



# British International School Riyadh

**Constitution**

**Of**

**The Board of Governors of British International School  
Riyadh**

<b>“the Board”</b>	the Board of Governors
<b>“Code of Conduct”</b>	the Code of Conduct signed by each Governor prior to taking office
<b>“Co-Opted Governors”</b>	the individuals appointed to the Board
<b>“Embassy Governor”</b>	the representative of the British Embassy in Riyadh
<b>“Governors”</b>	the Co-Opted Governors and the Embassy Governor
<b>“The School”</b>	<p>British International School Riyadh (also known as BISR), including the campuses situated at:</p> <ul style="list-style-type: none"> <li>• Al Hamra</li> <li>• Diplomatic Quarter</li> <li>• Al Saqr</li> <li>• Taif</li> <li>• Tabuk</li> <li>• Al Sharq</li> <li>• Al Waha</li> </ul>
<b>“Director of Schools”</b>	the individual with responsibility for the leadership of the School across all its campuses and activities, appointed by and reporting to the Board
<b>“Chief Operating Officer”</b>	the individual with responsibility for managing the day-to-day operations of the School, appointed by the Board and acting as an advisor to the Board on relevant issues

<b>“The Executive Leadership Team”</b>	the senior leadership team that reports directly to the Director of Schools and through them, to the Board and is responsible for the day-to-day running of the School
<b>“Strategy”</b>	the goals and direction of the School that are set by the Board and delivered by the Director of Schools and their team
<b>“Implementation Plan”</b>	the plan developed by the School to deliver the strategy as set by the Board updates to this plan will be agreed every year

1. NAME OF THE SCHOOL

- 1.1. The school's name shall be British International School Riyadh (BISR). It is of international character, and English is the primary language of instruction.

2. OBJECT OF THE SCHOOL

- 2.1. The School has been founded and is run on a not-for-profit basis

- 2.2. The object of the School is to:

- 2.2.1. provide outstanding education in Riyadh and other selected KSA campuses primarily for children of British nationality (and otherwise for children of other nationalities who are competent in English) aged between three and nineteen years, offering a broad and balanced education based on the English National Curriculum, adapted to reflect the School's international context and local learning opportunities; and
- 2.2.2. create a safe and nurturing environment for students to excel, flourish and develop as positive global citizens.

3. OBJECT OF THE BOARD

- 3.1. The Board has been established to ensure a long-term, sustainable future for the School by:

- 3.1.1. establishing the ethos, vision and strategic direction of the School;
- 3.1.2. appointing the Director of Schools and holding him/her and his/her executive team to account for the educational and broader performance of the School and its pupils and the management of its staff;
- 3.1.3. overseeing the financial performance of the School by making sure that its revenues are sustainable and money is well spent;
- 3.1.4. overseeing major strategic programmes and
- 3.1.5. overseeing safeguarding and other high-priority policy areas.

4. COMPOSITION OF THE BOARD

- 4.1. The Board will consist of at least seven but not more than twelve members including:

- 4.1.1. the Embassy Governor, and

4.1.2. such Co-Opted Governors as may be appointed by the Board.

4.2. The Board will be entitled to appoint an individual with the appropriate skills and expertise as a member of the Board provided that such individual:

4.2.1. Is a member of the community served by the School, and

4.2.2. Has knowledge and/or expertise in education, commerce, finance, accounting, diplomacy, the law, technology, security, facilities management, healthcare or other sectors that may be required to support, advise and evaluate School affairs.

4.3. The School believes in the value that a diverse board will bring to the School and is committed to diversity of representation within the Board, including gender, nationality and background.

4.4. Whilst it is desirable that the majority of governors are parents (or individuals exercising parental responsibility) of registered pupils at the School, the Board has the ability to appoint other governors if their skills and experience will benefit the School.

4.5. It is also desirable that the Board should represent the breadth of campuses served by the School.

## 5. TERM OF OFFICE

5.1. To ensure continuity and avoid unnecessary disruption to the running of the School, there will be no enforced term of office for members of the Board. However, it is desirable that the Board will continue to renew itself on a regular basis.

## 6. CHAIR

6.1. The Board will elect one of the Governors to serve as Chair and another to serve as Deputy Chair.

6.2. If the Chair and Deputy Chair are unable to attend a meeting, the longest-serving Governor present at the time of the meeting will act as Chair during the meeting.

- 6.3. The normal term of Chair and Deputy Chair will be 3 years, with any decision to extend these positions requiring a majority agreement by the Board on an annual basis.
- 6.4. The Chair or Deputy Chair may at any time resign their office by giving notice in writing to the Board.
- 6.5. The Chair or Deputy Chair will cease to hold office if:
  - 6.5.1. he/she ceases to be a Governor;
  - 6.5.2. he/she becomes employed by the School;
  - 6.5.3. he/she is removed from office in accordance with this Constitution; or
  - 6.5.4. in the case of the Deputy Chair, if he/she is elected in accordance with this Constitution to fill a vacancy in the office of Chair.
- 6.6. Where a vacancy arises in the office of Chair or Deputy Chair, the Governors will elect one of their number to fill that vacancy within a reasonable timescale.

## 7. BOARD SECRETARY/ CLERK

- 7.1. The Board will appoint a Board Secretary/ Clerk who, amongst other duties, will be responsible for:
  - 7.2. calling, organising and minuting meetings and other occasions where the Board (or a subgroup of the Board) meets to discuss School matters and
  - 7.3. day-to-day liaison between the School and the Board.
- 7.4. The Board Secretary/ Clerk shall also be responsible for keeping a log of:
  - 7.4.1. attendance at mandatory training courses;
  - 7.4.2. signatures of the code of conduct
  - 7.4.3. any Conflicts of Interest and other records outside the minutes of the Board

## 8. RESPONSIBILITIES OF THE BOARD

- 8.1. The Board will have overall responsibility for the strategy, financial viability and appointment of the School's management.
- 8.2. To discharge its duties, the Board may establish subcommittees, focus groups, or working groups as and when it deems appropriate. The purpose of such subcommittees, focus groups, or working groups shall be to review policy and current documentation and address matters that may arise on an ad hoc basis. The Board is empowered to co-opt non-board members with particular skills to assist it in this regard.
- 8.3. The Board will be responsible for appointing the Director of Schools, holding them accountable, and agreeing to their remuneration. This Director of Schools will act as both an adviser to the Board and the School's COO.
- 8.4. The Board will also appoint the School's Chief Operating Officer, who will be an adviser to the Board and responsible to the Director of Schools for the operational running of the School.
- 8.5. The Board will be responsible for the agreement of other significant appointments as considered necessary for the smooth running of the School and/or delivery of the agreed Strategy.
- 8.6. The Board may delegate part of the responsibility of managing and/or controlling the School to the Director of Schools. The Board will be responsible for reviewing and approving the Implementation Plan, School operating model, and other decisions as necessary to enable the Director of Schools to discharge this responsibility.
- 8.7. The Board shall govern the School on sound financial principles and manage it so that a reasonable and adequate level of resources is retained. To achieve this, the Board has the express power to enter into arrangements with Banks or other financial institutions to borrow money. Such powers shall also include an express power to bind or pledge the School's assets as support for any financial arrangements the Board deems appropriate to enter into at its sole discretion.
- 8.8. The Board will make financial decisions based on advice from the Director of Schools and other sources as determined appropriate. The Board shall establish an Authority Matrix and delegate authority to the Director of

Schools in line with this so that the school's daily operations can be carried out efficiently.

- 8.9. The Board will ratify all contracts for work or services signed on behalf of the School prior to committing the School to any legal or financial contract, outside the delegated authority. The Board shall agree on an appropriate level of authority to be delegated to the Director of Schools for executing contracts.
- 8.10. The Annual accounts shall be presented to the Board. These accounts shall comprise the Balance Sheet P&L and Cashflow on 31<sup>st</sup> August for the year ended on that date (with regular updates at the Board meetings).
- 8.11. The Board shall appoint an Auditor licensed to practice in Saudi Arabia.
- 8.12. The Board will delegate sufficient authority to the Director of Schools to hire and terminate staff contracts. The Board shall approve the hiring of each Principal and Head of School position, the Chief Operating Officer, and any other position defined as a member of the Leadership Team.
- 8.13. The Board will establish a channel for parents and employees to bring issues or concerns to the Board where [established routes of communication](#) through the School have been exhausted or are inappropriate.
- 8.14. The Board will approve the annual School calendar upon the recommendation of the Director of Schools. The board or its delegate will also approve any emergency-related school closures.
- 8.15. The Board is responsible for the admissions policy of the School. The Director of Schools shall be responsible for recommending and implementing its policy, by way of the Group Registrar.
- 8.16. The Board is empowered to remove a child from the School at any time for any reason although this should only be carried out after following the appropriate School processes.
- 8.17. The Board shall annually review the exercise of all functions it has delegated, including those of the Director of Schools, subcommittees, focus groups, and working groups. It will also carry out a self-assessment, looking at the Board's skills, capabilities, and representation. This process will inform the Governor's appointment decisions.



- 8.18. In addition to the powers and authority expressly conferred upon it by the Constitution, the Board may take whatever measures it considers necessary to further the school's objectives.
- 8.19. The Board will always exercise its powers in accordance with all applicable laws of the Kingdom of Saudi Arabia and its Constitution and comply with directives from the Ministry of Education as appropriate.

## 9. DIRECTOR OF SCHOOLS

- 9.1. The Director of Schools shall report to the Board and shall be responsible for implementing the Strategy, laid down by the Board, for the administration of the academic and domestic affairs of the School and for the maintenance of discipline within the School.
- 9.2. The Director of Schools and his/her Executive Leadership Team shall develop an Implementation Plan which will be presented to the Board annually for review and approval. The School's Operating Model, Operating and Capital Budgets will be agreed in line with this plan and the Director of Schools performance will be measured against meeting targets set out therein.

## 10. DUTIES AND LIABILITIES OF GOVERNORS

- 10.1. Each Governor will sign and agree to adhere to the Code of Conduct, which includes the requirement to maintain confidentiality in all matters pertaining to the School.
- 10.2. The Governors give their services without remuneration of any kind and accordingly, they will be indemnified out of the assets of the School as appropriate against any liability, costs, expenses and losses incurred by him or her in defending any proceedings (whether civil or criminal) arising from his or her membership of the Board, including but not limited to liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the School provided that he or she has acted throughout in good faith and in compliance with the Code of Conduct.

## 11. BOARD MEETINGS

- 11.1. The Board will hold three meetings a year, equating to one every term.
- 11.2. Each Governor will be given at least seven clear days' notice of the meeting by the Board Secretary/ Clerk and a copy of the agenda, reports and other papers to be considered at the meeting. Where an urgent decision is required

and, as agreed by the Chair, it will be sufficient if the written notice of a meeting, a copy of the agenda, reports and other papers to be considered are given within such shorter period as required.

- 11.3. The quorum for a Board meeting is two-thirds of the Board. The Chair may decide that a larger quorum is required for important issues that affect the board's overall direction.
- 11.4. The majority of issues to be decided at a meeting of the Governors will be determined by a majority of the votes of the Governors present and entitled to vote. Each Governor will have one vote. In the event of an equal division of votes on the Board, the Chair will have the casting vote.
- 11.5. The Board meetings will be held according to the appropriate Board Policy, as set out in the appendices to this constitution.

## 12. OPEN MEETING

- 12.1. The Board of Governors shall convene an Open Meeting at least once a year to which all parents of children at the School are to be invited.

## 13. RESIGNATION OR REMOVAL OF GOVERNORS

- 13.1. A Governor will cease to hold office if the Governor resigns from office at any time with 30 days' written notice to the Chair provided that at least five Governors remain on the Board when the resignation takes effect.
- 13.2. The Board will be entitled to remove a Governor through a simple two-thirds majority vote.
- 13.3. The resignation or removal of a Governor will be recorded in the minutes of the Board meeting.

## 14. CONFLICTS OF INTEREST

- 14.1. A Governor must declare the nature and extent of any interest, direct or indirect, which he/she has in relation to:
  - 14.1.1. a proposed transaction or arrangement with the School or the Board; or
  - 14.1.2. any transaction or arrangement entered into by the School or the Board, which has not previously been declared.

14.2. A Governor must absent themselves from any discussions of the Board in which it is possible that a conflict will arise between their duty to act solely in the interests of the School and any personal interest (including, but not limited to, any personal financial interest).

14.3. If a Conflict of Interest arises (actual or perceived - where the interests of a governor may affect, or be seen to affect, the ability of that governor to make decisions that are impartial and in the best interests of the school), this can affect the governing board's ability to govern effectively. This conflict must be eliminated where possible. If this conflict can not be eliminated, consideration must be given to the conflicted Governors membership on the Board. If there is no consensus within the Board around such a decision, this must be decided by a vote (the majority to be the deciding vote)

#### 14.4. GRIEVANCE PROCEDURES

14.5. If a staff member or a parent feels that a grievance has not been satisfactorily resolved by the School, that person may take the grievance to the Chair of the Board, whose decision is binding.

14.6. If the Chair has a conflict of interest in such a matter, the Board will decide jointly on it or appoint one of them to represent the Chair in such a matter.

### 15. LIQUIDATION

15.1. The School may be liquidated and wound up by:

15.1.1. an order from the Government of the Kingdom of Saudi Arabia; or

15.1.2. a unanimous resolution of the Board.

15.2. In the event of such liquidation, the school's assets will be first applied to satisfy all liabilities. The balance will be applied to such educational/charitable purposes as may be decided by the Board.

### 16. AMENDMENTS TO THIS CONSTITUTION

16.1. Any amendment to this Constitution shall be made by a two thirds majority of votes.

16.2. Voted on by The Board of Governors 26th June 2022