



Board Instructions  
for the  
Foundation Trondheim International  
School

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## **1. Purpose of the Board and instructions**

The purpose of the Board is to govern the School. The Board consists of the school's administration, Directors (voted by the shareholders) and the Representatives (voted or assigned by respective stakeholders). These instructions are designed to ensure predictability and continuity of the Board's work. It includes relevant information to allow the Board to monitor and control (govern) Trondheim International School in line with its purpose.

Governance is the board's legal authority to exercise power and authority over an organisation on behalf of the community it serves. The Board also needs to monitor the Foundation's operations and ensure they are conducted in accordance with the rules and regulations.

These instructions will be reviewed annually.

## **2. Composition of the Board**

The Board consists of:

- Directors (voted by Shareholders)
- Administration (Specific members of the school's management team)
- Representatives (voted by Stakeholders)

The Board shall, in accordance with the Foundation's *bylaws* have 5 to 7 members elected by the shareholders at the annual general meeting (AGM). The Nominations committee is given a mandate to recruit appropriate individuals to balance the composition of the Board for operational effectiveness.

The administration consists of:

- The Head of School
- The Board secretary
- The Business Manager.

The role of the administration is to report, through effective communication, the management of the school. From time to time other members of the school's management may need to attend a meeting, if requested by the Head of School or Chair of the Board, to present information concerning the running of the school.

*Friskoleloven* § 5-1 gives representatives from specific stakeholders the right to attend, speak and have their statements recorded in the minutes of the Board meetings. The listed stakeholders that can elect a representative to attend Board meetings are:

- The host municipality
- The student (elected by student council)
- The parents' council
- The teaching staff
- Other employees at the school

Representatives are elected for one year terms. The results of the elected representatives and their deputies, shall be communicated to the Chair of the Board by the end of August each year.

### **3. Responsibilities**

The Board has the legal responsibility for all the school's activities. The relevant laws that the Board must comply with are found in the Board folder labelled 02.04.05 STYREPERM.

The Board delegates the operation of the school to the Head of School, who is responsible for the management of the school. The Board depends on the communication and reporting from the Head of School to ensure that the School is managed appropriately. The Board communicates with the Head of School primarily through the Chair of the Board or in Board/Committee meetings.

The Board will use an annual reporting cycle (Årshjul) to monitor the general business of the school and ensure that it is being managed and reported in a timely manner during Board meetings. Additionally, the Board will work collaboratively with the management team to prepare an annual operational plan that outlines the key focus areas for strategy implementation. This can be conducted in a strategy work meeting with both management and Board members being present or assigned to specific committees as designated in agreement by the Chair of the Board and the Head of School.

The Head of School shall ensure that reports on the management, including the status of the strategic plan and financial reporting occurs during Board meetings. The Head of School needs to ensure that reports on financial figures are considered by the Board, including budget status and, possibly, other economic factors that may affect school operations. The Board receives a monthly financial report with necessary comments prepared by the school's Business Manager.

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

It is the role of the Board to provide strategic guidance for the School and to effectively oversee and review the School's management.

The role of the Board includes:

- Determining, reviewing and maintaining the vision, mission, purpose and values of the school.

- Setting strategic organisational objectives aligned with the school's purpose. Approval of short and long term strategies
- Approval of annual budgets in line with relevant laws and regulations, including tuition fees
- Approval of expenditure or investments over pre-specified limits.
- Review and adoption of operational (business) plan and budget.
- Risk oversight.
- Monitor financial and non-financial performance according to the strategy. Monitor the implementation of suggested actions.
- Ensure the integrity of external financial and non-financial reports
- Monitoring the activities of the school to ensure that it is being properly managed. Using internal control systems and processes as well as stakeholder groups to report to the Board in the Årshjul.
- Appointment, performance evaluation and termination (if required) of the employment contract for the School Head of School
- Supporting effective engagement with key stakeholders

### **Role of Directors**

As a Directors you are responsible for:

- Fulfilling the mission of the school
- Engaging in strategic planning and help establish Key Performance Indicators (KPI) to measure progress
- Ensuring the school's fiscal health and legal compliance
- Establishing policy
- Supporting the Head of School
- Getting involved in committee work
- Communicating through appropriate channels
- Making independent decisions based on the information that is presented in a Board meeting. Discussing and questioning the information that is presented to ensure that this occurs.
- Adhering to the Ethical Agreements for the ThIS Board (see Appendix I)
- Ensuring the organization's available resources are utilised in an efficient and effective manner in line with the strategy. (reference Årshjul - competency plan)
- Review and create an annual report for the AGM - (must include School's annual accounts)

### *Chair of the Board*

The Chair of the Board is responsible for leadership of the Board and for the efficient organisation and conduct of the Board. The Chair should facilitate the effective contribution of all Board members and promote constructive and respectful relations between Board members and between Board and management.

The Chair of the Board has a responsibility to:

- Provide effective leadership for the school
- Foster effective communication with the Head of School, be a conduit of information
- Manage the frequency and agenda of Board meetings
- Manage the Board in the discharge of its duties
- Act as a facilitator of relationships within the Board
- Administer specific issues relating to §3.10 *Friskolelova* and *Arbeidsmiljølova*
- Ensure that recorded meeting protocol are signed by the participants
- Ensure that new Board members gain an effective induction program
- Publically support the Head of School

### **Role of Representatives**

Representative must voice an opinion that represents the stakeholder that they represent. They have the right to request that their statement or comment is recorded in the meeting minutes. They do not have a right to create cases. They must channel their case suggestion to the Head of School who will determine if the case should be taken to the Board for decision or discussion.

### **Role of Administration**

The Administration are required to compile necessary reports, including the annual status reports in line with Årshjul that communicate an accurate evaluation of the school. The administration is responsible for reporting on the progress the school makes in line with the strategy and the Key Performance Indicators.

### *Role of Head of School*

Head of School will affect and concretize strategies and basic principles. They will make them known to the organization. Furthermore, he/she shall direct the business in accordance with established strategies, budgets and other objectives and plans.

In its capacity as the general manager, the Head of School, responsibility for managing the company's human and material resources. The Head of School has authority to decide all matters within the framework drawn up by the board in terms of strategies, budgets and other plans,

within current legislation, set routines and school statutes. Issues of major importance or unusual nature should always be presented to the Board.

The Head of School shall ensure that the Board's decisions are implemented in the best possible way, consider goals and strategies continuously and make proposals to the board. The Head of School will ensure efficiency in daily operations and that employees will develop professionally. The Head of School shall undertake to maintain and develop the best possible relationship of trust internally to its employees and externally with their students, their guardians, suppliers, other business and public authorities.

The Head of School reports the above to the board and shall ensure that the Board is well informed on matters of meaning so that it can exercise its function. He/She needs to ensure that the reporting of financial performance and progress of adopted strategies, budgets, other plans and other specific board decisions happen in accordance with applicable rules of procedure, and by the requirements and guidelines that the Board at any time determine.

The Head of School has the Responsibility to:

- Provide effective pedagogical leadership for the school
- Foster effective communication with the Chair of the Board, be a conduit of information
- Appoint staff and remuneration
- Manage expenditure within budget
- Implement the Board's Strategic Plan by effectively managing the School's resources
- Utilise Key Performance Indicators to measure school's progress
- Delegate authority and responsibilities within the staff
- Deal with relationship issues within the school

*Role of Business Manager*

- Generate and present monthly financial reports for the Board
- Provide comments for financial matters

*Board Secretary*

Secretary tasks are to:

- Send out Notice of Annual and any extraordinary general meeting and that the pupils' parents will receive the required documentation within 17 days prior to the meeting cf Statute §5. (*Bylaws*)
- Send out the notice and background material for the directors and representatives no later than 7 days before the board meeting
- Create protocols that are signed for confirmation of accuracy by the Head of School and Directors.

- Send notice of general meetings, as well as write the protocols from the meetings

The Chair of the Board shall ensure the appointment of a secretary. In cooperation with the Chair of the Board, the secretary will follow up the practical tasks around this work.

### **Board Committees**

The Board may, from time to time, establish committees to help carry out its responsibilities. To preserve Board holism, committee's will be used sparingly, only when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the Board's job.

1. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Such authority will be carefully stated in order to not conflict with authority delegated to the Head of School
2. Board committees are to help the Board do its job, not to help the staff do its job. Committees will assist the Board chiefly by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff.
3. If a Board committee is used to monitor organisational performance in a given area, the same committee will not have helped the Board create policy in that area. This is to prevent committee identification with organisational parts rather than the whole.
4. Board committees cannot exercise authority over staff, and in keeping with the Board's focus on the future, Board committees will ordinarily have no dealings with current staff operations. Further, the board will not impede its direct delegation to the Head of School by requiring approval of a Board committee before an executive action.

This committee work can include key stakeholders. It can be a useful tool for the identification of potential Directors or Representatives for succession planning.

## **4. Board meetings**

Board meetings should be an opportunity for ideas to be discussed, analysed and debated frankly and openly. Board members make decisions collectively and exercise their powers at a duly convened Board meeting.

The Chair of the Board shall convene a Board meeting, a minimum of 4 times per year, cf. Statute §6 (bylaws) or according to the approved annual plan. The Chair of the Board may call an extraordinary board meeting giving reasonable notice for members of the Board to prepare for the meeting. The Head of School should also attend all Board Meetings excluding only those where the performance of the Head of School and the management team is to be discussed.

There are 3 types of reports presented at Board meetings and each shall be labelled accordingly in the Board agenda. These are:

- Reports that require a decision to be made (Cases)
- Reports that require a discussion, but not necessarily a decision
- Reports on progress, background information and points to be noted

Cases that pupils, parents, employees, representatives or other interest groups want to be addressed need to be channelled through the the Head of School. Director's with matters for the Board need to channel this through the Chair of the Board. The cases and the relevant documentation needs to be submitted to the Board Secretary no later than 14 days before the scheduled meeting. This needs to be submitted through the Board login page on the school website. The password will be shared with new Board members by the school secretary.

The Chair of the Board is responsible for ensuring that the Board meeting is convened. The Chair of the Board and Head of School shall normally meet at least 10 days before the board meeting to prepare the agenda. The agenda with relevant attachments should be distributed to all members of the Board no later than 7 days before the Board meeting. Matters beyond those stated in the agenda may exceptionally be admitted if the Board approves it.

Board meetings are chaired by the Chair of the Board or the Deputy Chair if the Chair of the Board is not present. If both the Chair of the Board and the Deputy Chair are absent, the Chair of the Board delegates the running of the meeting to a Director. The chair of a meeting should:

- Encourage contributions from all members of the Board
- Ensure openness and encourage diversity of views and opinions
- Ensure that there is an opportunity for members of the Board to ask questions on both scheduled items and non-agenda items
- Ensure that appropriate follow up lists are created with reports back to the Board on actions taken

### **Control Protocol**

All cases with Board decisions shall be recorded. The records have to provide a brief explanation of the board's decision, specifically including matters of significance for the understanding of the decision and the interest of particular groups/individuals who do not concur with the final decision. Board members who disagree with the final decision can ask to have their views recorded in the minutes. The minutes are published on the school website after confidential matters are edited and final version approved by the Chair of the Board. The protocol will be signed at the next board meeting or earlier if appropriate.

## **Decision Making Process**

The decisions made in the Board need to be based on the best interest of to School, not for individual purpose.

Only Directors and the Head of School are responsible for the preparation of cases for the Board. Documentation for a Board decision shall normally include:

- Suggestion for Decision
- Background Information
- Discussion
- The Assessment
- Reasons for the Suggestion for Decision

Board members need to update the Board regularly concerning work that they have worked on in accordance with the Årshjul, the annual operational plan or work that is in line with the strategy.

According to *Stiftelsesloven* §37, a Director or Manager may not participate in the proceedings concerned with or related to the parties that can be considered to have a substantial personal interest to themselves. The person concerned shall inform the Chair of the Board about conflict of interest and leave the room while the matter is being deliberated. The Chair of the Board ensures that this is recorded in the minutes. This also applies to representatives who are admitted according to *Friskoleloven*. Particular consideration needs to be taken concerning the student representative.

The Board constitutes a quorum when more than half of its members are present or participate in Board deliberations ref. *Stiftelsesloven* §32. In the case of a tie in votes, the facilitator's vote decides. In cases where you do not want the Head of School to participate, the Chair of the Board clears this with the Head of School in advance. The Head of School attends board meetings but is not a Director, therefore does not vote on Board decisions but provides information and comments.

The Chair of the Board is responsible for ensuring that recorded meeting protocol are signed by the participants.

## **5. Communication**

The Chair of the Board and the Head of School represent the school, both internally and externally. All communication goes through the Chair of the Board and the Head of School. All

external communications should be through the Head of School or Chair of the Board. Unless otherwise agreed, it is the Chair of the Board who speaks on behalf of the school.

It is crucial that the Head of School and the Chair of the Board make every effort to establish a solid and mutually supportive relationship based on respect and trust, develop the capacity to be forthright and candid, and listen and learn from each other's feedback. The Chair of the Board and the Head of School share the same goal: providing effective leadership for the school.

## **6. Acknowledgements**

These Board Instructions were created using:

- The Previous ThIS Board Guidelines
- OECD Principles of Corporate Governance (2004)  
<https://www.oecd.org/corporate/ca/corporategovernanceprinciples/31557724.pdf>
- Independent Schools Victoria website.  
<https://www.is.vic.edu.au/managing-a-school/governance-guidelines/across-the-board/>
- Optimal School Governance (2015) by S. Codrington
- Principles of Contemporary Corporate Governance (2015) by J. Plessis, A. Hargovan, & M. Bagaric.
- Good Governance Principles and Guidance for Not-for-Profit Organisations.  
<http://www.companydirectors.com.au/~media/cd2/resources/director-resources/nfp/pdf/nfp-principles-and-guidance-131015.ashx>

## **Appendix I - Ethical Agreements**

Serving on the THIS' Board is an honor and a privilege, but carries with it responsibilities to serve the interests of THIS community in accordance with Norwegian regulations and legislature as well as IB regulations. All Board members should conduct themselves and perform their duties in an exemplary fashion and respect the position of leadership that has been bestowed upon them by the community. Board members must recognize that the Board acts only as a collective entity. Success depends on the contributions of all Board members and their ability to work well together.

As a member of the THIS Board:

1. I will devote the necessary time and resources to fulfill my commitments to Board activities.
2. I will have the right and responsibility to exercise independent judgement and express dissenting opinions during Board deliberations.
3. I have a right and responsibility to have comments recorded in the meeting minutes (Representatives, Directors and Head of School).
4. I will have integrity in all matters and base my decisions on facts and for the good of the school.
5. I will be open to others' opinions and act with dignity and integrity towards consensus and support the majority decision as the decision of the Board.
6. I will be loyal to Board decisions and support them publicly and not reinterpret or re-characterize the Board's actions to reflect my own opinion.
7. I will diligently attend scheduled Board meetings and be prepared for the discussions.
8. I will take on the tasks assigned by the Chair of the Board and perform my duties within the allotted time schedule.
9. I will respect the confidentiality of privileged information and not disclose anything about Board actions or deliberations. This includes the Board meetings and committee work.
10. I will not take action that could discredit the reputation or credibility of THIS or the THIS Board.
11. I will take part in the continuing education of Board members to enhance my ability to fulfill my duties effectively.
12. I will not intrude into the administrative issues that are the responsibility of management, except to monitor results and prohibit actions that conflict with Board policy
13. I will withdraw myself from a discussion that I see as a conflict of interest.

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Place/ Date

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Signature

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Name in block letters