

ISB School Board and Board Member Responsibilities and Code of Conduct

ISB School Board is responsible for the overall management of the school and is accountable to the Danish Minister of Children and Education for the school's finances and operations – including the management of government grants – being consistent with the school's articles of association and with the legislation and other rules currently in force for Danish private and independent schools.

ISB School Board Members have a joint responsibility to operate transparently and the authority to establish overall strategic direction, academic and administrative policies as well as to hold fiduciary control over ISB. In performing its role ISB Board must hold ISB Leadership to the highest standards of service to its students, staff, community and stakeholders.

ISB School Board similarly to other boards must take the time to ensure that every Board Member fully understands what's expected and needed of him or her, and then hold all members accountable.

This starts with an understanding of the fundamental legal duties of each individual Board Member, which include:

- **Duty of Care** — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
- **Duty of Loyalty** — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
- **Duty of Obedience** — Board members bear the legal responsibility of ensuring that the organization complies with the applicable national, and local laws and adheres to its mission.

Board Members are not appointed or elected to represent specific constituencies in individual matters. While all Board Members bring different expertise, knowledge, and experiences to the Board, it is expected that all Members will consider the good of the whole school as expressed in the ISB Articles of Association and ISB Mission Statement above all.

Main responsibilities of ISB Board are:

- Determine the school's vision, mission, values and purpose
- Ensure adequate resources
- Exercise fiduciary responsibility and oversight
- Determine, monitor, and strengthen the school's programs and services
- Enhance the school's public standing
- Ensure legal and ethical integrity and maintain accountability
- Select and support the Head of School

Members of the Board, acting individually, have no authority to make decisions. All Members work as equal parts of a Board; only the School Board in formal session (Board Meeting) has the power to make decisions that affect the school and its community members, based on voting stipulations stated in ISB Articles of Association.

School related communication from Parents can be addressed to individual Board Members or Board Chair. If the matter requires operational attention, it and/or the parents will be referred to the Head of School. In those cases where the Board Member, in consultation with the Head of School or the Board Chair, considers that the matter requires Board review or action, it will be placed on the agenda of the next Board Meeting, as appropriate.

It needs underlining that elected Parent Board Members share same duties with Appointed Board Members and need to stay impartial in all matters. All Board Members should be aware that they represent the whole Board while communicating with the community members and should make sure that they stay impartial in doing so.

All School Employees can communicate with the Board by addressing the whole Board through the Board Chair in writing with prior notification to the Head of School.

In case matters brought to the Board's attention can be considered grievances the communication process for Grievances Policy will apply.

Each Member of the ISB Board is expected to adhere to the following code of conduct:

I shall do my utmost to represent the community interest in education by adhering to the following commitments:

- I shall avoid any legal conflict of interest or the appearance of impropriety that could result from my position and shall not use my Board membership for personal gain.
- I shall refer to and work within ISB policies.
- I shall recognize that a Board Member has no legal authority as an individual and that decisions can be made only by majority vote of the Board at a formal Board meeting.
- I shall take no private action that might compromise the Board, ISB LT or administration and shall respect the confidentiality of privileged information.
- I shall encourage and respect the free expression of opinion by my fellow Board Members and others who seek a hearing before the Board.
- I shall represent all school constituents honestly and equally and refuse to surrender my responsibilities to special interest or partisan groups.
- I shall abide by majority decisions of the Board, while retaining the right to seek changes in such decisions through ethical and constructive channels.

Board Way of Working

Upon elected to the Board, new members will be invited for a meeting with Head of School, who will hand out present document and ensure information about meeting dates and contact details to all Board members.

- The Board holds 4-6 meetings per school year
- The Board works at meetings
- Board members must send agenda wishes and potential pre-read no later than 14 days before a board meeting to the Head of School.
- The Head of the School and the Chairman author the final agenda and send this and relevant pre-reads one week prior to the meeting.
- The Head of School send minutes from the meeting to the Board one week after the meeting.
- Decisions are made at board meetings. In special cases, Chairman or Head of School can ask for an extraordinary meeting or board decision to be made otherwise.
- It is expected that the members of the Board are well prepared for the meetings to ensure a qualified dialogue
- If a member of the board is prevented from attending a meeting, comments and input to discussion points may be forwarded to another member or Head of School who will ensure the views expressed.

Board Code of Conduct will be reviewed annually at the first board meeting after the General Assembly.

Bylaws can be found at ISB website in both Danish and English.

Approved by ISB Board, October 2018