**Policy: Appointment of the Board of Trustees
and Specifying its Functions**

**Introduction:**

The Board of Trustees is defined as a board appointed by School Owners. Its members include qualified representatives and Parents/

Guardians. It exercises the roles and authorities provided for in this policy in a manner that is defined in the School’s Governance Rules.

**Responsibilities of the Board of Trustees:**

- They aim at directing and operating the School in a manner that guarantees justice, accountability, transparency, quality, integrity and balances the interest of all stakeholders without jeopardizing the educational values or the MOE’s Code of Ethics.

**Rational:**

- Conflict of interest refers to a financial interest, personal interest or other interest that a member of the Board of Trustees may have with regards to School affairs and that may be in conflict with the best interests of the School. Examples include:

- To request that the School purchase goods or services rendered by a business owned wholly or partially by a member of the Board of Trustees or one of his/her immediate relatives.

- To request that the School employ a relative or a friend of a member of the Board of Trustees without following due recruitment processes and without such person satisfying the position’s requirements.

- To ensure that strategic decisions affecting the School are made collectively at the Board of Trustees level in consultation with various stakeholders and are in line with best practices and adhere to the values, morals and customs of UAE society.

- To outline the representation requirements of Board of Trustees.

- To illustrate how the Board of Trustees operates.

- To emphasize the importance of confidentiality of Board of Trustees’ discussions and its independence (if needed, for example, discussing the Principal’s contract).

**Policy Statement:**

 This policy relates to the appointment of the Board of Trustees, defining its responsibilities, and outlining the main characteristics of the way the Board of Trustees operates, such as representation requirements, confidentiality, and independence of its members. Taking into consideration the Council’s requirements, rules, regulations and decrees, School’s Owner is at liberty to form the Board of Trustees, agree the approved Governance Rules and determine its structures that are to be established to support the functions of the Board of Trustees. Each member of the Board of Trustees must adhere to the Board of Trustee’s collective responsibilities. No Trustee shall bear personal liability for any action or decision they take if conducted with integrity, in a reasonable manner and in good faith.

**The responsibilities of the Board of Trustees:**

- Implementation of the School’s strategic plans, and achieving its goals and mission. The members of the Board of Trustees play an important role in ensuring Principals are accountable for the way they implement the School’s strategic plans, as well as fulfilling its mission and goals.

- Offers support and advice to the Principal and staff with regard to clarifying the strategic vision and providing advice on financial matters, other professional matters and quality assurance. In particular, they must increase the effectiveness of the School’s structures of accountability, establish or support strategic vision, ensure that there is efficient financial leadership, offer advice to the Owner, and evaluate the effectiveness of the Principal in the implementation of Board of Trustees-approved policies, strategic priorities and the management of the budget. The Board of Trustees must leave operational matters to the Principal and his/her Administrative Faculty and remain focused on strategic governance. The responsibilities of the Board of Trustees include the following:

- Take responsibility before the MOE to introduce the functions and objectives of the school to the concerned persons from the school community.

- Reviewing periodically School aims and aspirations and working on implementing and evaluating the progress made in this regards. The Board of Trustees should also review its responsibilities and mission regularly to ensure their success.

- Ensuring effectiveness and efficiency in the conduct and operation of the School according to the MOE’s regulations, policies and requirements.

- Having full knowledge of all applicable federal and local rules and regulations relating to Private Schools, and doing what is necessary to ensure that Elite School’s compliance and adherence to their provisions.

- Responding to the MOE’s directives and requirements, for example in relation to inspection outcomes and compliance issues.

- Appointing, appraising and dismissing, if necessary, the School’s Principal after obtaining the MOE’s approval.

- Holding the Principal accountable for his implementation of the Board of Trustees-approved policies and plans.

- Approving School policies and development plans, and ensuring that the Principal’s development policies and plans support achieving the School’s mission and values.

- Setting out the School’s financial needs and operating budget, supervising the preparation of the School budget and approving it.

- Approving the School’s strategic plan and other related development plans.

- Reviewing new School policies and changes to existing policies and approving those deemed appropriate.

- Promoting ethical values, taking into consideration adherence to the values, morals, norms and traditions of UAE society, and compliance with policies through appropriate and effective oversight.

- Measuring the School’s success in implementing its mission and aims and ensuring corrective actions are taken if results show there is a need.

- Investigating formal complaints against the School and taking appropriate actions in accordance with the School’s complaints policy. Other duties of the members of the Board of Trustees may include:

- Attending major School events such as the UAE’s National Day.

- Creating links and partnerships between the School and the wider community.

- Overseeing the management of the School’s finances.

- Ensuring the provision of buildings based on high quality building standards and resources.

- Reviewing staff performance, salaries, privileges and working conditions, compared to other similar Schools.

- Neither Owner nor the members of the Board of Trustees shall be involved in the daily operations of the School. They shall not have a permanent office base at the School, nor should they disrupt the regular operation of the School by visiting it on a daily basis.

**Confidentiality**

 The content of Board of Trustees’ discussions is strictly confidential. Its members, and any others involved in any of its functions from time to time, agree as a condition of their participation to keep such discussions strictly confidential. This condition applies both during and indefinitely after their service term, provided disclosure is not legally required.

**Independence**

The Board of Trustees will be chaired by a person who is neutral and whose leadership is not compromised by personal or prejudicial interests. Members of the Board of Trustees should not have interests that could compromise their impartiality in promoting the best interests of the School. Such interests constitute grounds for exclusion of the member from the Board based on the School’s applicable Governance Rules.

* Members of the Board of Trustees are individually responsible for making known to the other members any circumstances that could involve a potential conflict of interest. Representation
* An effective Board of Trustees shall consist of members of good moral character and standing and with skills in relevant areas such as law, financial management, education, social services and student protection, human resources, marketing, project design and construction and other fields, and who are familiar with UAE society’s values, morals and customs.
* In order to have effective and proper governance, the Board of Trustees must include representation from the School’s community such as Parents/Guardians. However, Parent/Guardian members of the Board of Trustees should not use their presence on the Board of Trustees to defend their personal interest or the interests of their children, but rather to contribute their thoughts and insights to serve all students and achieve the School’s objectives.
* As a best practice, it is recommended that the School’s Parents/ Guardians elect those who will represent them on the Board of Trustees.
* The Board of Trustees should include at least one representative of the Teaching Faculty, as teachers could also make valuable contribution to the Board of Trustee’s work. They too should not use their presence on the Board of Trustees to defend their own personal interests. As a best practice, it is recommended that the School’s Teaching Faculty elect the teacher or teachers who will join the Board of Trustees.
* Representatives of local businesses will often have an important role to play in achieving the School’s objectives and supporting the School’s programs. The Board of Trustees is therefore encouraged to include in its membership such representatives.
* The Owner may chair the Board of Trustees or be a member therein, and he/she has the right to vote on decisions in accordance with the Governance Rules.
* Principals shall not have the right to vote like other members of the Board of Trustees, but their role in the Board of Trustees (by virtue of their position) shall be to provide useful information about School operations and to offer advice and analysis to inform the Board of Trustees’ decision-making process.
* A Principal shall not attend meetings of the Board of Trustees where matters regarding their performance and compensation are to be discussed or at any other time as the Chair of the Board of Trustees deems appropriate.
* The method of selection of members of the Board of Trustees must be clear and transparent, and organized to maintain the Board of Trustees’ continuity and institutional knowledge.
* All members of the Board of Trustees shall have full voting rights in respect of its decisions.
* A School’s Board of Trustees shall comprise a number of members, being not less than five and not more than nine members, including the Chair, unless the School’s size and needs merit additional members.
* Potential Board of Trustees members are not permitted to give any financial or other gifts to the Board of Trustees. Members of the Board of Trustees may not accept such gifts on behalf of the School to secure or maintain the membership of an individual in the Board of Trustees.

**Membership Term in the Board of Trustees**

* A member of the Board of Trustees should hold the position for a term of not more than three years. If his/her membership terminates because of resignation or dismissal from the Board of Trustees, a replacement member must be appointed for the remainder of the term.
* A member of the Board of Trustees may be appointed for an additional term via the selection process conducted at the conclusion of the previous period in accordance with the School’s

Governance Rules. The Owner shall be exempted from the foregoing restrictions on the membership term of a member of the Board of Trustees.

* Members of the Board of Trustees are to serve in an honorary capacity and without remuneration, except for some School-related expenses that the Board of Trustees deems appropriate. In order to ensure continuous improvement and to formulate the following year’s Board of Trustees’ goals and objectives, the Board of Trustees is encouraged to conduct an annual review of its own performance and to invite feedback from the Principal as part of the process.