

## Charter of the Executive School Board

**The Executive Board's** primary role is to ensure that Si Ri Panya International School provides pupils with a good education. The Executive Board oversees the School's long-term financial stability and provides guidance and oversight to the strategic learning plan. The Board focuses on strategic issues, collaborating with and supporting the School administrators who are responsible for day-to-day school business and affairs.

### **1. In this Charter:**

- “**School**” refers to Si Ri Panya International School
- “**Board**” is the Executive Board of the School as stipulated by the Private School Act B.E. 2550
- “**Owner**” means Si Ri Panya School Company Limited which is the owner of the School

English will be the working language of the Board.

*\*Items in italic are taken directly from Private School Act 2550*

### **2. The School shall have a Board that consists of:**

- 2.1 Chairman of the Board
- 2.2 Licensee
- 2.3 Manager
- 2.4 Director
- 2.5 Teacher representative
- 2.6 Parent representative
- 2.7 Other qualified/experienced person
- 2.8 Representative of the Company/Owner
- 2.9 Head of School
- 2.10 Secretary, non-voting participant

*If the Licensee, Manager or Director are the same person then one or more qualified persons will be appointed to the Board in their place.*

Board Members in Section 2.5, 2.6 and 2.7 shall hold office for a two year term, they are appointed by the Board itself, and terms are renewable at the discretion of the Board. The Teacher representative will in addition to vacating office on the expiration of the Board Members term, the Board Members vacate office upon resignation, breaking the Board Members code of conduct or being voted out by the Board. New appointments to the Board must be approved by a successful vote of the Board or by the Owner. The newly appointed Board Member shall hold office for the remaining term of the Board Member whom they replace.

The Chairman of the Board shall be appointed by the Representative of the Owner.  
The Secretary will be nominated by the Chairman or by the Head of school.

### **3. The Board shall have the following powers and duties:**

- *Issuing rules and regulations of the School*
- *Approving the policy and education development plan of the School*
- *Providing advice on the School's administration and management on the aspects of personnel, work plan, budget, technique, students' activities, buildings and premises and community relations*
- *Ensuring the quality assurance of the School*
- *Following up, monitoring and evaluating the Head of School's performances*
- *Approving one or combined loans exceeding 25% of the existing value of properties of the School*
- *Approving tuition fees and other fees of the School*
- *Approving the annual report, annual financial statements and appointment of an auditor*
- *Considering complaints of Teachers, Parents and Students*
- *Performing any other acts specified by the law as powers and duties of the Board.*

The Board shall endeavour to operate at a strategic level, leaving the Head of School to be responsible for the day-to-day running of the School. As such, the Board shall focus on three core functions:

- Setting the vision and strategic direction of the School
- Holding the Head of School accountable for the School's performance.
- Ensuring financial resources are well spent.

The Representative of the Company/Owner:

Retains the ultimate responsibility for the School within this Charter. Decisions on fees and major capital investment are taken by the Representative of the Owner in the light of advice offered by the Board. The Representative of the Owner also holds the overall responsibility for the appointment of the Head of school.

The Secretary is responsible for:

Maintaining records of all Board Members term of office dates.

Maintaining minutes and making them available to authorised parties. Giving each Board member a copy of the agenda and any papers to be considered at the meeting. Making sure minutes are signed by the Chairman at the next meeting.

The Chairman is responsible for:

Ensuring the effective functioning of the Board by providing clear direction and by focusing on its core functions. The operation of Board meetings through organising meeting dates, starting and ending the meeting and calling for votes and voicing the results of each vote.

The Chairman and the Head of school has the responsibility to approve the meeting agenda. All matters raised in a Board meeting should be raised through the Chairman in order to give due order, to defuse any conflict or personal attack. The Chairman will ask members who want to contribute to do so by a show of hands and will call members in the order they determine.

Board Members are responsible for:

Adhering to the Board Members code of conduct refer to Appendix 1.

Acting in the best interests of the pupils of the School

Attending meetings or advising of absence

**4. Procedures**

- *The Board shall hold at least one meeting in each normal School term.*
- *The majority (more than half) of the board with voting rights is required for a quorum. If there is no quorum a meeting cannot be held and will be cancelled.*

- Decisions made by the Board must be voted on by the Board members. These decisions must be made by a majority of the votes of the Board members present and who are able to vote on the decision in question.
- Board members must declare any conflict of interest and then withdraw from the discussion and the vote.
- A Board member must withdraw and not vote on their own appointment, reappointment or removal from the Board.
- All Board members have equal voting rights, but the chair has a casting vote if there's a tie.
- Board members must be present at any Board meetings to be able to vote.

### **Appendix 1: Board Members Code of Conduct**

When someone is appointed as a Board member, they assume an advisory role and a range of personal commitments. They can be broadly outlined as follows:

- A Board member is not an inspector.
- No Board member has any individual power or authority.
- Board members are involved in advising on the strategic direction of the School and must not interfere in its day to day operations.
- Board members shall however, offer advice on the items identified in the meeting Agenda.
- Board members have no automatic right of entry to the School.

#### Commitment:

- Being a Board member does involve offering time, energy and expertise to the School.
- Board members must take every opportunity to get to know the School, and try to attend as many activities as possible.
- Board members must read all paperwork and prepare properly for meetings.
- Board members give priority, as far as practical, to attend meetings of the Board.

#### Confidentiality:

- Board members must observe complete confidentiality on matters discussed by the Board.
- Board members must not divulge information about members of staff or pupils outside the Board.
- It is important that Board members exercise discretion if a potentially contentious issue concerning  
The School arises outside the Board.
- Board Members must declare an interest if an item under discussion at any meeting of the Board impinges or benefits on their personal, family or financial position and business interests.
- Matters discussed at Board meetings are private to that meeting and must not be discussed other than where authorised by the Board.

#### Conduct:

- Board Members must work as a team at all times; and be loyal to collective advice offered.
- Board Members base views on matters before the Board on an honest assessment of the available  
Facts.
- Board Members acknowledge that differences of opinion may arise in discussion of issues but where a majority decision of the Board prevails having followed the due process it should be supported.
- It follows that Board members will not speak out against majority decisions in public or private outside the Board.
- Board Members should not act on behalf of the Board unless they have specifically approved authority to do so.
- When responding to or making criticism or complaints affecting The School, Board Members must  
follow procedures as agreed with The Executive Board.

- It is the duty of Board Members always to be mindful of their responsibility to maintain and develop the ethos and reputation of The School.
- It is incumbent on Board Members to seek to develop working relationships with The Head of school, staff, parents and pupils.