

### **Policy Manual Version dated November 15, 2023**

This version of the Policy Manual was adopted by the Board of Directors of Munich International School on November 9, 2023, and replaces the previous version dated May 14, 2022. It is a supplement to the Articles of Association dated January 9, 2020, which was approved by the Vereinsregister on April 17, 2020. The Policy Manual does not grant any rights to individual Association members or Association constituencies.

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## 1 INTRODUCTION TO MIS

### 1.1 Purpose of the Policy Manual

The Munich International School e.V. ("**MIS**" or the "**School**") is a charitable institution organized as an Association under German Association law. The Articles of Association dated January 9, 2020 set out the purpose and governance structure of the School. This Policy Manual supplements the Articles of Association by defining in greater detail the strategic and governance policies by which the School should be operated. The Manual is intended to provide the framework within which the Board of Directors (also referred to as the "**Board**") and the Head of School will carry out the responsibilities entrusted to them by the Association.

**Section 1** of this Manual outlines the legal and accreditation framework within which the School operates, and articulates the School's philosophy, mission and values. **Section 2** sets out the strategic policies established by the Board, against which the Head of School is held accountable in his/her executive function. **Sections 3, 4 and 5** describe the policies governing how the Board functions, and **Section 6** defines how the Board of Directors and the Head of School work together in order to fulfill the mission of the School. Finally, **Sections 7, 8 and 9** introduces the Board Member Agreement, which describes the behavior expected of Board Members, and the Board Committee Member Agreement, which describes the behavior of members of Board Committees who are neither Board Members nor employees.

This Policy Manual is intended as a living document and should be reviewed annually to keep it up to date.

## **1.2 Guiding Statements**

*Our Mission:* Nurture, Challenge and Inspire

MIS nurtures, challenges and inspires our students to become:

- academically successful, life-long learners
- creative and innovative thinkers
- ethical, globally-minded contributors, and
- healthy, well-balanced individuals

who will thrive and make a positive impact in a complex and changing world.

MIS provides a co-educational, international, English language-learning environment for students from Kindergarten age through to qualification for higher education (K-12). The School is divided into three levels: Junior School (EC 4/5 and 5/6, Grades 1-4); Middle School (Grades 5-8); and Senior School (Grades 9-12). Each of the three school programs is organized around the curriculum frameworks of the International Baccalaureate Organization (IBO).

The School's internationally recognized academic programs and qualifications enable students, if necessary, to transfer smoothly to other international or national schools and to be admitted to outstanding colleges and universities worldwide.

## **1.3 Accreditation**

MIS is an IB World School authorized by the IBO to deliver courses within the framework of the IB Primary Years Program (PYP), the IB Middle Years Program (MYP) and the IB Diploma Program (DP). MIS is approved by the Government of Upper Bavaria and fully accredited by the New England Association of Schools and Colleges (NEASC) as well as by the Council of International Schools (CIS). MIS is also a member of the National Association for College Admission Counseling and subscribes to NACAC's Statement of Principles of Good Practice.

The Board of Directors warrants that MIS will seek the highest status of accreditation for the School through joint accreditation by CIS and NEASC. The School will carry out periodic self-

evaluation and co-operate in the accreditation evaluation process in order to maintain accreditation standards.

#### **1.4 Legal Status and Host Country Government Relations**

The Association, bearing the name of "Munich International School e.V.", is registered in the Register of Associations in the local district court in Starnberg as a charitable and non-profit institution, and is licensed by the Government of Upper Bavaria to operate the School and as such, is subject to the laws of the Federal Republic of Germany.

The Association is the legal and financial authority of the School. The Association delegates governance of the School to the Board of Directors within the scope of the Articles of Association.

The School will do all within its power to develop and maintain excellent relations with relevant local, regional and national government authorities and agencies.

#### **1.5 Membership of the Association**

In accordance with Article 3.1 of the Articles, the Association recognizes three categories of Association Membership with the following rights and responsibilities:

- a) **Ordinary members of the Association:** Each of the parents/guardians of a child attending the School shall principally be an Ordinary member of the Association. The general principle of "one member-one vote" applies in any election or required voting process. Ordinary members are eligible for election to the Board of Directors in accordance with Article 6 of the Articles.
- b) **Extraordinary members of the Association:** : If a parent/guardian of a child attending the School is engaged by the School in any minor employment ("*Geringfügige Beschäftigung*") within the meaning of Article 8 of the Fourth Social Code Book ("*Viertes Buch Sozialgesetzbuch*"), then such parent/guardian shall become only an Extraordinary member of the Association. If one or both parents/guardians of a child attending the School receives tuition fee support for the School attendance of their child/children, then both parents/guardians shall become only Extraordinary members of the Association. Extraordinary members of the Association shall have the same rights and obligations as Ordinary members, with the restriction that they shall not be eligible for election to the Board of Directors..

- c) **Honorary members:** Employees of the School whose employment exceeds a minor employment ("*Geringfügige Beschäftigung*"), and their spouses, may become Honorary members of the Association through a decision of the Board of Directors. This applies also to parents who are employed by the School on a freelance basis, as well as to members of faculty & staff. Honorary members shall have the right to attend Association meetings but shall not have voting rights in the Association. They shall have no right to participate in the election of the Board of Directors or to run for election to the same.

The Board of Directors shall also be entitled to appoint Friends and Supporters of the School as Honorary members. They cannot have children in the School nor be employed by the School. These Honorary Association Members are expected to act and behave in the interests of the School.

The Board expects the Head of School to recommend all members of the faculty & staff as Honorary members of the Association. If they have children in School, their spouses will also become Honorary members. Parents employed by the School as freelancers or with contracts exceeding minor employment, and their spouses, will also become Honorary members of the Association through a decision of the Board of Directors. Section 4.6 of this Policy Manual also describes the criteria for Honorary Membership of the Association and the processes for appointment and termination of such members.

## **1.6 Non-discrimination and Neutrality**

No person in the School shall be discriminated against on the basis of gender, race or ethnic origin, religion or belief, age, disability or sexual orientation, in accordance with applicable German laws.

There will be no discrimination in the admission of students based on the financial circumstances of parents as defined in Article 7 Paragraph 4 Sentence 3GG and in Article 96 of the Bayerisches Gesetz über das Erziehungs- und Unterrichtswesen.

MIS does not tolerate physical, mental, sexual or cultural harassment.

MIS upholds neutrality on all matters relating to religion and politics. The curriculum will not promote a specific religious or political belief but will advance the students' knowledge and appreciation of the role that religion and politics play in the social, cultural and historical development of civilization.

## **1.7 Values of MIS**

Our Values are encapsulated in the IB learner profile. All members of the MIS community strive to be:

**INQUIRERS:** We nurture our curiosity, developing skills for inquiry and research. We know how to learn independently and with others. We learn with enthusiasm and sustain our love of learning throughout life.

**KNOWLEDGEABLE:** We develop and use conceptual understanding, exploring knowledge across a range of disciplines. We engage with issues and ideas that have local and global significance.

**THINKERS:** We use critical and creative thinking skills to analyse and take responsible action on complex problems. We exercise initiative in making reasoned, ethical decisions.

**COMMUNICATORS:** We express ourselves confidently and creatively in more than one language and in many ways. We collaborate effectively, listening carefully to the perspectives of other individuals and groups.

**PRINCIPLED:** We act with integrity and honesty, with a strong sense of fairness and justice, and with respect for the dignity and rights of people everywhere. We take responsibility for our actions and their consequences.

**OPEN-MINDED:** We critically appreciate our own cultures and personal histories, as well as the values and traditions of others. We seek and evaluate a range of points of view, and we are willing to grow from the experience.

**CARING:** We show empathy, compassion and respect. We have a commitment to service, and we act to make a positive difference in the lives of others and in the world around us.

**RISK-TAKERS:** We approach uncertainty with forethought and determination; we work independently and cooperatively to explore new ideas and innovative strategies. We are resourceful and resilient in the face of challenges and change.

**BALANCED:** We understand the importance of balancing different aspects of our lives—intellectual, physical, and emotional—to achieve well-being for ourselves and others. We recognize our interdependence with other people and with the world in which we live.

**REFLECTIVE:** We thoughtfully consider the world and our own ideas and experience. We work to understand our strengths and weaknesses in order to support our learning and personal development.

## **2 STRATEGIC POLICIES**

The Board of Directors establishes the strategic policies by which the School's mission is achieved. The Head of School is responsible for observing and implementing these strategic policies in the leadership and management of the School. This section sets out the Strategic Policies, which are adopted by the Board of Directors from time to time. Strategic Policies may be created or revised through Board decisions, and will be updated in the Policy Manual accordingly.

### **2.1 School Curriculum**

The Board of Directors expects MIS to provide an education program, which adheres to and promotes the guiding statements of the School as set out in Section 1.2. As part of this policy:

- a) MIS will maintain a holistic, differentiated and coherent written curriculum and systems for monitoring student learning, which address the needs of a wide spectrum of learners.
- b) MIS implements programs of the IBO, which are rooted in constructivist educational philosophy and prioritise student enquiry, concept-focused teaching and learning, critical and creative thinking, and personal as well as academic development. The curriculum conforms to the IBO framework, and includes the PYP, the MYP and the DP.
- c) MIS' educational programs for teaching and learning will be regularly reviewed and adapted to the evolving needs of students, recent research and insights into learning and child development, and changes in the structure and requirements of the PYP, MYP and DP.

### **2.2 Admission Regulations and Financial Assistance**

The Board of Directors expects MIS to have an Operational Admission Policy, which complies with the School's Mission and strategic goals. As part of this policy:

- a) MIS will accept children without discrimination on the basis of gender, race, religion or belief, or financial background.
- b) MIS will admit students who can benefit from the educational services available at MIS. The School's admission processes prioritise students for entry according to an established set of characteristics. These characteristics ensure that MIS contributes to providing an international education first and foremost for internationally mobile families and for families whose values and beliefs are well aligned with the mission of

the school.

- c) Important characteristics to be considered in the admissions process include:
- status as an internationally mobile family,
  - status as an internationally-minded family,
  - language/nationality profile,
  - academic alignment,
  - alignment of any learning needs with the resources of the school,
  - siblings already attending MIS,
  - children of MIS alumni, and
  - children returning after a leave-of-absence from MIS
- d) The Board of Directors warrants that MIS may provide financial assistance to deserving students. Article 96 of the Bayerische Gesetz über Erziehungs- und Unterrichtswesen requires the School to offer a "Tuition Fee Reduction Program" (TFRP). The decision to issue financial assistance to individual applicants will be at the discretion of the Head of School, in conformity with legal requirements and with the guidelines approved by the Board.
- e) The Board of Directors does not expect the total number of students to exceed 1.500 in any School year.

## **2.3 Human Resources**

The Board of Directors expects that MIS will recruit and retain excellent international and local teachers and supporting staff members, who consistently support, promote and apply the mission of the School. As part of this policy:

- MIS will maintain standards for an excellent faculty and staff and a process for evaluating performance.
- MIS will maintain and continuously review an organizational staffing plan which best promotes high achievement for all students.
- MIS will maintain an effective professional development program.
- To enable the School to recruit and retain the highest quality staff, remuneration levels shall be competitive.
- The Head of School confirms that any and all decisions made regarding personnel assignments, promotions, demotions, transfers, determination of salaries, benefits, and selections for training shall be taken without discrimination. Individual merit and suitability for the particular job shall be the only considerations. Applicable German laws will be strictly observed.
- All employees are expected to adhere to the MIS Code of Conduct, which should be regularly updated by the Head of School and approved by the Board of Directors.

## **2.4 Facilities and Grounds**

The Board of Directors expects that the facilities and grounds will be designed, constructed, maintained and renovated in order to promote innovative, relevant and high quality teaching and learning, and enhance effective collaboration within the parameters of the School's Mission and Values, and in a safe and healthy environment. As part of this policy:

- a) A Campus Master Plan in line with the School's Strategic Plan shall be developed and maintained to provide strategic guidance to the acquisition, disposition, additions and renovations of all new and/or existing facilities and grounds.
- b) The School will maintain a smoke free, drug free and safe campus.
- c) The School will establish structures and guidelines to ensure that sustainable practices become embedded in operational decision-making and in the School's program of learning.
- d) The School will strive to promote health and balanced nutrition through quality food services.

## **2.5 Asset Stewardship**

The Board of Directors expects that the School's assets shall not be unnecessarily placed at risk or unprotected. As part of this policy, the School will:

- a) Carry out a comprehensive annual risk assessment exercise and have an on-going mitigation program to manage identified risks.
- b) Have a security plan to protect students, staff and other people on School premises.
- c) Put in place systems, policies and processes to protect financial assets, property, equipment, information, files, School trademarks, copyrights, and other intellectual property assets from loss or damage.
- d) Have an effective and comprehensive communications and media plan to protect the School's public image and credibility.

## **2.6 Financial Accountability and Performance**

The Board of Directors expects MIS to have financial planning and resource allocation procedures that will ensure that the School maintains its status as a non-profit organization and its programs are sustained by strong finances. As part of this policy:

- a) Financial statements shall be independently audited on an annual basis in accordance with internationally recognized financial standards. The audited financial statements will be approved by the Board and presented to the Association on a timely basis.
- b) The fiscal year shall commence on 1<sup>st</sup>. August of each year and shall end on 31<sup>st</sup>. July of the following year.
- c) Financial procedures will be maintained in a Finance Operating Manual, which is to be reviewed annually by the Board's Finance Committee.
- d) Financial management of the School ensures that sound business and accounting practices are followed on the management and disbursement of funds.
- e) The School will provide annually a five (5) year financial plan, which supports the Board's strategic plan. The School will submit an annual budget to the Board for approval.
- f) The School will take appropriate measures to guarantee continuous receipt of government grants for which the School is eligible.

## **2.7 Advancement**

The Board of Directors expects the School to manage relationships with its key stakeholders in a strategic and integrated manner in order to increase understanding and support of the School. Stakeholders include students, parents, staff and faculty, alumni and friends, companies associated with the School, government policy makers, the media and philanthropic entities. The core activities under Advancement are admissions, communications, marketing, alumni relations and philanthropic giving. As part of this policy:

- a) The Board and the School will effectively communicate the School's Mission, Values, strategic plan and academic standards to all key constituencies.
- b) The School will promote itself effectively to prospective students, their parents and others.
- c) The School will engage alumni in the life of the School as volunteers, advocates and supporters.
- d) The School will secure private financial support from potential donors committed to its Mission and Values.

## **2.8 Philanthropic Giving**

The Board of Directors expects the School to cultivate and embed a culture of philanthropy to support the School's development. As part of this policy:

- a) The School accepts unrestricted gifts and gifts for specific programmes and purposes, provided that such gifts are not inconsistent with its stated Mission, purposes, values,

policies and priorities. The School will not accept gifts that are excessively restrictive in purpose. The School must maintain control, consistent with any explicitly declared donor restrictions acceptable to the School, of all funds provided through philanthropic gifts.

- b) Donations can supplement, but never supplant, the School's operational budget. The School will not rely on such external financing for current operational expenditures, such as salaries, operating or investment costs of a recurring nature.
- c) Donations shall not be accepted or may be returned if there is deemed to be any potential conflict of interest. Decisions on such cases shall be taken by the Head of School in consultation with the Board.

## **2.9 Community Relations**

The School will foster a dynamic, respectful and inclusive community with shared values and aspirations. In addition, the School will be an integral part of the local community. As part of this policy:

- a) All members of the community (i.e. the students, their parents/guardians, and all employees, whether or not Association Members) should adhere to the School's Values and contribute to the School's mission.
- b) All members of the community, including the wider families and alumni and friends are encouraged to be involved in the development of the School.
- c) All members of the community are entitled to respectful, timely and effective communication.
- d) The School will engage with the local community and maintain good relations with local government authorities.

Members of the School community who show gross disrespect of MIS's Values and policies may, at the discretion of the Head of School, be reprimanded or barred from the School's grounds.

## **2.10 Strategic Planning**

The Board will establish and periodically review the guiding statements for their continued relevance, and put in place a Strategic Plan and policies to achieve the Mission of the School. The Head of School is an integral part of the strategic planning process. As part of this policy:

- a) The School's guiding statements will establish clear expectations for student learning and development, and should enjoy a high degree of support from the community.
- b) The School's guiding statements should drive decision-making, planning, action and review at multiple levels of the School.

- c) The Board will develop and maintain a rolling three (3) to five (5) year Strategic Plan which supports the achievement of the Mission.
- d) The Head of School will present, on an annual basis, an action plan to achieve the strategic goals.
- e) The Board will evaluate the School's success in achieving the Mission and strategic goals based on defined indicators.

## **3 THE BOARD OF DIRECTORS**

### **3.1 *Legal Status of the Board of Directors***

The Board of Directors represents the School and executes the responsibilities entrusted to it by the Association. All powers of the Board of Directors derive from the Association and Articles of Association. The Board is ultimately responsible for all business conducted by the School.

The Board of Directors develops a Strategic Plan and financial budget to achieve the Mission of the School and determines the strategic policies by which the School is operated.

The Board appoints the Head of School, who is responsible for the operation of the School, its educational direction and development and the employment and dismissal of personnel. The Board holds the Head of School accountable for the administration of its policies and the execution of Board decisions. The Board empowers the Head of School to act on its behalf through a Power of Attorney.

All powers of the Board of Directors are granted by the Articles of Association in terms of action as a group. Individual Board Members exercise authority only as they take action at a duly convened, official Meeting of the Board of Directors. The Board acts collectively; no individual has the authority to represent or speak on behalf of the Board of Directors unless specifically authorized to do so.

In accordance with the provisions of §26 BGB (German Civil Code) and the Articles of Association any two of the Chair, Vice Chair, Treasurer, Secretary or Head of School shall jointly represent the Association before the courts, as well as with respect to third persons, except for where the power to represent the School is granted to the Head of School.

The Association shall defend, indemnify and hold harmless Members of the Board, individually and as a Board, for any demands, claims or actions brought against them while acting in good faith in their capacity as Board Members on behalf of the Association.

The School will maintain an appropriate level of Directors and Officers (D&O) insurance to cover the personal liability of individual Board Members for undertaking their responsibilities.

In accordance with German law governing the tax-exempt status of the School, Board Members shall not receive any remuneration for their services as a Board Member. However, upon prior approval of the Chair reasonable expenses will be reimbursed.

### **3.2 *Role and Responsibilities of the Board of Directors***

The Board directs the affairs of the School in such a manner as to achieve the purpose of the School, as set out in Article 2.0 of the Articles of Association and the School's mission statement (Section 1.2).

The Board provides leadership and direction in order to ensure the long-term stability and success of the School. The responsibilities of the Board include the following:

- a) Articulate the Mission and Values, which support the purpose of the School.
- b) Develop a three (3) to five (5) year Strategic Plan that establishes priorities and goals to achieve the Mission of the School.
- c) Establish sound policies by which the School is to be governed.
- d) Appoint, supervise and evaluate the Head of School, to whom administrative, instructional and management authority is delegated.
- e) Ensure the financial viability of the School through prudent budget, finance, risk management and audit policies.
- f) Ensure that the composition of the Board and the membership of the Association are maintained and respected according to the Articles of Association.

To ensure the effective exercise of these responsibilities, the Board shall:

- a) Establish a clear set of goals in each School year and develop indicators and assessment measures for these goals.
- b) Regularly communicate policies, priorities and progress to the Association.
- c) Conduct its business so as to ensure effective decision-making, orderly transitions and regular self-assessment.
- d) Exercise effective supervision of the Head of School.

In accordance with Article 4.0 of the Articles of Association, at least two (2) Association Meetings shall be convened each year. At the Meeting where the audited financial statements are presented to the Association, the Board of Directors shall move a vote of the Association to indemnify the Board from all its actions for the preceding School year.

### **3.3 Composition and Term of the Board**

Board Members should

- a) Possess the motivation, experience, qualifications and attitudes to contribute positively to the Board's work and realisation of the School's goals.
- b) Be able to give the necessary time and effort to attend all Board and committee Meetings for their complete terms of office.
- c) Reflect the diversity of the School, and
- d) As a group, have complementary skills and experience.

In accordance with Article 6.1 of the Articles of Association, the Board of Directors shall consist of up to sixteen (16) persons:

- a) At least nine (9) and up to twelve (12) eligible Members of the Association shall be elected to the Board by the eligible Members of the Association through the nomination and election process outlined below (the “Elected Board Members”).
- b) The Head of School is a non-voting, ex-officio Member of the Board.
- c) In addition, the Board may appoint up to five (5) Members, who may also come from outside of the Association. Such appointment requires a 2/3-majority vote by the Board (the “**Appointed Board Members**”). Appointed Board Members are entitled to vote on all Board matters except the election of Appointed Board Members and the backfilling of empty Board seats caused by the resignation of Elected Board Members.
- d) Appointed Board Members automatically become Honorary Members of the Association for the duration of their Board mandate, unless they are already Ordinary Members.

Each Elected Board Member shall serve for a term of three (3) years and may be re-elected for multiple terms. The tenure of Appointed Board Members will be limited to the duration of three School years in which they were appointed. They may be re-appointed for multiple terms.

At the time of their election or appointment it is expected that Board Members and the Appointed Board Members are highly likely to be able to serve for a complete three-year term. Candidates are expected to make this clear during the election or appointment process.

The nomination and election process for Elected Board Members is described in Sections 4.1, 4.2 and 4.3 of this Policy Manual. The selection process for Appointed Board Members is covered in Section 4.4.

### **3.4 Officers of the Board (Executive Committee)**

The Executive Committee of the Board comprises the Chair, the Vice Chair, the Treasurer and the Secretary. All Executive Committee Members are elected by simple majority for a period of one (1) year. Their term expires at the end of the last Board Meeting for the School year held in June. Immediately following this Meeting, the Board for the subsequent School year will convene. The eldest Board Member present by tenure will chair this Meeting. Where there are two or more eldest Board Members with the same tenure then the oldest amongst them will chair the Meeting. The first order of business will be the election of the new Chair. Board Members interested in becoming Board Chair should make their intentions known to the Board at least a week in advance of the Board Meeting. On election, the new Chair then

proposes candidates for the other three offices for election by simple majority. Re-election is permitted.

If the office of the Chair is vacated during the year, the Vice Chair replaces the Chair until an election of a new Chair can take place at the next Board Meeting, following the procedures outlined above. In case of vacancies in the other offices of the Executive Committee, new Members shall be elected also following the same procedures.

### ***Chair of the Board***

The Chair must be a Board Member elected by the Association. The Chair's objective is to achieve the Mission of the School by ensuring the integrity and success of the Board's work. The Chair is the primary liaison between the Board of Directors and the Head of School. The duties of the Chair are as follows:

- a) Approve the agenda and lead all Board and Association Meetings, ensuring that appropriate time is set aside for discussion of each topic.
- b) Lead the process of setting the annual goals of the Head of School by the Board, collect and communicate formal feedback on his/her performance together with the Vice Chair.
- c) Hold regular meetings with the Head of School to confirm that all activities are performed that are necessary towards meeting the goals and objectives of the School.
- d) Provide support to the Head of School in situations where guidance from the Board is required.
- e) Propose candidates for the Executive Committee, committee and taskforce Chairs, aided by suggestions from other Board Members.
- f) Ensure proper conduct of individual Board Members by notifying them of and resolving violations of Governance policies, Guiding Principles and the Code of Conduct for Board Members.
- g) Manage the contract of the Head of School.
- h) Approve expenses as regulated in the Finance Operating Manual, within the budget set by the Board.
- i) Be the primary spokesman for the Board.
- j) Together with the Head of School act as a non-voting Member of the Board of the Parent Teacher Verein (PTV).

### ***Vice Chair of the Board***

The Vice Chair must be a Board Member elected by the Association. The duties of the Vice Chair are as follows:

- a) Perform the duties of the Chair in his/her absence.
- b) Replace the Chair in the event that the Chair resigns or is removed from office until a new Chair has been elected.

### ***Treasurer of the Board***

The Treasurer must be a Board Member but not necessarily elected by the Association. The duties of the Treasurer are as follows:

- a) Chair the Finance Committee (Section 5.3), facilitate the Committee's development of policies and the budget, and lead its monitoring of budgeted income and expenses.
- b) Chair the Audit and Risk Sub-Committee (Section 5.3), direct the work of the auditors on behalf of the Board and monitor the implementation of the auditor's recommendations.
- c) Chair the Board Meeting in the absence of both the Chair and the Vice Chair.
- d) Assess the School's financial health and make appropriate recommendations to the Board.
- e) Present the Board approved audited financial statements and risk management report at the Association Meeting.

### ***Secretary of the Board***

The Secretary must be a Board Member but not necessarily elected by the Association. The duties of the Secretary are as follows:

- a) Prepare a forward agenda and calendar for all Board Meetings in conjunction with the Board Chair and the Head of School, ensuring that the Board observes all deadlines and reviews all major areas that are critical to the achievement of its strategic plan.
- b) Prepare and distribute the agenda for a Board Meeting and draft minutes to be adopted from the previous Meeting, at least one (1) week in advance of the Meeting.
- c) Prepare and distribute the agenda for an Association Meeting at least fourteen (14) days in advance, in both English and German.
- d) Chair the Board Meeting in the absence of the Chair, the Vice Chair and the Treasurer.
- e) Record the minutes of Board and Association Meetings.
- f) Ensure that copies of minutes of Committee Meetings, Board meetings, Association meetings and other Board documents that are important for maintaining a legal record of the Board's business are stored in a central electronic repository (Section 3.5).
- g) Ensure that all Board business is conducted in compliance with the Articles of the Association and the Policy Manual.

## **3.5 Board Meetings**

According to Article 6.3 of the Articles of Association the Board shall meet at least five (5) times a year. However, the Board shall endeavor to meet on a monthly basis in all months during which the School is open to students for learning. A forward calendar for all regular Board Meetings for the year shall be established at the beginning of the School year. The Chair reserves the discretionary right to convene extraordinary Meetings, which may also be convened at the request of a majority of Board Members. The Board conducts its business

in person and only uses telephone conference calls or video conferences in extraordinary circumstances. At least one Member of the Executive Committee has to be present in order to chair the Board Meeting. It is preferable on the grounds of good practice to have at least two Members of the Executive Committee present when the Board meets.

Board Meetings are divided into Regular, Executive and Directors sessions:

- a) A Regular session is attended by the Board, Deputy Head of School and COO/Business Manager. Other people such as experts, members of staff or the community may be invited by the Board to Regular Sessions to discuss a specific issue.
- b) An Executive Session is attended by Board Members only.
- c) Directors' Sessions are attended by voting Board Members only and used, for example to discuss the Head of School's performance and his/her service contract. Appointed Board Members shall not attend Directors' sessions when the election of Appointed Board Members is being discussed.

A Board Member, who may have a potential conflict of interest, shall inform the Chair thereof. In such case he/she shall exclude him/herself from any part of the Board discussions when the issue under discussion or consideration may constitute such potential conflict of interest. In addition, the Chair shall have the discretionary right to exclude Board Members from any parts of discussions when the issue under consideration constitutes a potential conflict of interest. In case a conflict of interest lies with the Chair, the Vice Chair shall exercise the aforementioned discretionary right.

The agenda for the Board Meeting shall be approved by the Chair, and circulated by the Secretary one (1) week in advance of the Meeting. Any reports or documentation available as background information for agenda items should be circulated at least three (3) working days in advance of a Board Meeting.

It is expected that all Board Members familiarize themselves with the material distributed in advance of Board Meetings in order to make the Board Meeting as effective as possible.

It is recognized that subjects appropriate for the agenda will sometimes develop before the Meeting but after the delivery of the Meeting materials. The agenda will permit introduction of such subjects, but in the absence of necessary background material, or for lack of time to study material introduced at the Meeting, subjects so introduced will normally be referred to an appropriate committee or held over for consideration at the next Meeting. The Chair can use his/her discretion in such matters.

The presence of more than half the voting Board Members shall constitute a quorum. In the event of an even number of voting Members, the presiding Chair of the Board casts the deciding vote on any 50/50 split votes or decisions. A motion passed by the simple majority of the voting Board Members present at a duly called Meeting shall be the will of the Board, except as is otherwise provided in the Articles of Association or in the Policy Manual. A unanimous vote is required to remove a Board Member from office (Section 4.5) and for immediate termination of the Head of School service contract (Section 6.7).

A majority of 2/3 of all the voting Board Members is necessary for Board resolutions regarding:

- a) The appointment, dismissal or extension of the contract of the Head of School (Section 6.7).
- b) The removal of a Committee Chair from the position (Section 5.1).

A majority of 2/3 of all the Elected Board Members is necessary for Board resolutions regarding:

- a) The appointment of Appointed Board Members (Section 4.4).
- b) The appointment of a successor to an Elected Board Member who has left the Board (Section 4.5).
- c) The appointment of Honorary Members to the Association (Section 4.6).

Voting via email or via video conference is permissible only under extraordinary circumstances, as email or a video conference may not be conducive to supporting the deliberative nature of debate prior to decision-making. The Chair conducts email voting or video conference voting and tabulates responses and reports results back, by email. The vote carried out by email or by video conference is effective once the Chair has reported the decision back, by email, to the Board, after having duly tallied the electronic votes or the votes given within the video conference. The respective decision is to be confirmed at the following in-person Meeting in order to have a written record.

The Clerical Secretary to the Board, who is a member of personnel of MIS, shall serve as recording secretary at all regular Board Meetings. The Board Secretary should circulate draft minutes of Board Meetings within one (1) week after the Meeting. Such minutes shall be approved and adopted at the following Board Meeting and signed by the presiding Chair and the Secretary of the Meeting which minutes have been adopted. A copy of the minutes of all regular Board Meetings is forwarded to the Clerical Secretary to the Board. The Board Secretary retains minutes of all Executive or Directors Board Meetings. The Chairman keeps a second copy of the minutes of all Board Meetings.

A central electronic repository will be created using the MIS OneDrive Platform and maintained by the Secretary of the Board with the support of the Clerical Secretary to the Board. Copies of the following should be maintained in the repository:

- Regular Board Minutes
- Executive Board Minutes
- Association Minutes
- Any other relevant Board and Association material

The Clerical Secretary to the Board will have the primary responsibility to collect the relevant board material and store them in the repository. Every Elected Board Member and the Head of School will have access to the repository.

All users will be given an account and will be able to access the central electronic repository by means of a pass code. The Board Secretary will have managerial rights to authorize the creation or deletion of folders and to invite new users and authorize their access (after deliberation with the Board Chair and the Head of School).

A separate special confidential folder within the repository shall be created which will contain only the Directors Sessions Minutes. Only the Elected Board Members will have access to this special folder.

The final responsibility for the central electronic repository lies with the Board Secretary.

### **3.6 Policy Development**

The Policy Manual will be made available to all members of the Association through the password protected area of the MIS website.

Article 6.4 of the Articles of Association empowers the Board of Directors to determine the policies by which the School is to be operated, some of which are outlined in this Policy Manual and in Board decisions. The Board concerns itself with strategic policies, Board process policies, and Head of School/Board relationship policies. The Board has oversight over operational policies, which are under the responsibility of the Head of School to whom administrative, instructional, and management authority is delegated.

The Head of School shall inform the Chair of the Governance Committee and/or the Chair of the Board in case of any changes or amendments of operational policies that are likely to have a significant impact on the character, perception or strategic direction of the School. Adoption of new Board policies or amendment of existing Board policies is the sole responsibility of the Board. Adoption, amendment or deletion of Board policies based on the recommendation of the Governance Committee shall require a simple majority vote. Amendment to the existing Articles is subject to the provisions of Article 5.0 of the Articles of Association.

Proposals for revisions to existing Board policies and/or operational policies or for new Board policies and/or operational policies may be made in writing by anyone connected with or interested in the School and may be presented to the Board of Directors through the Head of School, the Chair of the Board or the Chair of the Governance Committee. The Governance Committee will review the proposal, consult with concerned persons or experts, if necessary, and make a recommendation to the Board to either approve or reject it. The Board of Directors will discuss and take action accordingly. The formal adoption of Board policies shall be recorded in the minutes of the Board Meeting and updated in the Policy

Manual. Policies shall be effective immediately upon adoption, unless an effective date is specified.

The Board of Directors shall review its policies continuously and keep the Policy Manual up to date and relevant. The Governance Committee shall undertake a review of the Policy Manual and the Articles of Association each year and recommend changes to the Board as appropriate.

In cases when action must be taken and neither the Articles nor the Board has provided guidance in policy for such action, the Head of School shall have the power to act. On important issues the Head of School shall consult with the Chair or Vice Chair wherever possible. Decisions so made, however, shall be subject to review by the Board at the following Meeting. It shall be the duty of the Head of School to inform the Board promptly of such action and of the need for new policy.

### **3.7 Professional Development, Orientation and Self-Assessment**

The Board will routinely invest in its governance capacity through continuous learning. Professional development will be used regularly to orientate new Members of the Board as well as to maintain and increase existing Members' skills. The Board will have periodic discussion of process improvement.

To help the introduction of newly Elected Board Members or Appointed Board Members, the Board shall have an orientation program. New Board Members, shortly after their election and before the first Board Meeting in August, shall participate in the orientation program. This includes meetings with the Board Chair, the Chair of the Governance Committee, the Head of School, Principals and other members of the administration. The new Board Members shall be provided with material that will help their orientation, such as the Articles of Association, the Policy Manual, the School's Mission and Values, and relevant information concerning the School's structure, finances, strategic plan and Board proceedings. New Board Members are required to sign the Board Member Agreement (Section 8).

The Board will conduct a self-assessment of collective and Chair performance at the end of each School year. Self-assessment will be based on desired behaviors, practices, and outcomes against goals. The input of the Head of School will be sought. The Governance Committee will coordinate the Board self-assessment exercise and report to the Chair. The Vice Chair will coordinate the Chair assessment exercise. The outcome of the assessments will be discussed no later than the June Board Meeting.

## **4 ELECTION AND APPOINTMENT POLICIES**

This section of the Policy Manual addresses four issues: (i) elections of Board Members (Sections 4.1, 4.2 and 4.3), (ii) appointments of Appointed Board Members (Section 4.4), (iii) removal and resignations of Board Members (Section 4.5), and (iv) appointment of Extraordinary and Honorary Association Members (Section 4.6).

### **4.1 *Composition and Role of the Nomination Committee***

The Nomination and Election process to the Board of Directors is outlined in Article 6.2 of the Articles of Association.

The Nomination Committee is a standing committee of the Board. The Chair of the Board appoints an Elected Board Member to chair the Nomination Committee. The Chair of the Nomination Committee shall automatically be a Member of the Governance Committee.

The Chair of the Nomination Committee selects a second Board Member to serve on the Nomination Committee according to Article 6.2 of the Articles of Association and appoints a further three (3) eligible Members of the Association who are not Board Members to form the rest of the Committee, bearing in mind the international composition of the School. The Chair of the Nomination Committee shall inform the Board of the members of its Committee in the December Board Meeting of each School year. The Committee serves for the duration of the School year in which they were appointed.

If a position on the Nomination Committee is vacated, the position is filled in the same manner as that position was originally filled, for the remainder of the duration of the unexpired term.

The Nomination Committee shall:

- a) Select by unanimous vote and submit to the Board the candidates to fill the expired positions on the Board due to the expiration of a Board Member's three (3) year term. The number of candidates should be at least two (2) more than the number of seats to be filled on the Board.
- b) Administer the nomination and election process in accordance with the Articles and the policies established by the Board.

The Chair of the Nomination Committee shall be responsible for communicating the nomination and election process within the School community.

## **4.2 Nomination Process**

In the December Board Meeting, the Board of Directors shall take a vote to decide on the size of the Board of Directors for the following School year. Members of the Board whose terms are expiring and who are eligible for re-election will convey their decision at the December Board Meeting as to whether they wish to stand as candidates. The Board will also discuss desirable attributes of candidates, which would maintain or strengthen Board performance.

The Nomination Committee will thereafter notify the Association of the composition of the Nomination Committee and ask eligible members interested in standing as candidates to contact the Committee. The Committee will also identify, screen and attract suitable candidates to stand for election. The Committee will consult with the Head of School to ensure that the proposed candidates are in good standing with the School, for example have no financial arrears or other potentially conflictual issues with the School.

The Chair of the Nomination Committee will submit to the Board the final list of candidates standing for election by the Spring break. The candidates will have the opportunity to meet Board Members through a meeting convened by the Chair of the Nomination Committee for this purpose.

If in case of extraordinary circumstances an Association Meeting can not be held in May, such Association Meeting may be postponed to a later date of the year. In such case the respective deadlines mentioned in Sections 4.2. and 4.3 shall be amended accordingly. The postponement of an Association Meeting requires Board approval.

## **4.3 Election Procedures**

The Nomination Committee will distribute information regarding the election calendar dates and the voting procedure to all Members of the Association not later than fourteen (14) days in advance of the May Association Meeting..

If the election is being conducted by paper ballot, the following documentation will also be distributed:

- a) Biographies of the candidates.
- b) One ballot paper listing the candidates (only for eligible voting Members of the Association).
- c) An unstamped, self-addressed return envelope.

If the election is being conducted by electronic ballot, the following documentation will be distributed:

- a) Names of the candidates. Instructions on how to access the candidates' biographies on the MIS website.
- b) A secure, unique identifier (e.g. PIN/TAN) for voting purposes (only for eligible voting Members of the Association).

Independent of whether a paper or electronic ballot is being conducted, this information may be provided by post and/or electronically.

The election period will commence upon receipt of the voting documentation and the candidates will present themselves to the Association during the May Association Meeting.

In the case of a paper ballot, secure ballot boxes will also be made available at the School during the election period and at the May Association Meeting.

The voting process shall adhere to the requirements of German Law with respect to the protection of personal data.

All valid ballots received up to midnight on the 10<sup>th</sup>. day after the May Association Meeting will be included in the counting of the ballots. If this 10<sup>th</sup>. day is a Saturday, Sunday or public holiday, the deadline will be extended to midnight of the following workday. The election shall be valid regardless of the voter participation.

The certified public accountant of the School and/or any other independent third party shall be authorized to receive and count the votes as well as to conduct the draw.

The candidates with the highest number of ballots shall be elected, according to sequence. In the event of a draw for the last available seat the election, the candidate shall be elected who has been longer with the School as ordinary member, and if still a tie, that candidate who has more children enrolled with the School, and if still a tie it shall be decided by a draw conducted by the certified public accountant.

The Chair of the Nominations Committee shall notify the Board and all candidates of the outcome of the election immediately, and all members of the Association within fourteen (14) days of the result.

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#### **4.4 Selection of Appointed Board Members**

In accordance with Article 6.1 of the Articles of Association, the Board may appoint up to three (3) Members, who may also come from outside the Association. Such appointment requires a 2/3-majority vote by the Elected Board Members.

Appointed Board Members should fulfill the general criteria for Board Membership as specified in Section 3.3 of this Policy Manual, and adhere to the principles of Board behavior as described in Section 8 of this document.

The objectives of adding Appointed Board Members to the Board are to:

- a) Bring specific and specialized experience to the Board's deliberations.
- b) Increase the diversity of perspectives and experience in the Board.
- c) Build and strengthen relationships with particular organizations, ethnic or cultural groups.
- d) Improve the institutional memory of the Board.

Appointed Board Members shall typically fulfill one or more of the following criteria:

- a) Educational expertise.
- b) Expertise in other areas not well covered by Elected Board Members.
- c) Former parents.
- d) Former students.
- e) Former members of faculty or staff.
- f) Representatives of local governmental organizations or consulates.

Current Ordinary Members of the Association are not specifically excluded from being appointed to the Board, but this should be an exception. Extraordinary and Honorary Members of the Association, with the exception of Friends and Supporters appointed according to Article 3.1.3, cannot be appointed to the Board.

Appointed Board Members are expected to serve on Board Committees and can serve as Treasurer or Secretary to the Board, but cannot be elected Chair or Vice-Chair of the Board. Appointed Board Members shall not receive remuneration for their services.

As described in Section 5.2 of this Policy Manual, the Governance Committee is responsible for identifying, screening and recommending candidates for Appointed Board Members for election by the Board. Prior to the Board Meeting at which Appointed Board Members are to be discussed and elected the Governance Committee will:

- a) Provide information regarding the process of selecting the proposed Appointed Board Members and the reasons for selecting the proposed Appointed Board Members.
- b) Distribute biographies of the proposed Appointed Board Members and a statement of interest for each of the proposed Appointed Board Members.
- c) Convene a "*getting to know you*" meeting between the proposed Appointed Board Members and current Board Members.

Following their appointment, the Board Chair and the Chair of the Governance Committee will communicate the Board's decision to the Association. At the Association Meeting

subsequent to their appointment, Appointed Board Members will present themselves to the Association.

#### **4.5 Resignation and Removal of Board Members**

A Board Member may resign from an office of the Board or the Board itself by giving written notice to the Chair. Such resignation shall take effect at the date of receipt of such notice or at any later time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

A Board Member may be removed from office by unanimous vote (excluding the Member in question) as outlined in Article 6.1.4 of the Articles of Association. An Elected Member of the Board who is no longer an Ordinary Member of the Association will automatically be removed from the Board of Directors.

Upon resignation/removal from the Board all material relating to the Board should be returned within seven (7) days, and confirmation thereof should be made to the Board Secretary.

The Board of Directors may, at its discretion, appoint a successor from among the eligible Members of the Association to serve the remaining period of the term of the Member who is leaving. The goals of the nomination process should be observed in the proposal of candidates for the position. A candidate is appointed through a 2/3-majority vote of the Board Members (excluding the Member who is leaving).

#### **4.6 Policies on Association Membership**

In accordance with Article 3.1.4 of the Articles of Association, the Board shall ensure that an official membership list containing the current address of each Association member, and the category of membership, is established and maintained. The Board delegates this responsibility for the maintenance of the official membership list to the Head of School and requires that all relevant issues of confidentiality, particularly relating to personal data should be respected.

Members of the School's faculty and staff shall be invited to become Honorary Association Members. Spouses of members of the School's faculty and staff shall be invited to become Honorary Association Members only when and as long as their children attend the School. Parents employed by the School either as freelancers, or whose contracts exceed minor employment ("*Geringfügige Beschäftigung*"), and also their spouses shall become Honorary Association Members upon decision by the Board.

Members of faculty and staff who become Honorary Members of the Association remain members for the respective School year and will be invited to re-affirm the membership each September. Spouses of members of faculty and staff who become Honorary Members of the Association cease to be Members when they no longer have children in the School.

In accordance with Article 3.1.3 the Board is entitled to appoint Friends and Supporters of the School as Honorary Members of the Association. They cannot have children in the School nor be employed by the School. Individuals who are so appointed are expected to act as ambassadors for and supporters of the School, irrespective of whether they live locally or not, and to support the School's Guiding Statements. Ideally such Honorary Association Members will help build and strengthen relationships with particular organizations or ethnic or cultural groups, or support the School in creating awareness of the School and its offering.

Potential groups from which such Honorary Members can be drawn include:

- a) Former parents, who have served the School during the time of their children's education, and with whom the School wishes to maintain a closer relationship.
- b) Former students, who the School wishes to recognize for their achievements and with whom the School wishes to maintain a closer relationship.
- c) Former members of faculty and staff, to whom the School wishes to extend its appreciation for long-term contributions to the School's development.
- d) Significant donors and other individuals who have contributed significantly to the School's development.
- e) Other individuals on whose experience the School wishes to draw but whose personal situation prevents them being Appointed Board Members.

In accordance with Article 3.2.2 of the Articles, the Board shall exempt Friends and Supporters of the School appointed as Honorary Members of the Association from paying contributions. The duration of such membership is indefinite, but in accordance with Article 3.3.3, Friends and Supporters so appointed can terminate their membership in writing immediately and at any time. Resignation is expected when the Honorary Member is unwilling or unable to continue support of the School's development or its Guiding Statements. The Board shall also be entitled to terminate the Honorary Membership.

Board Members, including the Head of School, can recommend potential Friends and Supporters of the School as candidates for Honorary Association Membership at any time to the Governance Committee, which is charged with screening and recommending candidates to the Board. The Governance Committee is expected to recommend such candidates to the Board from time to time, but typically annually.

The number of Friends and Supporters who are appointed as Honorary Association Members in any School year should not exceed one (1) per cent of the total Association Membership.

The Board of Directors can terminate Honorary Association Membership for Friends and Supporters at any time by recommendation of the Governance Committee and with a simple majority vote



## **5 BOARD COMMITTEES**

### **5.1 Committees of the Board**

Article 6.4 (7) of the Articles of Association specifies the Nomination, Finance and Governance Committees as standing committees of the Board. The Board may establish and assign duties to other committees and taskforces as needed to accomplish its goals and objectives for the year. A committee exists to help the Board achieve its objectives, not to help or do the work of the School's staff. Committees shall be established at the beginning of each School year and shall exist for the entire School year.

At the same Meeting at which the Board elects a new Chair, the latter will propose the committees to the Board and the respective Committee Chairs. Committee Chairs may also be non-Board Members. The Committee Chairs shall appoint the Members of their committees, including at least one Board Member. Members of the community with specific expertise, including persons who are not a Member of the Association, may be invited to join a committee as Specialist Committee Members wherever appropriate. Such Specialist Committee Members attend Board Meetings by invitation only.

Each Member of the Board shall be a member of at least one committee. The Chair is an ex-officio Member of all committees and has the right to attend Meetings, except in the case of the Nomination Committee.

In addition the Chair of the Board may propose temporary taskforces and their respective Chairs. When the taskforce has completed its work it is automatically dissolved.

All committees report to and are responsible to the Board. A committee may not make decisions for the Board except where formally given such authority for specific and time limited purposes. A committee may develop recommendations for Board decisions; however, the ultimate authority to make those decisions rests with the Board as a whole.

At the beginning of the School year, Board Committees will develop goals and objectives, together with indicators and assessment measures, against which their performance will be measured at the end of the respective School year.

Committees shall meet on a regular basis; in the case of the Finance Committee, one (1) week in advance of regular Board Meetings. Committee Chairs will maintain a file to pass on to and orientate their successors.

A Committee or Taskforce Chair may be dismissed by a 2/3 vote of the Board (excluding the vote of the Committee Chair).

## **5.2 Duties of the Governance Committee**

The Governance Committee works to ensure that the Board is well functioning and carries out its tasks effectively. Specific duties include the following:

- a) Review the Policy Manual and Articles at least annually and recommend changes to the Board and Association respectively in order to keep them up to date and relevant. Also review proposals for changes as specified in Section 3.6.
- b) Conduct the annual self-appraisal of Board performance.
- c) Organize regular professional development of the Board.
- d) Organize orientation for new Board members.
- e) Support the Nomination Committee in identifying desirable profiles for Board nominations.
- f) Identify, screen and recommend candidates for Appointed Board Members for election by the Board, including the re-appointment of existing Appointed Board Members.
- g) Identify, screen and recommend candidates for the backfilling of Board mandates resulting from the resignation or removal of Elected Board Members
- h) Identify, screen and recommend Friends and Supporters of the School for Honorary Association Membership to the Board.

## **5.3 Duties of the Finance Committee & the Audit and Risk Sub-Committee**

The Treasurer shall chair the Finance Committee. Committee members shall include the Head of School, the Chief Operating Officer, the Chief Financial Officer and at least one other Board Member.

The Finance Committee supports the Board to ensure the short and long term financial health of the School. Responsibility for day-to-day financial management of the School resides with the Head of School. The Finance Committee monitors financial matters and reports back to the Board. Specific duties include the following:

- a) Review year to date financial performance against the approved operating and capital budget for the current School year, and report to the Board, at least quarterly.
- b) Review the budget prepared by the Head of School for the following School year and present for approval from the Board by the May Board Meeting. This includes the establishment of tuition fees (by the February Board Meeting) and staff compensation levels (subject to the applicable Collective Bargaining Agreement), both for which Board approval is also required.
- c) Evaluate all major contracts, leases and agreements.
- d) Recommend banking facilities suitable to the needs of the School for approval by the Board.

- e) Periodically review financial procedures, which are set out in a Finance Operating Manual, which should include authorization levels for expenses and contracts.
- f) Review and update the five (5) year financial plan, which supports the Strategic Plan and present it to the Board, annually.

The Audit and Risk Sub-Committee of the Finance Committee comprises the Treasurer as Chair, the other Board Member(s) from the Finance Committee and an extra Board Member, to be appointed by the Board Chair. The Audit and Risk Sub-Committee's responsibilities are as follows:

- a) Recommend the independent auditor for Board approval.
- b) Work with the auditor to establish the scope of the audit.
- c) Review the recommendations for improving internal controls as noted in the auditor's management letter.
- d) Recommend approval of the annual audit to the Board.
- e) Monitor the implementation of the recommendations in the auditor's management letter.
- f) Oversee the School's major business and operational risks, including conflicts of interest, to assure the Board that risks are being identified and managed appropriately.

#### **5.4 Duties of the Building and Grounds Committee**

The Building and Grounds Committee is a non-standing committee. It supports the Board to ensure that the School's facilities address current and future needs and support teaching and learning in accordance with the mission. Specific duties include the following:

Develop policies for and review the operations relating to the facilities and grounds of the School.

- a) Provide leadership and oversight of all long-term capital improvements, expansion and replacement projects. Ensure that they are carried out in a timely and safe fashion, within budget.
- b) Review the School's commitment to environmentally sustainable practices.
- c) Review the School's environmental, health and safety policies.
- d) Review of the School's security arrangements.

#### **5.5 Duties of the Strategy Committee**

The Strategy Committee is a non-standing committee of the Board. The Strategy Committee supports the Board to review the guiding statements of the School and to prepare and oversee the strategic plan through which the mission should be achieved. The Head of

School plays an integral role in the strategic planning process and as such should be a member of the Strategy Committee. Specific duties of the Committee include the following:

- a) Periodically review the Mission and Values for their continued relevance and appropriateness for the School.
- b) Establish strategic priorities and define initiatives for the term of the plan based on an understanding of the School's current performance, its available resources and relevant external factors.
- c) Solicit input from stakeholders to ensure broad participation in the strategic planning process.
- d) Monitor the success of achieving the mission and the implementation of the strategic plan.

### **5.6 Duties of the Advancement Committee**

The Advancement Committee is a non-standing committee of the Board. The Advancement Committee supports the Board to ensure that the School's network of relationships with stakeholders is well managed, for the purpose of increasing understanding and support for the School. The Advancement Committee typically includes the Head of School and the Director of Advancement. Specific duties of the Committee include the following:

- a) Review and monitor the marketing, communication and enrolment plans of the School.
- b) Exercise leadership and oversight of philanthropic giving initiatives, including annual giving and capital campaigns.
- c) Oversight of relationships and partnerships with government agencies, companies, the media, non-profit organisations and other parties who are supportive of the School.
- d) Oversee the work of the School in alumni relations.

## **6 THE HEAD OF SCHOOL**

### **6.1 General Responsibility**

The Head of School has day-to-day responsibility for the management and the leadership of the School, is responsible to the Board of Directors and is ex officio a non-voting Member of the Board.

In accordance with the requirements of the School's accreditation authorities, the Board of Directors and the Head of School exercise different, but complementary, roles and responsibilities. Whereas the legislation of policies is the most important function of the Board of Directors, the execution of these policies is the responsibility of the Head of School. The Board shall maintain general oversight over the general management of the School.

The Head of School has responsibility over all employees of the School and may delegate to members of the staff portions of his/her responsibilities (with appropriate authority) but cannot relinquish his/her overall accountability for results.

The tasks and responsibilities of the Head of School are described in the Policy Manual. In addition, the Board of Directors shall develop and maintain a clear written description of the goals of the Head of School.

### **6.2 Selection and Appointment of the Head of School**

The Board of Directors shall elect a qualified Head of School by at least a 2/3 majority. An extension or a termination of the contract also requires at least a 2/3 majority.

The Head of School shall be a person of educational attainment, of good moral character and executive ability and have demonstrated success in a leadership role in a comparable institution of learning. The Head of School should subscribe to and be able to inspire adherence to the School's Mission and Values. The Head of School should preferably have experience with all three IB Programs (PYP, MYP and DP).

The Board will form a Head of School Search Committee chaired by a Board Member appointed by the Board Chair. A further three (3) Board Members will be appointed to the Committee by its Chair. The Search Committee will recommend a shortlist of finalist candidates to the Board, which will have responsibility for the appointment of the new Head of School.

The Search Committee will have the following responsibilities:

- a) Lead the discussion with the Board to determine the selection criteria and preferred qualifications of the candidates for the Head of School.
- b) If deemed necessary, select a search consultant who will assist the Board in the identification and screening of candidates with the required profile of experience and qualifications.
- c) Coordinate the advertising of the position and review the dossiers of applications received.
- d) Create a list of candidates with whom interviews by telephone or video conference are conducted.
- e) Conduct appropriate and thorough reference checks before finalist candidates are invited, which should include contact with the Board Chair of the school where the finalists are employed.
- f) Recommend to the Board a shortlist of preferably three to five finalists for visits to the School.
- g) Establish advisory groups within the School consisting of members of the School Leadership Team, Heads of Department, faculty, staff, students, and parents.
- h) Determine the schedule of visits of finalist candidates to the School, each over a period of two to three days.
- i) Share appropriate information with the advisory groups, which may provide written advisory but non-binding input to the Search Committee.
- j) Make available to finalist candidates the main parameters of service.
- k) Prepare a bilingual English/German draft service contract for the selected Head of School, the key terms of which shall be approved by the Board.
- l) Provide the Board with regular updates on the search process.

In the process of selecting a Head of School the full Board will have the following responsibilities:

- a) Participate in a discussion to determine the selection criteria and preferred qualifications for the new Head of School.
- b) Meet with finalist candidates at least once.
- c) Vote on the selection of the Head of School.
- d) Agree on the key terms and conditions of the service contract (in English and German) for the Head of School.

The terms and conditions of the service contract shall include, but are not limited to:

- a) The term of the contract, which should reflect the Board's desire to balance financial exposure with the need for continuity and stability in the School's leadership.
- b) The expiration date, which shall be the last day of a School fiscal year.
- c) The notice period, which shall be one month up to the end of a calendar month within the first six months, and subsequently twelve months up to the end of May of any calendar year, to allow the Board sufficient time to find an adequate replacement.
- d) The remuneration in accordance with the budget approved by the Board.

The duties, responsibilities, general goals and objectives of the Head of School are addressed through the Policy Manual, which shall form an integral part of the service contract.

The Board Chair shall retain a copy of the contract with the Head of School.

In the event that a vacancy occurs in the office of the Head of School, the Board shall promptly fill such vacancy either by the appointment of an acting Head of School or by the appointment of a new Head of School.

### **6.3 Tasks and Responsibilities of the Head of School**

The Board delegates the general management responsibilities for the School to the Head of School. The Head of School will be held accountable to the Board for achieving the Mission, for the leadership of the School, the implementation of the Strategic Plan and the implementation of Board policies and decisions. The Head of School will ensure that the School seeks and maintains the highest status of accreditation as described in Section 1.3 of this Policy Manual.

The Board empowers the Head of School to act on its behalf through a Power of Attorney in accordance with the Articles of Association.

The Head of School is responsible for developing and maintaining an Operations Manual, which provides additional details and clarification of School Policy, as well as operational procedures for the School campus, equipment, personnel and programs. The Board reserves the right to review the regulations and procedures included in the Operations Manual, and to revise or veto such regulations and procedures when, in the Board's judgment, the stipulations in the Operations Manual are inconsistent with policies adopted by the Board.

The Head of School shall form a School Leadership Team, as described in Section 6.5, to support the achievement of the School's Mission, implementation of the Strategic Plan and School policies and to manage the School's operations.

The Head of School may engage specialists where necessary to provide assistance, if within the budget set by the Board.

The following sets out the detailed tasks and responsibilities of the Head of School in implementing the strategic policies established by the Board. The Board may from time to time assign additional duties and responsibilities to the Head of School, provided that all such additional duties and responsibilities are within the general scope of his/her service contract.

In implementing the strategic policies described in Section 2.1 relating to the **School Curriculum**, the Board expects the Head of School to:

- a) Develop, implement and oversee the educational programs and curriculum of the School to ensure their objectives are met.
- b) Ensure that the School Curriculum is improved and updated to be in line with current educational thought and best practice, including utilizing events such as educational conferences and school visits.
- c) Monitor the periodic evaluation of the School Curriculum through internal and external assessments and respond to recommendations presented by the appropriate accreditation authorities.
- d) Develop and establish the annual academic calendar.
- e) Inform the Board of any substantial variances from the established educational program and curriculum of the School.

In implementing the Strategic Policies described in Section 2.2 relating to **Admission Regulations and Financial Assistance**, the Head of School shall:

- a) Monitor effective procedures for the admission, withdrawal, transfer, suspension, and expulsion of students and for the management and retention of student records.
- b) Have the sole and final right to decide on admission, transfer, suspension and expulsion of students.

In implementing the Strategic Policies described in Section 2.3 relating to **Human Resources**, the Head of School shall:

- a) Effectively recruit and retain the highest quality staff and faculty in accordance with the goals of the mission.
- b) Ensure that hiring, evaluation, and termination procedures comply with German law and School procedures.
- c) Assign and transfer, as needed, staff for effective support and delivery of curricular and extra-curricular programs.
- d) Oversee effective supervision and evaluation for all employees.
- e) Administer and communicate personnel policies and procedures for all staff.
- f) Prepare annually, and submit to the Board for approval, a proposed salary schedule for personnel. Proposals for the subsequent School year shall be submitted by the Head of School no later than the May Board Meeting of the preceding School year.
- g) Exercise final responsibility for the employment of personnel, including the authorization of salaries and benefits under the agreed collective bargaining agreements, if applicable, and/or approved salary scales. Exercise final decisions for renewal and non-renewal of regular and additional duty contracts. Exercise final responsibility for termination of personnel.
- h) Provide for effective professional development for School employees.
  - i) Collaborate with the Works Council as specified by applicable German law.
  - j) Negotiate collective bargaining agreements with the union. Any conclusion of a collective bargaining agreement requires prior approval by the Board.

In implementing the strategic policies described in Section 2.4 relating to **Facilities and Grounds**, the Head of School shall:

- a) Maintain and develop recommendations to improve the School's campus and facilities, in keeping with the School's mission and policies.
- b) Provide for the safety and security of students, staff and faculty, and visitors on the campus.

In implementing the Strategic Policies described in Section 2.5 relating to **Asset Stewardship**, the Head of School shall:

- a) Develop and administer a comprehensive annual risk assessment and risk management program.
- b) Provide for adequate insurance against insurable risks to protect the School, the Board of Directors, management, staff or people authorized to act on behalf of the School.
- c) Have a procedure and protocol in place to prevent unauthorized persons from having access to the School's funds and assets.
- d) Have a treasury management policy in place that invests the School's funds in a risk-averse manner that provides a reasonable level of security and return and ensures sufficient liquidity.
- e) Employ effective project management systems for all capital expenses, and have planned replacement and maintenance programs for facilities, equipment, and information technology and communication systems.
- f) Have an effective communications plan in place, which protects the School's image and credibility at all times.

In implementing the strategic policies described in Section 2.6 relating to **Financial Accountability and Performance**, the Head of School shall:

- a) Maintain such solvency for the School that is required for its on-going operation. The Head of School shall ensure that the School will avoid taking on debt to finance negative operating balances. Debt may be taken on with Board approval to finance capital investments but a prudent plan should be in place to repay principal and interest on a timely basis.
- b) Submit the annual budget for the following School year to the Board for approval by the May Board Meeting. This includes the establishment of school fees (by the February Board Meeting) and staff compensation levels (subject to the Collective Bargaining Agreement), both of which also require Board approval.
- c) Ensure that information is available for effective financial audits.
- d) Provide for proper fiscal controls, record-keeping and reporting.
- e) Prepare and submit grant applications and funding proposals as appropriate.

In implementing the strategic policies described in Sections 2.7 and 2.9 relating to, **Advancement, and Community Relations**, the Head of School shall:

- a) Establish and maintain an effective communication and marketing plan to promote the School.
- b) Have in place an enrolment plan, which supports the achievement of annual enrolment targets.
- c) Effectively communicate the School's Mission, strategy, programs and activities to all stakeholders.
- d) Establish and maintain active relationships with the School's former students, parents, faculty and staff.
- e) Develop and maintain relationships with potential donors who are committed to the School's Mission and Values.
- f) Maintain good relationships with government agencies, companies, the media and other non-profit organisations, who have an interest in the School.
- g) Serve as liaison with the School's Parent-Teacher Verein (PTV), Sportverein & MIS Foundation.

In implementing the strategic policies described in Section 2.8 relating to **Philanthropic Giving**, the Head of School shall ensure the following:

- a) Donors will be provided with relevant information about the School and the purpose for which their philanthropic funds are being solicited.
- b) Donors will be acknowledged and recognized appropriately.
- c) Information about donors will be handled with care, respect and confidentiality as requested by the donor and to the extent provided by law.
- d) Permission is required from the donor in case the donation including the name of the donor will be made public
- e) The School will provide all major donors with timely and transparent reports on the impact of their gifts. Reports relating to smaller gifts will be outlined in the Annual Report and/or other relevant communications.
- f) Donations should be used for the purpose for which they were solicited. The School will inform donors in a timely manner should the activity they are funding be changed in a significant manner or experience problems that could prevent the agreed outcomes being achieved.
- g) The School will ensure that all those who solicit donations on its behalf, including volunteers, will conduct themselves professionally and with integrity, maintain standards of confidentiality and avoid conflicts of interest.

In implementing the strategic policies described in Section 2.9 relating to **Strategic Planning**, the Head of School shall:

- a) Assist the Board to evaluate the current situation of the School: its strengths, areas of opportunities, threats and areas for further improvement.
- b) Together with the Board review the continued relevance and appropriateness of the School's mission.

- c) Work actively with the Board to develop the strategic plan and set priorities and goals.
- d) Develop and implement short and long-term actions consistent with the School's Mission and Strategic Plan.
- e) Communicate the School's Mission and Strategic Plan effectively to stakeholders.
- f) Lead and inspire faculty and staff to support achievement of the Mission and implementation of the Strategic Plan.
- g) Provide evidence to the Board of progress on achieving the Mission and the Strategic Plan.

In implementing the policies described in Section 4.6 relating to **Association Membership**, the Head of School shall:

- a) Maintain an up-to-date, accurate and official list of all Association members, containing the current address of each Association member, and the category of membership as described in Section 1.5 of this Policy Manual.
- b) Verify the accuracy of the list four weeks ahead of any Association Meeting, the start of the Board Election process, or other event requiring a vote of the Association.
- c) Propose the following to the Board for Honorary Membership of the Association: members of faculty and staff (and their spouses if they have children in School), parents working as freelancers or in contracts exceeding minor employment, and their spouses.
- d) Inform individual members of the Association of changes in their category of Association Membership. Association Members will be informed of their change in category of Association Membership when they enter into or end a minor or freelance employment contract with the School or begin or end participation in the Tuition Fee Reduction Program.
- e) Ask the Governance Committee to propose such invitations for Honorary Membership to the Board for approval, following which the Chair and the Head of School issue the invitation. On acceptance, the Head of School updates the official Association membership list accordingly.
- f) Exempt members of faculty and staff who become Honorary Association Members from paying the contributions described in Article 3.2.1 unless otherwise contractually agreed.

#### **6.4 Head of School/Board Relations**

A cooperative and effective working relationship between the Board and the Head of School is essential for the realization of the School's short- and long-term ambitions.

The Head of School shall place before the Board, in a timely fashion, material facts, information and developments to enable the Board to assess the School's achievement of its Mission and Strategic Plan.

The Board will periodically review information relating to all aspects of measuring the School's progress, including curriculum development, examination results, university placements, staff recruitment and development, School finances, facilities and investments, security arrangements, advancement activities, student enrolment, student, parent, staff and other survey results.

The Board recognizes that all employees of the School report to the Head of School and work under her/his direction. The Head of School recognizes however that interactions between the Board and some individual employees are a necessary part of the Board's work. These interactions require the explicit or tacit approval of the Head of School.

The Head of School will further:

- a) Assist the Board Chair and Secretary in planning Meeting agendas and materials for Board Meetings.
- b) Attend all Regular and Executive Board Meetings.
- c) Attend Board Committee Meetings as appropriate and be available for consultation on Board matters outside of scheduled Meetings.
- d) Facilitate the orientation of new Board Members.

## **6.5 The School Leadership Team**

The Head of School is expected to name a School Leadership Team ("**SLT**"), which should include, but is not limited to, the Deputy Head of School, the Junior, Middle and Senior School Principals, and the COO/Business Manager.

The SLT's role is to assist the Head of School in his/her general management responsibilities, and will be held accountable to the Head of School in the execution of the School's mission and policies. The SLT will also gather and present ideas, suggestions, opinions and reactions of personnel and the broader School community to the Head of School, enabling continuous improvement of the School's performance.

The Board recognizes that SLT members are appointed by and report to the Head of School. The Board expects the Head of School to:

- a) Consult the Board on potential changes to the structure of the SLT and to the roles of its members.
- b) Share role descriptions for SLT vacancies with the Board and arrange meetings between finalist candidates and individual Board members prior to an appointment being made.
- c) Share his/her perspective on the performance of individual SLT members.
- d) Consult the Board on possible conclusions, extensions or terminations of contracts with SLT members.

These consultations will normally be conducted during an Executive Session of the Board, the minutes of which shall record the Board's approval of the Head of School's recommendations.

The Board recognizes that the Head of School may be required to be absent from School on School business, or for other professional, personal or health reasons. In the event of such an absence:

- a) The Head of School shall appoint the Deputy Head of School to act as Head of School for the duration of the absence.
- b) Should the Head and Deputy Head of School be absent simultaneously, the Head of School shall appoint another Member of the SLT to act on his/her behalf until the Head of School or his/her Deputy Head of School returns.
- c) The Acting Head of School may not sign purchase orders or employ faculty/staff unless specifically empowered by the Head of School and the Board.
- d) The Head of School shall inform the Chair of his/her absences from School if, during term time, these exceed three School days and notify him/her of the Acting Head of School during the absence.

## **6.6 Evaluation of the Head of School**

The objective of the evaluation of the Head of School by the Board is to assure a mutually constructive relationship between the Head of School and the Board. The evaluation is a constructive process with a view to providing the Head of School with feedback on performance against stated objectives and goals in the context of his/her full range of duties.

The evaluation shall be conducted under the following principles and procedures:

- a) The Board of Directors shall evaluate the performance of the Head of School in May of every year. The Chair will provide on-going feedback during the year.
- b) The Head of School and Board Chair will agree on the process of evaluation, which shall include input from Board Members and Members of the SLT.
- c) The Head of School will provide the Board Chair with a written self-evaluation of his/her performance by 1<sup>st</sup> May.
- d) The evaluation itself will be conducted between the Head of School and the Board Chair and the Board Vice Chair following input from the full Board.
- e) The Head of School will be given a fair opportunity to respond and shall be permitted to raise matters not covered in the evaluation process, provided they are relevant to evaluation criteria.
- f) The Head of School shall submit to the Board his/her goals and objectives for the following year based on the evaluation.
- g) The Head of School's final evaluation will be made in writing with a finalized copy to the Secretary of the Board for the record.

- h) Unless otherwise specified in the Head of School's service contract, the Head of School will be informed no later than one (1) year before the service contract ends of the School's intention to continue or terminate the contract.

## **6.7 Extension and Termination of Service of the Head of School**

### ***Renewal of an existing service contract***

Unless otherwise specified in the Head of School's service contract, the Board will discuss and decide on the renewal of an existing service contract at least one (1) year before the end of the existing contract, typically as part of the annual evaluation process. Whilst a unanimous Board decision is desirable to approve the renewal of the contract for the Head of School, a 2/3-majority vote by the Board will suffice. It is desirable to give a rationale to the Head of School as to the respective decision by the Board.

### ***Early termination of an existing service contract***

The Board has the right to terminate the service contract early if, including but not limited to, the Head of School has consistently failed to fulfill his/her responsibilities or has failed to meet the agreed goals and objectives, as specified in the service contract, in the Policy Manual or in Board decisions. After the Head of School has been cautioned on the discrepancy between actual performance and expectations two (2) times in writing, notice to terminate the service contract can be served. Such cautions require a 2/3-majority vote of the Board.

### ***Immediate termination***

The Board of Directors can also dismiss the Head of School immediately if, including but not limited to, he/she has acted against the Mission and Values of the School, or has egregiously disturbed the peace of the School or has exhibited behavior that grossly violates accepted standards of human decency. Such an immediate termination of service contract requires unanimous agreement by the Board of Directors and a notice must be given within two weeks after the Board has become aware of all relevant facts of the occurrence of such action and/or behavior.

## **7 BOARD PRINCIPLES, CODE OF CONDUCT & CONFLICTS OF INTEREST**

The Board shall establish and maintain a Board Member Agreement which

- a) Summarizes the role of the Board of Directors.
- b) Sets out the principles to which Board Members should adhere.
- c) Describes the behavior expected of Board Members (Code of Conduct).
- d) Addresses Board Members' potential conflicts of interest.

The Board Member Agreement is an Appendix to the Policy Manual.

All candidates for election or appointment to the Board shall acknowledge the Agreement prior to their election or appointment to the Board. This is a responsibility of the Nominations Committee.

All Board Members shall annually acknowledge the Board Member Agreement in writing at the time of the constitutive Meeting of the new Board in June of each School year. This is a responsibility of the Governance Committee.

The Board shall establish and maintain a Board Committee Member Agreement for Members of Board Committees who are neither Board Members nor employees of the School. This Agreement

- a) Summarizes the role of the Committee Members.
- b) Sets out the principles to which Committee Members should adhere.
- c) Describes the behavior expected of Committee Members (Code of Conduct).
- d) Addresses Committee Members' potential conflicts of interest.

The Board Committee Member Agreement is an Appendix to the Policy Manual.

All Members of Board Committees who are neither Board Members nor employees of the School shall annually acknowledge the Board Committee Member Agreement in writing at the time of the constitutive Meeting of the Committee in each School year. This is a responsibility of the Governance Committee.

## **8 APPENDIX: MIS BOARD MEMBER AGREEMENT**





## **MIS BOARD MEMBER AGREEMENT**

Members of the Board of Directors are in a position to make a significant contribution to the Munich International School and its students. They are trust holders of all that is important to the life of the School and as such need to be clear about their responsibilities.

This Board Member Agreement should provide a common perspective on the responsibilities of Board Members and forms part of the School's Policy Manual. All candidates for election or appointment to the Board are expected to sign this Agreement prior to the Board Election (and which shall become binding and thereby be acknowledged if the respective candidate has been elected) or prior to the appointment, and all sitting Board Members are required to acknowledge it annually at the constitutive Meeting of the new Board in June.

### ***Role of the Board of Directors***

As described in Section 3.2 of the Policy Manual, the role of the Board is to direct the affairs of the School in such a manner as to achieve the purpose of the School, as set out in Article 2.0 of the Articles of Association and the School's Mission statement (Policy Manual, Section 1.2).

The Board provides leadership and direction in order to ensure the long-term stability and success of the School. The responsibilities of the Board include the following:

- a) Articulate the Mission and Values, which support the purpose of the School.
- b) Develop a three (3) to five (5) year Strategic Plan, which establishes priorities and goals to achieve the mission of the School.
- c) Establish sound policies by which the School is to be governed.
- d) Appoint, supervise and evaluate the Head of School, to whom administrative, instructional and management authority is delegated.
- e) Ensure the financial viability of the School through prudent budget, finance, risk management and audit policies.

To ensure the effective exercise of these responsibilities, the Board shall:

- a) Establish a clear set of goals in each School year and develop indicators and assessment measures for these goals.
- b) Regularly communicate policies, priorities and progress to the Association.
- c) Conduct its business so as to ensure effective decision-making, orderly transitions and regular self-assessment.
- d) Exercise effective supervision of the Head of School.

### ***Guiding Principles***

All Members of the Board shall adhere to the following principles:

- a) Know and support the Mission of the School.
- b) Be motivated primarily by an earnest desire to serve the School and the children it educates, and maintain a student focus in all decision-making.
- c) Provide strategic leadership rather than administrative detail. An individual Board Member does not become involved in specific management, personnel or curricular issues.
- d) Respect the distinction between the roles of the Board and the Head of School, and respect the authority of the Head of School to lead and manage the School.
- e) Accept the responsibility to support the Head of School and work through established channels to resolve differences. Demonstrate support for the Head of School within the community.
- f) Recognize that legal authority rests with the Board, not any individual Member.
- g) Respect the confidentiality of privileged information which comes before the Board and not discuss confidential matters of the Board outside Meetings of the Board or Board committees. whereby this confidentiality obligation shall continue to exist after the term of a Board Member ends.
- h) Maintain a clear separation of roles as parent and Board Member. Be responsible to the School rather than any individual or group agenda.
- i) Guard against conflict of interest, whether personal or business related, as described in this Agreement.
- j) Accept the responsibility to protect the School's public image and credibility.

### **Code of Conduct**

All Members of the Board shall abide by the following Code of Conduct:

- a) Encourage diversity of viewpoints and consider the opinions of others before making final decisions.
- b) Treat other Board Members with respect and consideration.
- c) Communicate honestly and share with other Board Members information relating to matters with which the Board is or should be concerned.
- d) Manage time appropriately through planning, preparedness and process awareness.
- e) Exercise discipline with respect to attendance, preparation for meetings, respect of roles and observance of the Articles and existing policies.
- f) Listen to the concerns and complaints of community members and direct them to the Board or the Head of School, as appropriate, to be addressed.
- g) Avoid giving instructions to persons who report directly or indirectly to the Head of School, except where this has been agreed as part of committee work.
- h) Except where relevant in the Board's deliberation about the Head of School's performance, avoid expressing formal or informal individual judgments of performance of employees or the Head of School.
- i) Support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the individual Board Member's position on the issue.

- j) Guard against conflict of interest, whether personal or business related as described in this Agreement.

### **Avoidance of Conflicts of Interest**

The Board of Directors affirms that the individual Board Members have an obligation to exercise their authority and to carry out the duties for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in situational or transactional conflict with the interests of the School. Situational conflicts occur when the interests of the Board Member conflict (or may conflict) with the interests of the School. Transactional conflicts occur when the Board Member has a direct or indirect interest in a proposed or existing matter on the Board's agenda.

Where a potential conflict of interest exists, it shall be the responsibility of the Board Member involved, or any other Board Member with knowledge of a possible conflict of interest, to notify the Chair of the Board of Directors of the circumstances resulting in the potential conflict so that the Board can provide such guidance and take such action as it shall deem appropriate. If the Chair is perceived to be potentially conflicted, the Vice Chair of the Board should be notified.

Some conflicts of interest can be addressed by excusing the individual Board Member from the relevant discussion or voting in the Board. In the case of material or serious conflicts it is expected that the conflicted Board Member resigns from the Board. Furthermore, in such instances the Board reserves the right to remove the Board Member according to Section 4.5 of the Policy Manual and Article 6.1.4 of the Articles of Association.

Areas of conflict of interest could include, but are not limited to, the following:

- a) Financial Interests
  - i. Ownership by the Board Member directly or indirectly of a material financial interest in any business or firm from which the School obtains goods or services, or which is a competitor of the School.
  - ii. Competition by the Board Member, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.
  - iii. Representation of the School by the Board Member in any transaction or activity in which the Board Member, directly or indirectly, has a material financial interest.
  - iv. Any other circumstance in which the individual Board Member may profit, directly or indirectly, from any action or decision by the School in which the Board Member participates, or of which he/she has knowledge.
- b) Inside Information: Disclosure or use by the Board Member of confidential information about the School, its activities or intentions, for the personal profit or advantage of the Board Member or any person.

- c) Child-related conflicts: Situations in which the opinion of the Board Member about a particular matter or issue is influenced by the direct or indirect involvement of the Board Member's child or children in the specific matter or issue.
- d) Representational Conflicts: Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves the School as an adverse party or with adverse interests.
- e) Gifts and Favors: Acceptance of gifts or favors from any firm or person which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the Board Member in the performance of his/her duties.

Acknowledged by:

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Signature of Board Candidate/Member

Printed Name of Board Candidate/Member

Date:

## **9 APPENDIX: MIS BOARD COMMITTEE MEMBER AGREEMENT**

## MIS BOARD - COMMITTEE MEMBER AGREEMENT

The Board of Directors at Munich International School does much of its work through various Committees that are usually chaired by Board Members. These Committees may include, but are not limited to Governance, Buildings and Grounds, Finance, Advancement, and Nomination. These Committees are organized to provide consolidated input and facilitate decision-making at the Board level. Committee members may include Board Members, faculty and staff and other people from within the MIS community. This agreement is intended to address those individuals who are not Board members or members of faculty/staff, but who have been asked to serve on specific Board Committees.

Individuals working on Board Committees are in a position to make a significant contribution to the Munich International School and its students. Like Board Members, these Committee members are trust holders of all that is important to the life of the School. This Committee Member Agreement should provide a common perspective on the code of conduct for Committee Members and includes information on avoidance of conflicts of interest. All participants in Board Committees are expected to sign this Agreement prior to initiating work with any Committee.

### **Code of Conduct**

All Members of Board Committees shall abide by the following Code of Conduct:

- a) Encourage diversity of viewpoints and consider the opinions of others before making final decisions.
- b) Treat other Committee Members with respect and consideration.
- c) Communicate honestly and share with other Committee Members information relating to matters with which the Committee is or should be concerned.
- d) Manage time appropriately through planning, preparedness and process awareness.
- e) Exercise discipline with respect to attendance, preparation for meetings, and respect of roles.
- f) Avoid giving instructions to persons who report directly or indirectly to the Head of School, except as agreed as part of committee work.
- g) Avoid expressing formal or informal individual judgments of performance of employees or the Head of School.
- h) Guard against conflict of interest, whether personal or business related as described in this Agreement.

### **Avoidance of Conflicts of Interest**

Like Board Members, Committee Members have an obligation to contribute and to carry out the duties for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in situational or transactional conflict with the interests of the School. Situational conflicts occur when the interests of the Committee Member conflict (or may conflict) with the interests of the School. Transactional conflicts occur when the Committee Member has a direct or indirect interest in a proposed or existing matter on the Committee's agenda.

Where a potential conflict of interest exists, it shall be the responsibility of the Committee Member involved, or any other Committee or Board Member with knowledge of a possible conflict of interest, to notify the Committee Chair of the circumstances resulting in the potential conflict so that the Committee can provide such guidance and take such action as it shall deem appropriate.

Some conflicts of interest can be addressed by excusing the individual Committee Member from the relevant discussion in the Committee. In the case of material or serious conflicts, it is expected that the conflicted Committee Member resigns from the Committee.

Areas of conflict of interest could include, but are not limited to, the following:

- a) Financial Interests:
  - i. Ownership by the Committee Member directly or indirectly of a material financial interest in any business or firm from which the School obtains goods or services, or which is a competitor of the School.
  - ii. Competition by the Committee Member, directly or indirectly, with the School in the purchase or sale of property or any property right or interest.
  - iii. Representation of the School by the Committee Member in any transaction or activity in which the Committee Member, directly or indirectly, has a material financial interest.
  - iv. Any other circumstance in which the individual Committee Member may profit, directly or indirectly, from any action or decision by the School in which the Committee Member participates, or of which he/she has knowledge.
- b) Inside Information: Disclosure or use by the Committee Member of confidential information about the School, its activities or intentions, for the personal profit or advantage of the Committee Member or any third party. This obligation shall continue to exist after the term of the Committee Member ends.
- c) Child-related conflicts: Situations in which the opinion of the Committee Member about a particular matter or issue is influenced by the direct or indirect involvement of the Committee Member's child or children in the specific matter or issue.

- d) Representational Conflicts: Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves the School as an adverse party or with adverse interests.
- e) Gifts and Favors: Acceptance of gifts or favors from any firm or person which does or seeks to do business with, or is a competitor of, the School under circumstances which imply reasonably that such action is intended to influence the Committee Member in the performance of his/her duties.

Acknowledged by: Signature of Committee Member  
Member

Printed Name of Committee

Date: