

Woodford International School Board of Management - Governance Handbook

1 INTRODUCTION

- 1.1 Woodford International School (WIS or “the School”) is operated by the WIS Board of Management (“the Board”), which is a designated “Education Authority” under the Solomon Islands Education Act (Cap 69). Its structure and legal requirements are regulated through its Constitution and relevant Solomon Islands laws.
- 1.2 This Governance Handbook contains the fundamental procedures of the Board. These procedures have been developed to satisfy the Board’s and its members’ responsibilities under the WIS Constitution and Solomon Islands law and to institutionalise and standardise Board processes and activities.
- 1.3 The Governance Handbook is to be reviewed annually by the Policy Committee. Any substantive changes to it require the agreement of a simple majority of the Board. Non-substantive changes may be made by the Policy Committee and are to be reported to the Board at the Board meeting immediately following the change(s).
- 1.4 In the event of any inconsistency between the provisions of this Handbook and the School’s Constitution, the Constitution shall prevail.

2 LEGAL STATUS

- 2.1 The Woodford School Board of Management (“the Board”) is established *inter alia* to act as an “Education Authority” under the Education Act (Cap 69). All property of the Board, real and personal, is vested in the Woodford School Board Registered Trustees Incorporated (“the Board of Trustees”), which is incorporated under the Charitable Trusts Act (Cap 55).
- 2.2 Under the WIS Constitution, certain activities are reserved to the Board of Trustees:
 - (a) all leases, borrowings, mortgages and charges are to be in the name of the Board of Trustees and all deeds and instruments effecting the same are to be in the name of and executed by the Board of Trustees;

- (b) the Common Seal of the Board of Trustees may only be affixed to a document in the presence of and attested by two of the Trustees
- (c) if the Board ceases to function, one or more of the Trustees may call an Extraordinary General Meeting (EGM);
- (d) if the Board ceases to operate the School, the Trustees have the responsibility and power to succeed, supersede and replace the Board until the next Annual General Meeting or EGM.

2.3 In practice, the Trustees do not have an active role in the management or governance of the School. However, the Trustees have a caretaker role and can step in to replace or succeed the Board in certain circumstances, such as if the Board ceases to operate the School.

3 VISION, MISSION AND LONG-TERM STRATEGY OF THE SCHOOL

- 3.1 The Board is responsible for the Vision, Mission and long-term strategy of the School.
- 3.2 The Vision statement articulates what everyone in the WIS community is collectively striving towards. It guides development of the School's Strategic Goals, Strategic Plan, policies, procedures and operations. The Vision Statement is developed by the Board in consultation with the Head of School and broader School community and is reviewed and refined as part of the strategic planning cycle.
- 3.3 The Mission Statement defines the School's purpose. Like the Vision, it guides development and implementation of the School's Strategic Goals, Strategic Plan, policies, procedures and operations. The Mission Statement is developed by the Board in consultation with the Head of School and broader School community and is reviewed and refined as part of the strategic planning cycle to ensure it is aligned with the Vision of the school.
- 3.4 The Strategic Goals of the School are derived from the Vision and Mission statements in a process led by the Board. The Head of School works with the Board to develop a long term strategy to realise the Strategic Goals.
- 3.5 The Board's Strategy Committee fine tunes, monitors and, if warranted, proposes revisions to the Strategic Goals. Proposed revisions are considered by the Board. Only the Board can approve changes to the Strategic Goals.
- 3.6 The Board reports to the school community on progress towards the Strategic Goals at least annually.

4 ORGANISATION OF THE BOARD

- 4.1 The composition of the WIS Board is regulated by its Constitution. Under the Constitution, the Board comprises: eight members who are parents or guardians of one or more students at the School; two members who are teaching staff of the School; the President of the School's Parents and Teachers Association; and the Head of School as an ex officio member. The Board has the power to co-opt up to two additional members to the Board, if required. Co-opted members have voting rights. One of the parent/guardian representatives is elected as Chair of the Board by the Annual General Meeting. Other executive positions are appointed by the Board at its first meeting.
- 4.2 The Board has the power to establish sub-committees, which provide recommendations to the Board. The Board's sub-committees should include but are not limited to: Audit Committee, Strategy Committee and Policy Committee. Sub-committees must be chaired by a Board member but may include individuals who are not members of the Board.

5 ROLES AND RESPONSIBILITIES OF THE BOARD

- 5.1 The Board is responsible for:
- (a) settling the Vision, Mission, core beliefs [check terminology], strategic goals, and measurable outcomes for the School;
 - (b) the long term sustainability of the School, including ensuring appropriate management of risk;
 - (c) ensuring long-term financial health, approving tuition fees, and approving the annual budget; and
 - (d) hiring, retention and annual evaluation of the Head of School;
 - (e) succession planning with respect to the Head of School position.
- 5.2 Responsibilities of each of the Board Executive Officers are described in Section 4 of the WIS Constitution. These roles have evolved to include additional responsibilities. Current key duties include:

- (a) Chairperson – chairs and ensures the efficient running of Board meetings, Annual General Meetings and Extraordinary General Meetings; meets regularly with the Head of School; represents Board;
- (b) Deputy Chairperson –assists the Chairperson in fulfilling their duties, including presiding at any meeting if the Chairperson is absent;
- (c) Secretary – conducts general correspondence of the Board; gives notices of Board meetings; takes Minutes of Board meetings and distributes to Board members as soon as possible prior to the next meeting;
- (d) Financial Controller - monitors and oversees budget performance, financial systems integrity and financial risk management; provides the Board with information regarding actual and potential financial impacts, including through the provision of financial statements to each Board meeting;

- 5.3 The contribution of each Board member reflects their individual capacity and expertise. Teachers elected to the Board draw on their specialist understanding of education issues to assist the Board to assess potential and actual educational impacts of Board decisions.
- 5.4 Primary responsibility for running the school’s operations lies with the Head of School and not with the Board. The Head of School’s duties are defined in his/her job description and the Strategic Policies Compendium, through which the Board may delegate certain of its responsibilities under the WIS Constitution as the Board may from time to time see fit. It is the joint responsibility of the Board (primarily through its Chair) and the Head of School to maintain these distinct parameters as each executes their duties in managing and leading the school.
- 5.5 Board members also have responsibilities in their individual capacities.
- 5.5.1 Board members have common law fiduciary duties to act in good faith in the best interests of the School; to exercise powers for a proper purpose, and to avoid conflicts of interest. The Board is responsible for the strategic direction of the school but delegates to, and relies upon, the Head of School to provide information for responsible decision making.
- 5.5.2 In addition to legal obligations, WIS Board members are expected to perform their functions ethically and in accordance with best practice corporate governance principles. The same expectations apply to Board members engaged in any other activities or transactions touching upon their duties to the School or its property.
- 5.6 A conflict of interest arises where a Board member has an interest or interests that conflict with an interest or interests of the School, or where the Board member has interest(s) that may reasonably be perceived to conflict with interest(s) of the School. Board members each have a duty to avoid any real or

perceived actual or potential conflict of interest or, where unavoidable, to disclose to the Board any such conflict or potential conflict.

- 5.6.1 The Board maintains a register of declared conflicts, which sets out for each interest:
- (a) the name of the Board member
 - (b) a brief description of the interest;
 - (c) a record of when disclosure of the interest is given to the other Board members;
 - (d) actions taken by the Board member to address the declared conflict;
 - (e) actions taken by the Board to deal with the declared conflict;
 - (f) description of any proposed resolution or decision or transaction potentially affecting the declared interest;
 - (g) a record of any voting restriction(s) imposed at relevant Board meeting(s); and
 - (h) record of any EGM or AGM approval or resolution permitting the declaring Board member to participate in an affected resolution or decision, or a transaction to proceed, notwithstanding the declared conflict.
- 5.6.2 Any proposed transaction with the School in which a Board Member or paid employee has an interest should be reported immediately to the Board. The Board may resolve to approve the transaction once it can be shown that reasonable steps have been taken to remove any conflict of interest and no reasonable alternative is available.
- 5.7 The Board operates in accordance with its Essential Agreement, which may be varied from year-to-year but which cannot conflict with Solomon Islands law, the WIS Constitution, WIS Strategic Policies or other sections of this Handbook.
- 5.8 A Board member may be removed from the Board only in accordance with section 3(vii) of the WIS Constitution.

6 BOARD MEETINGS

- 6.1 The Board is obliged to meet at least nine times per year in addition to the Annual General Meeting. The Chair may schedule additional meetings if s/he deems it appropriate.

- 6.2 A quorum of the Board is five members. A quorum is not established unless at least one Executive Officer of the Board is present and eligible to vote.
- 6.3 Meetings of the Board are closed to the public. However, the Board may extend invitations for guests to attend a meeting or meetings. Any invitation will specify whether the guest is invited to contribute to discussion, whether generally or on a particular agenda item, or to attend as a silent observer. Guests shall not vote on any matter.
- 6.4 The Board Chair is the facilitator of all Board meetings.
- 6.5 Board decisions are by consensus where possible. Where consensus is not possible, issues are decided by a simple majority vote, ordinarily by show of hands. In the event of an equality of votes for two consecutive votes, the Chairperson has the casting vote.
- 6.6 For all significant decisions and actions of the Board, a resolution must be tabled and a vote taken. The Chair must allow all present Board members reasonable opportunity to contribute to debate of the resolution before a vote is taken.
- 6.7 Proxy voting is permitted through another Board member present at a meeting. A proxy must be designated in writing in advance of the meeting and informed of the absent Board member's intended decision on the vote.
- 6.8 Electronic voting is permitted in the case of a specific matter or matters requiring action between Board meetings. In such cases, a resolution will be circulated to Board members by email. The text of the resolution will be accompanied by balanced material sufficient for Board members to make an informed decision about the topic at hand. The email will include a deadline for submitting votes. The result of the vote will be communicated to Board members within 48 hours and the resolution and vote count must be included in the Minutes of the next meeting.
- 6.9 The Executive Officers of the Board may meet (with or without the Head of School) to address specific and/or sensitive issues that arise between Board meetings. The Executive Committee is deemed to have quorum if three of its members are present. Any decision of the Executive Committee shall be communicated to the full Board as soon as practicable, but in any event within seven days.
- 6.10 In an extreme or emergency case, when a decision of the Board is ordinarily required and it is impossible to conduct a Board meeting, electronic vote, or Executive Committee meeting, the Board Chair and the Head of School will confer and take action that is in the best interests of the School.

7 BOARD RECORDS

- 7.1 The Chair, with input from the sub-committee Chairs and the Head of School, sets the agenda for each Board meeting. Board members are entitled to add any item to the agenda for a particular Board meeting in consultation with the Chair. All items to be considered for the Agenda should be submitted to the Chair seven calendar days prior to the meeting. Additional items may be added with the consent of the Board at the outset of the meeting.
- 7.2 The detailed Agenda, together with supporting documentation, will be circulated by the Chair (or his/her delegate) at least three working days prior to the meeting to enable Board members to be properly prepared for the meeting. Standard supporting documentation includes:
- (a) Minutes of the previous meeting;
 - (b) Current Financial Statements;
 - (c) Sub-committee reports and or meeting Minutes;
 - (d) Head of School's report;
 - (e) Discussion items (including any supporting documentation and draft resolutions where appropriate); and
 - (f) Decision items (including proposed resolutions and any supporting documentation).
- 7.3 Minutes are kept of all Board and sub-committee meetings. Each set of Minutes must include details of any motion or resolution made by the Board.
- 7.4 The Minutes of a meeting should be completed and distributed to Board or sub-committee members within fourteen calendar days following the meeting for review. Board members are expected to read Minutes of Board meetings and sub-committee meetings with diligence and to propose necessary corrections to ensure accurate records of motions/resolutions and points of debate. Any requests for alteration of the draft Minutes should be advised within seven days of receipt of the draft. Revised Minutes are then formally approved at the next scheduled meeting of the Board or relevant committee. Printed copies of approved Minutes will be stored in the Board archives.

- 7.5 The activities of the Board include the Annual General Meeting, regularly scheduled Board meetings, board Member induction, sub-committee meetings and public information sessions. The calendar for all Board meetings is developed by the Chair, in consultation with the Head of School and other Board members, and published as soon as practicable following election of a new Board.

8 POLICY DEVELOPMENT

- 8.1 The Board is responsible for policy development for WIS. Policies establish parameters for the exercise by the Board, the Head of School or others of powers or responsibilities under the WIS Constitution.
- 8.2 A “policy resolution” is any resolution of the Board to establish or substantively amend a policy. Policy resolutions must be discussed at a minimum of two Board meetings. Changes in policy are introduced by the Board itself or proposed by the Head of School.
- 8.3 Draft policy resolutions will be made available to the WIS community as soon as practicable after the first meeting at which a resolution is discussed and written submissions to the Board invited. The Board will give due consideration to any written submissions from parents, staff or students before finalising and adopting policy resolutions. Once adopted, policy resolutions are included in the WIS Strategic Policies Compendium and reviewed at least annually by the Policy Committee.
- 8.4 The Head of School is responsible for implementation of School policy and the detailed documentation and implementation of operational procedures and practices through, *inter alia*, the development and maintenance of procedural handbooks. The Board may request procedural handbooks and similar operational documents be reviewed and, if necessary, revised for consistency with School policy.

9 BOARD COMMITTEES

- 9.1 The Board has established three sub-committees, in accordance with the WIS Constitution: Audit Committee, Policy Committee and Strategy Committee. The Terms of Reference and objectives of each sub-committee must be approved by the Board.
- 9.2 All Board members sit on one or two of the sub-committees for the term of their office.

- 9.3 To further populate the sub-committees and to add necessary talent, expertise and diversity of opinion and knowledge, approved non-Board members may also serve on Board sub-committees. The relevant sub-committee Chair or the Board Chair may nominate, with ratification of the full Board, a non-Board member to sit as a member of a sub-committee for a maximum period of one year, within the term of the current Board. Such appointment may be renewed annually subject to the approval of the relevant sub-committee Chair and the Board.
- 9.4 Non-Board member sub-committee members are subject to the same conflict of interest rules and other conduct expectations as full Board members. The Audit Committee is responsible for ensuring such sub-committee members are aware of their obligations under this Handbook.
- 9.5 Ad-hoc committees (at Board level) or taskforces (at sub-committee level) may be formed for the purpose of short-term or specific objectives, as recommended by the Board or a sub-committee.
- 9.6 Minutes must be taken of all sub-committee, ad-hoc committee and taskforce meetings and must be approved by a majority of those who attended the relevant meeting. Approved Minutes must be filed electronically.

10 BOARD COMMUNICATIONS AND RECORD-KEEPING

- 10.1 Internal Board communications should be courteous, timely and informative. Board members are expected to set reasonable deadlines for other members to reply and to adhere to deadlines nominated by other Board members. Board members should be judicious in determining who to include or not include in internal Board-related communications: while useful conversations may take place among a small group, Board members should consider including other Board members if continuing a conversation on a limited basis:
- (a) would mean those other Board members may not have access to all relevant information, hindering their ability to make an informed and balanced decision about a matter at hand; or
 - (b) could be perceived as a form of lobbying or structuring agreement among a small group ahead of the Board's consideration of a resolution or critical discussion on a particular topic.
- 10.2 Communication of matters concerning the work of a sub-committee, ad-hoc committee or taskforce should generally be limited to members of those committees. Emails may be circulated to the full Board when the information provided is of significance to a matter of discussion at a Board meeting and is not otherwise included in Board meeting papers.

- 10.3 External communication from the Board to the general community takes primarily three forms: providing information actively (including through the school newsletter, Wavelength and one or more public information sessions), responding to community questions or comments (including those sent to the Board email account [include here]), and sustaining easy access to as much Board-related information as possible (including through the Board portal on the WIS website and public information sessions).
- 10.4 To ensure the Board speaks with ‘one voice’, all official external communication representing the Board must be authored or approved by the Board Chair. If another Board member drafts the content of such communication, it must be sent to the Chair for approval before publication or delivery (eg of a speech). The Head of School should be sent a copy of the approved text before publication or delivery.
- 10.5 Archiving – All Board meeting papers and Minutes of each meeting are archived in hard-copy and soft-copy formats. Hard copies are stored in folders retained by the Secretary. Electronic copies are stored on USB kept by the Secretary and backed up on the School’s limited access server. Copies of all Board correspondence (whether in electronic or hardcopy form) is kept on a USB held by the Secretary and passed to the incoming Board at the Annual General Meeting.
- 10.6 At the end of a Board member’s tenure, all documents in their possession related to the Board and its work must be returned to the Chair and/or Secretary for filing in the archive, destruction or passing to an incoming Board member. The outgoing Chair and incoming Chair will meet to handover all Board sensitive documentation within one week of transition. Such meeting may be conducted electronically, if necessary. This handover includes but is not limited to:
- (a) Head of School employment contract
 - (b) Head of School evaluations
 - (c) Minutes of all Board and Executive Committee meetings for outgoing Chair’s term
 - (d) Current Strategic Goals and Plan (latest review)

11 HEAD OF SCHOOL

- 11.1 The Head of School is hired and evaluated by the Board.
- 11.1.1 Teachers serving on the Board do not have the right to vote on any issues concerning the appointment, evaluation or termination of the Head of School and must not be involved in the recruitment, evaluation or termination of the Head of School. All further references to the Board in this section are to those

members of the Board who are not teachers or otherwise precluded from Board deliberations relating to the Head of School under section 5.6 (Conflict of Interest).

- 11.1.2 The current Head of School does not participate in the recruitment process unless invited by the Board for specialist advice. The current Head of School does not have a voting right on the employment of the incoming Head of School.
- 11.2 The Board conducts an annual evaluation of the Head of School.
 - 11.2.1 The purpose of the evaluation is to provide feedback to the Head of School on his/her performance and achievements during the year against agreed key performance indicators (KPIs). The Head of School's KPIs are set by the Board in collaboration with the Head of School at the beginning of the academic year. The KPIs align with the Strategic Plan.
 - 11.2.2 The inputs to the evaluation should include evidence from: Board members; leadership team; selected additional school staff as agreed between the Board Chair and Head of School; the Head of School's self-evaluation and reflections; and the climate survey.
 - 11.2.3 Once the Board has agreed on a draft evaluation, the Board Chair and Deputy Chair should meet with the Head of School to discuss, review and amend the Board's draft Performance Appraisal.
 - 11.2.4 The Head of School must have a reasonable time to submit any suggested changes or explain his/her perspective on any points of absolute disagreement.
 - 11.2.5 The Head of School must endorse the final draft of the evaluation before it is submitted to the full Board for approval.
 - 11.2.6 The Board Chair files a copy of the evaluation. The file must include all the survey results, other evidence and comments received during the evaluation process, together with the minutes of any Board meetings in which the Head of School's KPIs or evaluation were discussed.
- 11.3 If the Head of School's contract makes provisions for an annual performance-related increase in salary or bonus, the increase is determined by the Board, in conjunction with approval of the Head of School's evaluation. The new salary compensation package takes the form of an addendum to the existing contract, which is signed by the Board Chair and the Head of School by the end of the school year
- 11.4 Twelve months before the Head of School's contract is due for renewal, the Board discusses the merits of continuation and any guidelines that may be placed upon a continuation offer. Should the Board vote for continuation, a

committee of the Board should be formed by the Board Chair to renegotiate the contract with the Head of School

- 11.4.1 If an agreement is reached to extend the contract, both parties (Head of School and Board Chair) sign the extension no later than six months before the contract expiry.
- 11.4.2 The Board should consider carefully the timing of the renewal of Head of School contracts, both the Board's own offer of renewal and deadlines for the Head of School's signed acceptance thereof, to ensure adequate time to find a replacement if necessary.
- 11.5 The Board leads the search for a new Head of School.
 - 11.5.1 Recruitment of a new Head of School can take 8-12 months or more (depending upon the availability of candidates).
 - 11.5.2 The first step to finding and hiring a new Head of School is for the Board to establish a Search Committee. Due to the very considerable time demands of the search, it is important that the Search Committee Chair be a Board member with sufficient time to devote to the process.
 - 11.5.3 The School should strongly consider engaging an international school search agency to assist the Search Committee. Search agency assistance may include help in drafting the job description, developing a "shortlist" of candidates, settling the draft terms for an employment package, and weeding out and communicating with unsuccessful candidates from a longer list.
 - 11.5.4 Complete candidate information for all finalists should be provided to all Board Members on a confidential basis.
 - 11.5.5 Whilst expensive, it is worth having the top candidates visit the school. This allows the Search Committee to observe finalist candidates interacting with a wide range of stakeholder groups. It also allows for a more comprehensive understanding of the candidates. Summary bios of the candidates should be made available to the community ahead of the candidate's visit. Prior to the finalists' visits to the School, it is appropriate to ask them to provide information concerning their current salary.
 - 11.5.6 A member of the Search Committee should undertake and document reference checks on each of the finalists. These include, at the very least, contact with the candidate's current Board Chair, a past Board Chair and a senior staff member currently working under the candidate, in addition to those advised on the application.
 - 11.5.7 The Search Committee may make recommendations to the Board. Selection is made by the Board.
 - 11.5.8 Once a selection decision has been made, time should be allowed for the contract negotiation, which may take some time to be finalized and visa

application process ideally before December in order to allow for candidate to have time to relocate.