Notwithstanding Clauses 8.1 and 8.2, the Chair shall instruct the Board to vote to determine if, in the reasonable opinion of the Chair, a Board Member has a real or perceived conflict of interest on a particular agenda item. If so determined by the Board, the Chair shall take all such actions as deemed necessary to remove such real or perceived conflict of interest including, but not limited to, requiring the relevant Board Member to be excused from that part of the Board Meeting or to refrain from voting on that specific Board Resolution;
- 8.4. Where, in the reasonable opinion of the Vice-Chair, the real or perceived conflict of interest relates to the Chair, the Vice-Chair shall take all such actions as are ascribed to the Chair in Clause 8.3; and
- 8.5. Governors excluded as per Clauses 8.1 to 8.4 inclusive from part of Board Meetings, shall not be included in the Board Quorum for such agenda items.
- 8.6. The provisions of this Article 8 shall apply equally to Board Sub-Committees, in which case,
- Board shall be replaced by Board Sub-Committee;
 - Board Member shall be replaced by Board Sub-Committee Member;
 - Board Quorum shall be replaced by Board Sub-Committee Quorum;
 - Board Meeting shall be replaced by Board Sub-Committee Meeting;
 - Board Resolution shall be replaced by Board Sub-Committee Resolution;
 - Chair shall be replaced by Board Sub-Committee Chair; and
 - Vice-Chair shall be replaced by Board Sub-Committee Vice-Chair.

9. USE OF ASSETS

The assets and income of the College shall be utilised exclusively for College-related purposes, and no portion shall be paid or distributed directly or indirectly to Governors in their role as Governors, except for reasonable expenses incurred on behalf of the Board and with the explicit approval of the Board through an Ordinary Board Resolution.

10. POLICIES AND PROCEDURES

The Board shall develop and approve such policies and procedures as are required to fulfill the objectives and facilitate the implementation of this Constitution, and shall ensure the same are periodically reviewed and, if necessary, amended.

11. AMENDMENT TO THE CONSTITUTION

Amending this Constitution shall be a Reserved Matter.

12. PUBLICATION

This Constitution shall be made publically available by being published on the College's website.

13. DISSOLUTION OF THE COLLEGE

13.1. Dissolution of the College shall be a Reserved Matter, and shall require the Board to obtain a recommendation from an internationally-recognised accountancy firm, licensed to operate within the State of Qatar, that such circumstances exist which would make it prudent to dissolve the College; and

13.2. In the case of a dissolution of the College as set out in Clause 13.1 above, all properties and profits, if any, will be contributed as donations to other Qatar-based charity and non-profit organisations as selected by not less than 75% of the Board in an Extraordinary Board Meeting.