Constitution and Instruments of Governance

Alexandra House School

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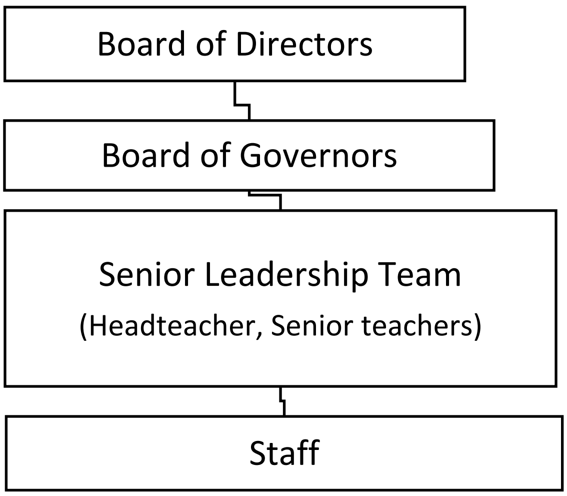
Governance of the School

Alexandra House School (the School) is legally owned and operated by Alexandra House School Ltd. (the Company), established in 1991.

The Board of Directors

The Board of Directors of the Company is responsible for ensuring the continuing development of the school according to its Aims and Ideals and Mission/Philosophy. The Board of Directors is also responsible for overseeing the budget and financial performance of the School in collaboration with its financial advisors, which is the firm of accountants and advisors who prepare the yearly accounts according to Mauritian law. As well as meeting informally regularly (weekly or monthly) for administrative purposes, the Board of Directors meets at least once a year at the Annual General meeting of the Company.

Organisation Chart



The Board of Governors

The Board of Governors is an advisory board for the school and has no legal liabilities and cannot be held to account for the performance of the school or directors. Its members are appointed by the Directors of Alexandra House School Ltd., and include the directors/shareholders of the company. The Company may appoint new members from time to time who are representatives of commercial, educational or professional trades in Mauritius e.g. legal, financial, project management, HR, marketing.

The current Chairperson of the Board of Governors is Martina Beejadhur who is also a Director of Alexandra House School Ltd. The Vice-Chair is Kian Beejadhur, also a Director of Alexandra House School Ltd. These roles may be reversed in the future.

The role of the Board of Governors is not to run the school on a day-to-day basis. This is the remit of the Directors, the Headteacher and the Senior Leadership Team, who are responsible for the operational leadership and management of the school.

The role of the Board of Governors is to provide strategic leadership and critical friendship, to assist and support the School to ensure the highest standard of education and care continues to be offered to the pupils, and to protect and ensure the continued development and existence of the School, in line with its Aims and Ideals and Mission/Philosophy.

COMPOSITION

The Board currently consists of:

The founding director of AHS Ltd. (Mrs. Martina Beejadhur)

The Managing Director of AHS Ltd. (Mr. Kian Beejadhur)

One parent governor

One staff governor

3 independent governors

Ex-officio: The Headteacher

The school's Headteacher and Managing Director attend all board meetings.

Just as the School as a whole is subject to regular inspection, so governance of the School too is subject to scrutiny by COBIS (The Council of British International Schools), of which AHS is a member.

Parent governors serve up to a maximum of two two-year terms of office.

RESPONSIBILITIES

The Board of Governors is responsible for:

- Maintaining the school's vision, ethos and values and setting the strategic direction and goals in accordance with the school development plan (SDP).
- Holding the Headteacher to account for the educational performance of the school and its learners
- Ensuring that the school and the Board operate in compliance with Mauritian laws and regulations.
- Engaging proactively with the Headteacher in cultivating and maintaining good relations with all stakeholders.
- Acting as a final appeals committee in line with all school policies on issues that cannot be resolved by the Headteacher alone.

- Advising, giving expert opinion and feedback to the Directors and Headteacher.
- Appointing, managing and terminating the employment of the Clerk.
- Ensuring maintenance by the Clerk of proper records including, but not limited to, minutes of meetings, board resolutions and governor register.
- When required, serving on panels of governors to:

    a) appoint the Headteacher;

    b) appraise the Headteacher;

    c) hear the second stage of staff grievances and disciplinary matters;

    d) hear appeals about learner exclusions.

The authority of the Board shall be exercised through the approval by simple majority (over 50%) of the votes.

The Board of Governors, in consultation with the Headteacher, will issue a report each year to the community, detailing all changes and improvements.

Safeguarding and Health and Safety

All Board Members need to have their ID and criminal background checked and the details added to the SCR.

All Board Members need to undertake basic Safeguarding training and provide certificates as proof. They will also need to receive regular refresher SG training.

The DSG, who must be neither a teacher nor a parent, will need to follow Level 3 DSL style training and to meet with the DSL prior to Board Meetings. The DSG will also oversee Health and Safety.

The Board will need to ratify all policies regarding Safeguarding and Health and Safety Policies and any changes made to these.

Statistical Information (SI)

Educational

Statistical information is submitted by the Headteacher in the Headteacher Half-Term Report as requested by the Board and in all cases, in advance of the scheduled Governors meetings. The SI may, for example relate to:

- Learner attendance
- Staff turnover
- Examination/test results
- Data on behavioural incidents
- Number of visits to the school made by governors
- Complaints received, settled and ongoing

- Learner disciplinary proceedings including exclusions
- Absences by both staff and learners
- Other SI deemed necessary from time to time

Governors work with the Headteacher to agree the scope and format of the reports.

Financial

An annual report and accounts, including accounting policies, is prepared by the accounting firm, Dhanjee & Associates Ltd. A summary document is provided to the Board at the meeting held during the first term of each year. In addition, a copy of the budget forecast is submitted for discussion about decisions to be taken in accordance with the SDP, which is drawn up by the Headmistress and Directors.

Financial Management. All budgets approved will seek to ensure the long-term financial stability of the school and the safeguarding of the educational objectives of the company. Although the school was established with the investment provided by the Directors, a reasonable and long-term return on the investment will only be provided once it has been determined that it won't adversely affect the long-term stability of the school and that the healthy contingency fund set up by the Directors is maintained for future needs.

DISSOLUTION

The Board may be dissolved in the following circumstances:

a) upon closure of the school, for whatever reason, provided that it is reasonably apparent that such closure is permanent
b) upon dissolution of the entity (AHS Ltd) which was established for the purpose of operating the school and through which the school is actually operated.

GOVERNORS

Eligibility

Governors shall be required to satisfy these eligibility criteria:

- All governors shall be a resident of Mauritius, be a person of good standing, not be judged medically unfit to act as a governor by a medical professional certified to practise in Mauritius, not be declared bankrupt or have applied for the benefit of the law for relief as an insolvent debtor or be convicted of a criminal offence under any jurisdiction, all subject to the majority decision of three governors, which number shall include the Chair, Vice-Chair and one other governor.
- The staff governor shall be an employee who is not a member of the Leadership group.
  The staff governor will be invited to the role of governor who is representative of the staff point of view, but not representing the staff. Other governors would be invited to sit on the Board according to their familiarity with the school and the expertise they could provide to the Board e.g. financial, HR management, education, ICT.

Code of Conduct

Each governor, following their acceptance of an invitation to join the Board, and as a condition of the right to sit on the Board, attend Board meetings or vote as a governor, shall sign and execute the code of conduct as approved by the Board from time to time. (See Appendix 1)

Term

All governors shall be appointed for a term of two years, which can be extended for a further two terms, that is for a maximum period of six years. All such terms shall commence from the date of appointment to the Board as a governor.

Under exceptional circumstances, the Board may extend the term of a governor for a one-off, non-recurring period.

The term of the Chair and Vice-Chair shall be for life or for the life of AHS Ltd. Upon their death, the Company shall pass to their heirs, according to Mauritian law.

Disqualification

A governor shall be disqualified from continuing as a governor if they no longer meet the Eligibility Criteria, or if they have failed to attend, without either an acceptable reason of duly notifying the Clerk and lodging their apologies, three successive, duly notified Board Meetings.

Resignation

- Any governor may, at any time, resign by giving written notice to the Chair.
- The Chair shall conduct an exit interview with such governor
- Unless otherwise agreed by the Chair, such resignations shall become effective thirty calendar days following submission of such written notice
- The Chair shall request the Clerk to inform the Board of the resignations as soon as is practicable and, subject to the specific request of the resigning governor, shall inform the Board of the reason, or reasons, for the resignation
- For the avoidance of doubt, governors shall maintain full membership of the Board during such resignation notice period.

Removal

- The Board shall be authorized to remove governors from the Board
- Every reasonable effort should be exerted to facilitate the presence of governors proposed to be removed at such Board meetings, and to afford governors proposed to be removed the opportunity to make relevant representations including, but not limited to, a relevant statement regarding their proposed removal. For the avoidance of doubt, such presence and representations are not required for such meetings to be considered quorate and the decisions binding.
- Governors removed from their governorship shall be informed, in writing, of such action.
- Unless otherwise approved by the Chair, governors shall be removed from their governorship with immediate effect.

Liability

- Governors shall not be liable, singularly or collectively, for any act, omission, debt or other liability of the Board or of the school or of its employees.
- No Board member, either individually or jointly, will have any liability for, or any obligations under, this Constitution, or for any claim based on the Board's activities.

Roles and Responsibility of the Chair and Vice-Chair

The Chair shall be responsible for ensuring the role and responsibilities of the Board are fulfilled, which shall include, but not be limited to, the following:

- Provide leadership and direction to the Board
- Ensure the orderly and efficient functioning of the Board
- Ensure all governors have received appropriate and regular training, work as a team, understand their accountability, and contribute effectively to the running of the Board.
- Lead the appointment and induction of all new governors
- Line manage the Headteacher and the Clerk
- Any other activity as approved by the Board or required by the Constitution

The Vice-Chair shall be responsible for supporting the Chair in fulfilling the above responsibilities, providing advice to the Chair and, upon request, deputising for the Chair.

Authority

The Chair shall have all authority necessary to fulfill the role and responsibilities of the position, including, but not limited to:

a) Represent the School
b) Chair Board Meetings
c) Make day-to-day, non-material, operational decisions necessary for the efficient functioning of the Board
d) Cast the deciding vote where Board Resolutions have an equal number of votes in favour and against.

Upon request, in the absence of the Chair, or in the case of a vacancy in the positions of Chair, the Vice-Chair shall assume such delegated authority of the Chair as is necessary for the period of such request, absence or vacancy.

Board Meetings

Frequency

- The Board shall convene a minimum of one Board meeting per academic term
- The Clerk shall issue a preliminary schedule of Board meetings for the academic year by email to all Board members at the beginning of each such year. These shall be decided upon by the Chair and Headmistress in consideration of the events calendar.

Notice

- Board meetings shall be called by no less than three governors which number shall include the Chair, Vice-Chair and at least one governor

- The notice shall be issued by the Clerk in writing, distributed electronically, and include the date, time, location and agenda of the Board meeting
- The minimum notice period for Board meetings shall be seven calendar days.

Agenda

- The agenda shall be approved by the Chair. Standing items on every agenda: Safeguarding, Health and Safety and Conflicts of Interest.
- Supporting material for the agenda including, but not limited to, reports and Board Resolutions, shall be sufficiently detailed to allow meaningful discussion and objective decision-making, and shall be made available to the Board no later than five calendar days prior to the Board meeting.
- The Board shall only action those items that were on the agenda in the notice.

Quorum

The quorum for a Board meeting shall be over 50% of the governors as noted in the Governor Register with the presence of the Chair or Vice-Chair. Ex-officio Board members in attendance for the Board meeting shall not be included in the Board Quorum.

Attendance of Non-members

The Chair may request the presence at any Board meeting of members of the Leadership Team, employees, external legal counsel, consultants, or advisors, or any individual who, in the opinion of the Chair, will contribute independent opinion and unbiased advice regarding the work of the Board and the issues on the agenda.

Voting

- Each governor shall have one vote per Board Resolution
- Board Resolutions shall require a simple majority (over 50% of the votes) to be approved.
- Voting shall be by a show of hands or, at the request of at least one governor and acceptance by the Chair, by secret balloting
- Governors are entitled to appoint another governor as their proxy by written notice to the Clerk with a copy to the Chair.

Minutes

- The Clerk shall be required to attend all Board meetings
- Board meetings shall be accurately minuted by the Clerk and approved by the Board in a timely manner
- A register of minutes shall be maintained by the Clerk and made available to all Board members.

Confidential Board meetings

- At the sole discretion of the Chair, the Headteacher and/or staff governors may be excluded from Board meetings ("Confidential Board Meetings") due to a possible conflict of interest.
- The agenda, Board Resolutions or minutes from Confidential Board Meetings shall not be shared or made accessible to the Headteacher/staff governors excluded, as applicable, except as expressly authorized by the Chair.

Emergency Situations

- Under an Emergency Situation, a Board Resolution can be approved by a simple majority (over 50% of the votes) of no less than three governors which number shall include the Chair, the Vice-Chair and one governor.
- Subsequent to the request for an Emergency Board Resolution, the Chair shall, as soon as practicable, provide to the Clerk an interim report for immediate distribution to the Board. Such report shall include, as a minimum, details of:
    a) The Emergency Situation
    b) The Emergency Board Resolution raised
    c) Names of all governors involved in the Emergency Board Resolution
    d) The decision made.

A full report of the Emergency Situation shall be tabled at the next Board meeting.

Board Sub-committees

Due to the small size of the school and the Board, there is currently no need for sub-committees. However, these may be appointed in the future if required.

Conflicts of Interest

Governors who have a duty or personal interest which may conflict with his/her duties as a Governor must disclose that fact to the Governors as soon as he/she becomes aware of it. A Register of Interests is kept by the Clerk and Governors are invited at each meeting to identify and record potential areas of conflict. Governors must always absence themselves from any discussions in which it is possible that a conflict will arise.

- Board members shall not participate in that part of Board meetings or vote on Board Resolutions which, in their reasonable judgement, there is a real or perceived conflict of interest
- Staff governors shall not participate in that part of Board meetings relating to:

    a) Employment terms and conditions, including remuneration of employees

    b) Confidential issues as determined by the Chair.

- Notwithstanding the above two clauses, the Chair shall instruct the Board to vote to determine if, in the reasonable opinion of the Chair, a Board member has a real or perceived conflict of interest on a particular item. If so determined by the Board, the Chair shall take all such actions as deemed necessary to remove such real or perceived conflict of interest including, but not limited to, requiring the relevant Board member to be excused from that part of the Board meeting or to refrain from voting on that specific Board Resolution.
- Where, in the reasonable opinion of the Vice-Chair, the real or perceived conflict of interest relates to the Chair, the Vice-Chair shall take all such actions as are ascribed to the Chair above.
- Governors excluded as per these clauses from part of Board Meetings, shall not be included in the Board Quorum for such agenda items.

Use of Assets

The assets of the School shall be utilized exclusively for School-related purposes, and no portion shall be paid or distributed directly or indirectly to governors in their role as governors, except for reasonable expenses incurred on behalf of the Board and with the explicit approval of the Board through a Board Resolution.

Policies and Procedures

The Board shall approve such policies and procedures as are required to fulfill the objectives and facilitate the implementation of this Constitution, and shall ensure the same are periodically reviewed and, if necessary, amended.

Amendment to the Constitution

Amending this Constitution shall be a Reserved Matter which will require 75% of the votes to be approved, including those of the Chair and Vice-Chair.

Publication

This Constitution shall be made publicly available by being published on the School's website, including a record of all Board members with their contact details.

Induction and Training

Governors will need to be familiar with the Governor's Manual and School Policies. They will be assisted with this by the Chair and/or the Vice-Chair.

APPENDIX 1
Code of Conduct

Estb. 1975

Role & Responsibilities

We understand the purpose of the board and the role of the Head Teacher. We accept that we have no legal authority to act individually, except when the Board of Governors has given us delegated authority to do so, and therefore we will only speak on behalf of the Board of Governors when we have been specifically authorised to do so.

We accept collective responsibility for all decisions made by the Board of Governors or its delegated agents. This means that we will not speak against majority decision meetings of the Board of Governors.

We will encourage open government and will act appropriately.

We will consider carefully how our decisions may affect the community and other schools.

We will always be mindful of our responsibility to maintain and develop the ethos and reputation of our school. Our actions within the school and the local community will reflect this.

In making or responding to criticism or complaints affecting the school we will follow the procedures established by the Board of Governors.

We will actively support and challenge the Head Teacher.

Commitments

We acknowledge that accepting office as a Governor involves the commitment of significant amounts of time and energy.

We will each involve ourselves actively in the work of the Board of Governors, and accept our fair share of responsibilities, including service on committees or working groups.

We will make full efforts to attend all meetings and where we cannot attend explain in advance why we are unable to attend.

We will visit the school by invitation and get to know the school well and respond to opportunities to involve ourselves in school activities.

We will consider seriously our individual and collective needs for training and development and will undertake relevant training.

We accept that in the interests of open government, our names and terms of office will be published on the school's website.

Relationships

We will strive to work as a team in which constructive working relationships are actively promoted.

We will express views openly, courteously and respectfully in all our communications with other Governors.

We will support the Chair in their role of always ensuring appropriate conduct both at meetings and at all times.

We are prepared to answer queries from other Governors in relation to delegated functions and take into account any concerns expressed, and we will acknowledge the time, effort and skills that have been committed to the delegated function by those involved.

We will seek to develop effective working relationships with the Head Teacher, staff and parents, the local authority and other relevant agencies and the community.

Confidentiality

We will observe complete confidentiality of all matters, both inside or outside School.

We will exercise the greatest prudence at all times when discussions regarding School business arise outside a meeting of the Board of Governors.

We will not reveal the details of any vote of a meeting of the Board of Governors.

Conflicts of interest

We will record any pecuniary or other business interest (including those related to people we are connected with) that we have in connection with the Board of Governors' business in the Register of Business Interests, and if any such conflicted matter arises in a meeting we will offer to leave the meeting for the appropriate length of time.

We will also declare any conflict of loyalty at the start of any meeting should the situation arise.

We will act in the best interests of the school as a whole and not as a representative of any group.

Breach of this Code of Conduct

If we believe this Code has been breached, we will raise this issue with the Chair and the Chair will investigate; the Board of Governors will only use suspension/removal as a last resort after seeking to resolve any difficulties or disputes in more constructive ways.

Should it be the Chair that we believe has breached this Code, another Governor, such as the Vice-Chair will investigate.

Read and agreed:

Name:	--	Signature:	-----------------------
		Date:	-----------------------