



## 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. Its members are selected to do so by the Board. 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 goals.

## 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 or dismissing 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 expressed by the community. 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

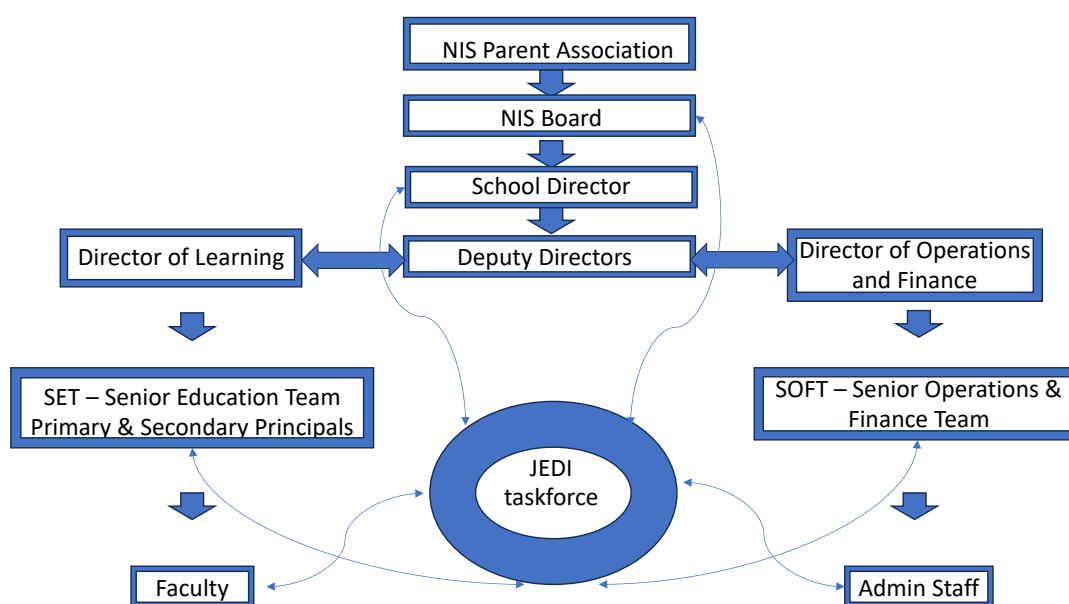
Termination of the employment of the Director shall be in accordance with the contractual agreement between the school and the Director. Termination must be with agreement of all the voting members of the full Board.

## 2.206 Interim Director

In exceptional circumstances the Board may appoint an interim Director.

## 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 Director of 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, two Deputy Directors. Director of Learning and Director of Operations and Finance:-





## 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 Director of Operations and Finance 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 Director of Operations and 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 Annual Report 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 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 approve 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, with the exception of Tuesdays when school finishes for students at 14:30.



## 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 implemented 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 in accordance with the principle of diversity, taking into account factors such as gender, professional experience, geographic origin, and cultural background. Board members are selected according to the stipulations of the NIS Bylaws.

## 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 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 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.

## 6.203 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.

## 6.204 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.

## **6.205 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.

## **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 in his/her absence, by the Vice 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 Board member selection

The board shall elect its members at a regular board meeting through two thirds majority vote, while striving for consensus decision. The terms of elected members of the board shall be up to three years.

The Board should at all time consist of 5 active voting members. If a board member vacates a seat on the board before completing their full term, the board shall fill the seat as soon as possible and no later than August 1<sup>st</sup>.

Members of the association can at all times approach the Governance chair to communicate their interest in becoming a board member. The Board chair, Governance chair and Director shall meet with all candidates individually to take their candidacy into consideration.

## 6.502 Extension of Board Terms

Board members whose terms are ending will be informed by the Governance Committee prior to the voting meeting. They will be invited to express their interest in continuing to serve during a meeting held no later than the end of April. The decision to extend board members' terms will consider key factors to ensure a productive and effective board composition.

Applicants will make a statement regarding their past and anticipated contributions, their expected duration of stay in Nanjing, and whether they have children at NIS (Parent or Non-parent category). The floor will then be open for questions. Extensions will be decided by secret ballot, excluding the member seeking an extension, and will be granted if the member receives at least 3 votes out of 6.



Voting is mandatory for all board members. Those unable to attend the Board meeting in which the above mentioned voting will take place, are required to send their votes to the Board Chair prior to the meeting in written form.

The election process will be managed by the Board Chair, assisted by one randomly chosen board member who is not a candidate. This member will verify the count. Results will be announced at the end of the meeting.

Once Board members' selection is confirmed via the voting, the Governance Committee shall propose the length of their term taking into account Board composition and future needs.

The extension of board members' terms will be based on the following key factors:

- Commitment, availability, and contributions
- Board Composition & Balance
- Performance & Engagement
- Future Needs (alignment with the board's priorities)
- Other relevant factors

### 6.503 Information on new board members for the Association

The list of newly selected board members and their personal statements are published to the Association.

### 6.601 Board Officers

The Board shall appoint other officers than the Board Chair, Vice-Chair and a finance Chair 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 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.

## 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.



## 6.702 Complaint management against a Board Member or the Director

A complaint about the Director or a Board Member shall be directed in writing to the Board Chair (or Vice-Chair, if the complaint is against the Board Chair). Complaints shall where possible be accompanied by evidence of misconduct and/or non-compliance with Board policies.

The Board Chair shall acknowledge the receipt of the complaint in due time and verify with the complainant whether this is a formal complaint and whether there has been an attempt to resolve the issue with the Director or Board Member directly (if appropriate). If a direct resolution couldn't be reached or is inappropriate, the Board Chair shall notify the Board in writing.

The Board Chair shall assemble an ad hoc Board Sub-Committee. Any conflict of interest should be disclosed. The ad hoc Sub-Committee shall work in a timely manner aiming to investigate, review and consider all available facts and report the outcome to the Board. If warranted, the Board will determine consequences, in line with the best interests of NIS.

The Board Chair (or Vice-Chair) shall communicate the process and outcome in writing to the complainant and the Director or Board Member.

The Board will treat complaints with an appropriate level of confidentiality and comply with all applicable personal information protection laws (in sensitive matters the board might review the complaint without disclosure of child or family names).

## 6.703 Resolving School-Related Issues - The Board Member's Role

Consistent with the *International Trustee Handbook (2<sup>nd</sup> 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 all 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.