



INTERNATIONAL SCHOOL of TIANJIN

Working Learning Acting TOGETHER

IST BOARD CONSTITUTION

UPDATED 2018

INTERNATIONAL SCHOOL OF TIANJIN

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BOARD CONSTITUTION

ARTICLE 1. NAME AND LOCATION

The name of this institution shall be the “International School of Tianjin,” herein called “IST.” IST is located in Tianjin, the Peoples Republic of China.

ARTICLE 2. MISSION

The International School of Tianjin is a not-for-profit school offering an outstanding education for the students of the international community of Tianjin.

ARTICLE 3. CONSTITUTING AUTHORITY

This Constitution is approved by the Board of Governors of IST, as defined in Article 4, with the acceptance of the Tianjin Economic Development Area, herein called “TEDA.”

ARTICLE 4. BOARD OF GOVERNORS

- 1. Name.** The governing body of IST shall be the Board of Governors, herein called the “Board.”
- 2. Number of Members.** The Board shall consist of 9 voting members and 7 non-voting members.
- 3. Composition.**
 - 3.1 Voting Members:** The 9 voting members shall consist of 2 members appointed by TEDA, 2 members elected by the parents of students currently enrolled in IST, and 5 members appointed by the Board. The members appointed by the Board must consist of at least 4 members who are parents of students currently enrolled in IST, and may include 1 non-parent.
 - 3.2 Non-Voting Members:** The 7 non-voting members shall be the School Director, the Director of Operations, the Elementary and Secondary Principals, the Financial Controller, the Teacher Representative, and the Recording Secretary.
- 4. Criteria for Membership.** All 9 voting members must meet these criteria:
 - 4.1** They shall be volunteers who do not receive payment for their services as Board members.
 - 4.2** They shall fully accept the non-profit nature of the school, they shall not represent any financial interest in the school, and they shall avoid any conflicts of interest regarding the school. Occasionally Board member efforts to support the school create ‘apparent’ conflicts of interest, such as when a Board member offers the services of his or her company to the school. When such instances occur, the conflict of interest must be formally identified by the Board member concerned and the Board must vote to either approve or reject the Board member’s involvement.
 - 4.3** They shall accept that they are responsible for the welfare of the entire school, and they shall not represent any special interest group. In the case of TEDA appointees, they shall have the additional responsibility of providing two-way communication between the school and TEDA in order to support the school and solve any problems that may arise.

4.4 In order to meet the needs of the school at particular times, the Board may approve additional criteria for membership.

5. **Method of Selection.** The elected and appointed members shall be placed on the Board through procedures consistent with election and appointment guidelines approved by the Board (*see Appendix 1, IST Board of Governors Guidelines for the Election, Selection and Appointment of Parent Board Members*). The TEDA representatives shall be appointed by procedures decided by TEDA.
6. **Terms.** The length of a term for the 7 elected and Board-appointed members shall be two years, and the timing of these two-year terms shall be scheduled so that no more than 4 of the 7 terms are completed in any given year.* Members in these 7 Board positions may be re-elected or re-appointed. TEDA shall decide the length of terms for its representatives.
7. **Removal.** An elected or Board-appointed member may be removed from the Board by a two-thirds vote of the 7 elected and Board-appointed members.
8. **Vacancies.** Board vacancies, arising either at the commencement of a new term or during a term shall be filled by unanimous vote of the 7 elected and Board appointed members. A member who is filling a mid-term vacancy shall serve throughout the remaining period of the term, and then shall be eligible for re-election or re-appointment to a full, two-year term.
9. **Normal Board Attendance.** The TEDA representatives shall have the right to attend all Board meetings, and they shall be invited to all Board meetings. However, this Constitution allows for the remaining 7 elected and Board-appointed Board members to function as a governing body without the attendance of the TEDA representatives at Board meetings, except when TEDA representatives identify an agenda item which requires their participation, as stated in Article 7, Sections 2 and 4.

ARTICLE 5. BOARD AUTHORITY AND RESPONSIBILITIES

1. **Policy Approval.** The Board shall be responsible for approval of policies, annual budgets, and other major decisions that guide the operation of IST. Policies shall provide guidance regarding what the Board wishes the school to achieve and the reasons for such action. Working with appropriate staff, committees or other groups, the School Director shall be responsible for preparing information and recommendations for the Board to consider in approving policies, and the School Director shall be responsible for developing and implementing procedures to carry out the Board's policies and other major decisions. The School Director shall evaluate results and report to the Board. The Board shall not involve itself in implementing procedures or in the other daily operations of the school.
2. **School Planning.** The Board shall be responsible for safeguarding and supporting the institutional health and development of IST by approving and revising the school's mission and philosophy, approving the school's long-term plans to achieve the mission and implement the philosophy, and monitoring and revising those plans as needed. The focus of such plans shall be on the future, fundamental development of the school rather than on current operations. Working with appropriate committees or other groups, the School Director shall be responsible for preparing information and recommendations for the Board's decisions on planning, and the School Director shall be responsible for implementing the plans and reporting progress to the Board.
3. **Personnel.** The Board shall be responsible for the job description, appointment, evaluation, contract decisions, and retention or dismissal of the School Director. The initial appointment and subsequent renewal, non-renewal and termination of the School Director's contract shall require a 2/3 majority vote of the full IST Board of Governors. The School Director shall be responsible for the job descriptions, recruitment, appointment, evaluation, retention, training, promotion, and dismissal of other school employees; however, the Board must endorse the Director's appointment and dismissal of the following

administrative positions: Principals; CFO/Financial Controller; Director of Operations. The Board shall be responsible for setting policies and approving budgets related to staff recruitment, professional development, compensation, terms of contract, and the creation of new staff positions. The School Director shall be responsible for preparing information and recommendations for the Board to use in its policy and budget decisions, and the School Director shall be responsible implementing these Board decisions and for keeping the Board informed of important personnel actions.

4. **Communications.** On major policy issues and other major decisions within the Board's responsibility, the Board shall represent the school to the wider community, through the Board's Presiding Chair (*see Article 6, Section 2.1 and Board of Governors Policy Manual Section 1, Article 1.4. See also Appendix 4, IST Board of Governors Guidelines for Board Communications*).
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* For example, 4 members would be on terms that end in June, 2008 and 3 members would be on terms that end in June, 2009.

5. **Governance.** The Board shall be responsible for ensuring its continued effectiveness by retaining, recruiting, orienting, and training Board members. The Board shall be responsible for evaluating its governance performance and making improvements as needed.
6. **Group Authority.** The Board shall have authority to make decisions only as a group in a Board meeting, or in exceptional circumstances through an email vote (under Article 7, Section 5.3). Individual Board members shall have no authority to make decisions except as voting members at a Board in meeting, or as voting members in a full Board email vote (under Article 7, Section 5.3), or by specific instructions from the Board based on a decision at a Board meeting.

ARTICLE 6. BOARD OFFICERS

1. **Officer Positions and Appointment.** The Chair shall be one of the TEDA representatives. However, the 7 elected and Board-appointed members shall appoint the following officers from among themselves: Presiding Vice-Chair, Vice-Chair, Board Secretary, and Treasurer. These officers shall serve yearly terms, and they may be re-appointed.
2. **Officer Duties.**
 - 2.1 Presiding Vice-Chair: The Presiding Vice-Chair shall be responsible for setting the agenda for Board meetings, in consultation with the School Director; leading and managing Board meetings and other internal Board affairs; communicating and consulting with the School Director to maintain an effective Board / Administration working relationship; and representing the Board to the wider community on those major issues that require a Board presentation (*see Article 5, Section 4 and Board of Governors Policy Manual Section 1, Article 1.4. See also Appendix 4, IST Board of Governors Guidelines for Board Communications*).
 - 2.2 Vice Chair: The Vice-Chair shall assume the duties of the Presiding Vice-Chair when he or she is absent.
 - 2.3 Board Secretary: The Board Secretary shall oversee the preparation of minutes of the Regular Meetings by the Recording Secretary. The Board Secretary may write minutes for Closed Meetings.
 - 2.4 Treasurer: The Board Treasurer shall chair the Finance Committee. The Treasurer shall manage the work of the Finance Committee and present regular financial reports to the Board, as described in Article 8, Section 2.1.

ARTICLE 7. BOARD MEETINGS

1. **Frequency.** The Board shall meet at least 5 times during the school year, adhering to a calendar of meetings that shall be agreed by Board members at the beginning of the year.
2. **Quorum.** The quorum necessary to conduct business shall be a simple majority of the total number of elected and Board-appointed members. When all 7 of these positions are filled, the quorum shall be 4; when less than 7 of these positions are filled, the quorum shall be the simple majority of the total number of members. For business requiring consultation with TEDA, the quorum shall be as above, plus at least 1 of the TEDA representatives. TEDA representatives shall receive agendas and supporting materials at least 5 working days before Board meetings so that they can inform the remainder of the Board if their attendance is necessary (see Article 7, Section 4).
3. **Agenda Content.** The Presiding Vice-Chair will set the agenda for regular Board meetings, in consultation with the School Director. The agenda shall include a Director's Report, a Treasurer's Report, and any committee reports which the Board has requested. Additional agenda items may be proposed to either the Presiding Chair or the School Director. An agenda item must be proposed at least 8 working days before the Board meeting in order to be included in the agenda for that meeting. The Presiding Chair has the prerogative of not placing a proposed item on the agenda if the topic is not within the roles or responsibilities of the Board.
4. **Agenda Distribution.** The agenda and supporting materials shall be distributed in English to all Board members at least 5 working days before a regularly scheduled Board meeting. Information in these materials shall be translated into Chinese to the extent needed to inform the TEDA representatives of substantive topics for discussion or decision and to the extent needed for TEDA representatives to decide whether their participation will be necessary. The Chinese version of the materials shall be distributed at least 5 working days before a regularly scheduled Board meeting. The Director shall assume responsibility for the distribution of all materials.
5. **Voting.**
 - 5.1 Simple Majority: Unless otherwise required in this Constitution (under Article 4, Section 7, Article 5, Section 3 and Articles 9 and 10), voting shall be by simple majority of the voting members who are present at the meeting, provided a quorum is present.
 - 5.2 Proxy Votes: If a voting member is unable to attend due to circumstances beyond his or her control, then that member may submit a written proxy vote to the Presiding Chair. This written proxy must specify each agenda item, on which the absent member wishes to vote, and it must specify the decision which the absent member supports regarding each such item; less specific proxy requests will not be accepted. Board members who submit proxy votes are not included in determining whether a quorum is present.
 - 5.3 Email Voting: If it appears to be necessary for the Board to make a decision on a specific issue between regular meetings, an email vote may be conducted, provided that the following two steps are followed: First, all voting Board members shall be contacted and asked if they agree to vote by email on the specified issue. Second, if all of the elected and Board-appointed members agree to an email vote then email voting on that specific issue shall proceed.
6. **Types of Meetings.** The Board may hold two types of meetings:
 - 6.1 "Regular Meetings" in which all voting and non-voting members are present, as well as any individuals specifically invited by the Board.

6.2 “Closed Meetings” in which only voting members and the School Director are present to discuss confidential matters. The School Director shall not attend closed meetings, when the Board discusses the Director’s evaluation and contract. The Board may invite other individuals to attend closed meetings.

7. **Minutes.** The Recording Secretary shall draft minutes in English, which shall be reviewed by the Board Secretary and the School Director for accuracy and clarity. The draft minutes will then be translated into Chinese. Both versions of these draft minutes shall be circulated within 5 working days following the meeting and the Board shall adopt the English version of the minutes at that meeting, after agreeing to any amendments. Amendments to the Chinese version shall be made in accordance with the adopted English version. This process shall apply to the minutes of both the Regular Meetings and the Closed Meetings; however, the Board may elect to have the Board Secretary draft the minutes of Closed Meetings. Approved minutes of the Board’s Regular Meetings shall be available to all parents and staff. Approved minutes of the Board’s Closed Meetings shall be available only to voting members of the Board and to persons specified by the voting members of the Board.

ARTICLE 8. BOARD COMMITTEES

1. **Committee Authority and Responsibilities.** The Board shall create committees and assign tasks to committees. The role of a committee shall be to recommend policy and other major decisions to the Board; the Board shall decide to accept, modify, or reject such recommendations. Unless the Board approves a specific exception, a committee shall have only the authority to recommend to the Board and shall not have the authority to make a decision.

2. **Standing Committees.** Standing Committees function on a continuing basis. There shall be two standing committees: the Finance Committee and the Governance Committee.

2.1 Finance Committee: Working with the School Director and his or her staff, the Finance Committee shall recommend an annual budget to the Board for approval; similarly, the Finance Committee shall work with the School Director and his or her staff to recommend other long-term financial plans and financial policies to the Board for approval. The Finance Committee shall also have responsibility for oversight of the school’s finances and shall review financial reports before they are presented by the Treasurer at regular Board meetings.

2.2 Governance Committee: The Governance Committee shall recommend the following to the Board: current criteria for Board member selection (in addition to those required in Article 4, Section 4); retention of current Board members; recruitment of appointed members to the Board; recruitment of candidates for election to the Board; policies guiding school governance; methods for the Board’s self-evaluation; results of Board self-evaluation and proposals for improvement; programs of orientation and training for new and continuing Board members; and other matters related to school governance. Within policy guidelines approved by the Board, the committee will design and implement procedures for the functions stated above.

3. **Ad hoc Committees.**

3.1 *Ad hoc* committees function for a specified period of time to perform a task. The Board shall decide the task and the time period. The Board shall disband an *ad hoc* committee whenever the Board determines that the task has been completed or whenever the Board determines that the committee is no longer needed or desired.

3.2 The Board may create and disband *ad hoc* committees through a simple majority vote.

4. Committee Chairs and Membership.

- 4.1 The Chair of a committee shall always be a voting member of the Board.
- 4.2 The School Director, or his staff designee, shall serve as a member of each Board committee.
- 4.3 All other members of a committee shall be voting Board members.
- 4.4 The Board shall approve all committees' memberships.
- 4.5 Committees shall normally have 3 to 5 members.
- 4.6 Committees may invite non-Board members to committee meetings when their expertise or perspective is required.

5. Committee Reports.

- 1.1 Committees shall submit reports to Board meetings only when the Board has asked for a report or recommendation on a specific topic.
- 1.2 Committee reports shall always be in writing and submitted in time for the normal distribution of Board meeting materials at least five working days before the scheduled meeting.

ARTICLE 9. AMENDMENT OF CONSTITUTION

This constitution may be amended by a two-thirds majority vote of all voting members of the Board, with approval by TEDA.

ARTICLE 10. DISSOLUTION OF SCHOOL

IST may be dissolved as institution by a two-thirds majority vote of all voting members of the Board, with approval by TEDA. In the event of dissolution, IST's assets may be transferred only to non-profit organizations with purposes similar to IST's mission, as stated in Article 2.