

Eerde IBS Supervisory Board and Governance Policy



Coordinator:	Director - N Holterman
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Introduction:

We wish to have in place a small cohesive and dynamic Supervisory Board that provides the necessary skills, knowledge and experience to be effective in order to take this school forward.

We are responsible for raising standards, promoting achievement and ensuring the wellbeing and safeguarding of students in the school. This is achieved by having a clear vision, a caring school ethos, strong strategic planning, an excellent working relationship with the CEO Director, Principal and senior management team who we hold accountable for the school's performance, by regular



monitoring to evaluate school performance, by overseeing the school's finances and by having in place policies that will allow us to achieve our aims, objectives and targets.

We aim to be an effective Supervisory Board by demonstrating an aspirational vision that is shared and understood by all stakeholders. We want to be seen as a school that is not standing still but is continuously moving on by enabling children to be aspirational and working to their true potential, in line with our Guiding Statements.

We believe that by providing strong and effective governance we will raise standards as we feel that there is a relationship between good governance and students' achievements, the quality of teaching, as well as the quality of leadership and management.

We strive to be an effective Supervisory Board by using our skills and knowledge to function well as part of a team.

We realise our main aims are to set the vision and strategic direction of the school, to hold the CEO Director and Principal accountable for ensuring high standards, to ensure financial resources are well spent, to be compliant with relevant law in the Netherlands, to be able to self-evaluate and to ensure all board members undertake their roles effectively.

We can only do this if we have in place vigorous processes and frameworks in order to set priorities, create accountability and to monitor progress.

Aims:

- To be an effective Supervisory Board by having clear vision, ethos and strong strategic leadership.
- To raise standards, promoting achievement and ensuring the wellbeing and safeguarding of students.



- To establish good lines of communication and an excellent working relationship that will contribute greatly to the leadership of the school and its successes.
- To have in place board members that have the skills and experience that is needed for the continuing success of this school.

Roles and Responsibilities:

Role of the Supervisory Board

The Supervisory Board, undertakes:

Monitoring and expertise

- To regularly monitor, oversee and review school performance, offering expertise in;
 - areas including, but not limited to:
 - Staff appointments
 - Finance
 - Teaching and Learning
 - SEN
 - Safeguarding and Child Protection
 - Health and Safety
 - Disciplinary
 - Appeals for Staff Disciplinary
 - Student Discipline and Exclusion
 - Complaints
 - Staff Pay Review
 - Staff Pay Review Appeals
 - Performance Management
 - Performance Management Appeals
 - Admissions
 - Admission Appeals
- To be up to date with the school's achievements and performance in preparation for school accreditation and/or inspection.



Termly Review

- To ensure a Termly Review is conducted by the Link Governor, Director and Management Team on key areas of school accountability, including:
 - Student Attrition
 - Staffing (including staff attrition)
 - Student Achievement
 - Student Attendance
 - Student Behaviour
 - Student Enrichment
 - SEN
 - Student Welfare and Safeguarding
 - Health and Safety
 - Boarding
 - Data Protection
 - Complaints
 - Student, Staff and Parent Survey Data
 - Policy Compliance

- To receive reports on this review process on a termly basis from the Link Governor and Director

School Self-evaluation and School Improvement

- To be aware of and to take part in school self-evaluation.
- To produce action plans for improvement following school accreditation/inspection.
- To influence and approve the school development plan and approve and monitor the allocation and expenditure of the school budget in line with this.

Link Governor

- To have in place an Appointed Link Governor to visit with the school on a regular basis to offer support and expertise, audit key areas where necessary and report back to the Board on a termly basis

School Guiding Statements: Vision, Values and Culture

- To be part of the creation, annual review and implementation of the School Guiding Statements, as outline in the document Our Vision, Values and Culture.
- Ensure the Guiding Statements are referenced in all decision making and policy implementation.



Policies

- To have in place policies that will allow the achievement of the school's aims, objectives and targets.
- To agree policies relating to the aims, purposes and practices of the school.
- To be responsible for ensuring this policy and all policies are maintained and updated regularly.

Director

- To appoint a Director who is willing to be challenged; who will provide regular and factual information for the Supervisory Board to undertake its strategic role and who builds an effective working relationship with the Supervisory Board and all key stakeholders.
- To delegate certain powers and responsibilities to the Director;
- including the appointment of an Academic Principal, responsible for the academic department and oversight of academic achievement.
- To and manage the performance of the Director.
- To delegate the everyday management of this school to the Director.
- To support the day-to-day operational decisions taken by the Director.
- To have a close working relationship with the Director and senior management team.
- To hold the Director and senior management team accountable for the school's performance.
- To delegate power and responsibilities to the Director to ensure all school personnel and stakeholders are aware of and comply with this policy.

Annual Review

- To annually review the effectiveness of the Supervisory Board by assessing whether the size and structure is fit for purpose and whether board members have the necessary skills required for the further development of the school.

Succession Planning

- To develop a succession plan to replace board members before the termination of their period of office and to develop potential school leaders.



Student Consultation

We wish to consult our students and to hear their views and opinions as we acknowledge and support [Article 12 of the United Nations Convention on the Rights of the Child](#) that children should be encouraged to form and to express their views.

Student consultation is integral to our process of regular self-evaluation and continuous improvement and will take place in a variety of ways.

The methods will include:

- A Student Council (which will meet regularly and also be consulted by the Principal)
- An appointment system and means of contact with the Principal and key staff members
- Operating an 'open door' policy in school whenever possible
- Student Questionnaires (on a variety of matters relating to the school and/or social issues)
- Open Class discussion (on a variety of matters relating to the school and/or social issues)

Every effort is made to provide a variety and range of consultation methods to all students. Every student who attends Eerde International Boarding School will be encouraged and given the opportunity to provide feedback on every aspect of school life during their time with us.

A separate policy exists for student consultation which explains these processes in more detail.

Associated Policies and Publications

This policy has been written with reference to and in accordance with the following policies and publications:



- Eerde Articles of Association

Equality Impact Assessment

We are also committed to [Articles 2 and 14 of the United Nations Convention on the Rights of the Child](#) and therefore, have a duty not to discriminate against people on the basis of their age, disability, gender, gender identity, pregnancy or maternity, race, religion or belief and sexual orientation.

Therefore, this policy has been equality impact assessed to ensure that it is fair, it does not prioritise or disadvantage any student and it helps to promote equality at this school.

This policy affects or is likely to affect the following members of the school community (✓)		Students	School Personnel	Parents/carers	Board	School Visitors	Wider School Community			
		✓	✓	✓	✓	✓	✓			
Question	Protected Characteristics							Conclusion		
Does or could this policy have a negative impact on any of the following?	Age	Disability	Gender	Gender identity	Pregnancy or maternity	Race	Religion or belief	Sexual orientation	Undertake a full EIA if the answer is 'yes' or 'not sure'	
YES									Yes	No
NO	✓	✓	✓	✓	✓	✓	✓	✓		✓
UNSURE										
Does or could this policy help promote equality for any of the following?	Age	Disability	Gender	Gender identity	Pregnancy or maternity	Race	Religion or belief	Sexual orientation	Undertake a full EIA if the answer is 'no' or 'not sure'	
YES	✓	✓	✓	✓	✓	✓	✓	✓	Yes	No
NO										✓
UNSURE										
Conclusion	We have come to the conclusion that after undertaking an initial equality impact assessment that a full assessment is not required.									



Policy Review

Annual Policy Review Sheet - Appendix A:

Review Date	Primary Reviewer Name (Policy Coordinator)

This Appendix A should be completed **annually** by the Policy Coordinator.

Date of Last Review:	
Date of Next Review:	
Is this policy being implemented fully, with all outlined procedures followed as prescribed?	YES/NO
If this policy is not being implemented fully, as prescribed, please outline what you have put in place instead and the reasons behind the change...	
How are staff made aware of this policy?	
Does this policy require any specific/specialised training for staff, if yes please specify what it is and whether it has been done?	
Monitoring the Effectiveness of the Policy	
Please comment on the overall effectiveness of this policy – giving any suggestions or recommendations for improvement...	



Appendix A: Supervisory Board Members

Board Member	Specialism/ Affiliation
Jos Bisschops	Estates – rep Natuurmonumenten region of Zwolle
Wim Boomkamp	Education Management
Raymond Hekkert	Finance
Henry Holterman	Business Management – rep Orbis
Graham Ramsey	Business Management – rep Orbis
Amy Ramsey	Link Governor

Appendix B: Board Regulations

Internationale School Eerde BV has a two-tier board where management and supervision are separate. The Director is responsible for the daily management of the company. The Supervisory Board supervises the Director. The board of Internationale School Eerde BV has a legal and moral responsibility to manage Eerde in the best interests of the Eerde community it serves. The General meeting of shareholders of Internationale School Eerde BV (Eerde International Boarding School the Netherlands, hereinafter **Eerde**), decides - respecting article number 12 (3) of the articles of association - to determine following board regulations

Article 1 Definitions

<i>Article of association</i>	the articles of association of Internationale School Eerde BV.
<i>Director</i>	Director Chief Executive Officer
<i>General meeting of shareholders</i>	general meeting of shareholders
<i>Supervisory board</i>	supervisory board of Eerde
<i>Board regulations</i>	regulations of the board

Article 2 Establishment of regulations

1. The General meeting of shareholders establishes the Board regulations.
2. Before adopting or amending this Board regulations, the Supervisory Board and Director are given the opportunity to issue an advice.



3. The Board regulations, as well as an amendment thereof will take effect on the day following the day on which the General meeting of shareholders has adopted the Board regulations or an amendment thereof.

A: Mode of operation of the Supervisory Board

Article 3 Committees

The Supervisory Board can set up committees consisting of members of the Supervisory Board and / or external experts who, under the responsibility of the Supervisory Board, can prepare and formulate recommendations which are submitted to the Supervisory Board. The following committees are established:

- Finance
- Education, projects and accreditation
- Quality Control and Audit

Article 4 Expertise

The Supervisory Board, after consultation with the Director, annually assesses the professional requirements of the Supervisory Board as a whole and of the individual members and supervises the implementation. The Supervisory Board mentions the activities in this area in the annual report, containing as well the financial statements.

Article 5 Evaluation

The Supervisory Board evaluates its own performance as a supervisory body at least once a year - without the Director being present. Prior to this evaluation, the Supervisory Board will provide the Director with the opportunity to express its view on the performance of the Supervisory Board to the Supervisory Board. The Supervisory Board discusses the outcome of the evaluation with the Director.

Article 6 Chairperson and deputy

The Supervisory Board appoints a chairperson and a deputy chairperson from among its members.

Article 7 Chair meetings

The chairperson leads the meetings of the Supervisory Board. In his/her absence, the deputy chairperson replaces him. If this is absent, the meeting itself provides for its management.



Article 8 Convening meetings

1. The Supervisory Board establishes a meeting schedule each year. Without prejudice to the provisions of the first sentence of this article, at least two members of the Supervisory Board are jointly authorized to convene a meeting of the Supervisory Board.
2. The convening of the meetings of the Supervisory Board shall be in writing within a period of at least seven days, stating the subjects to be dealt with. In urgent cases, at the discretion of the chairperson, the notice period may be limited to at least twenty-four hours.
3. With a written invitation, as referred to in the second paragraph of this Article, an invitation will be equated by e-mail.

Article 9 Voting

1. Unless the articles of association or these Board regulations stipulate otherwise, all resolutions of the Supervisory Board are taken by an absolute majority of votes. A blank cast vote counts as an unreleased vote.
2. If the votes are tied to a vote, not an appointment concerning, the decision to a subsequent meeting is postponed. If the votes are withdrawn again during the second vote, the proposal shall be deemed to have been rejected.
3. If, during a vote on persons, an appointment concerning the required majority is not obtained, a second vote will be held between the persons who have united the highest number of votes at a time to be determined by the chairperson. If the votes are tied again, a drawing of lots shall decide.
4. The chairperson determines the manner in which the votes are to be held at the meetings, with the proviso that if one or more members so require, votes on persons shall be made in writing.
5. The opinion expressed by the chairperson for a review of the result of the vote is decisive. The same applies to the content of a decision taken, insofar as it was voted on a non-written proposal.

Article 10 Quorum

1. The meeting of the Supervisory Board will not take place if at least a majority of the members of the Supervisory Board are not present.
2. In the event that a meeting cannot take place on the grounds of the first paragraph, the chairperson shall convene a new meeting within 14 days.
3. If a new meeting is convened on account of the provision in the second paragraph of this Article, the members present will deliberate and decide on the subjects that were raised for the first meeting, regardless of the number of members present.
4. The Supervisory Board may also take decisions in other ways (for example by telephone or e-mail), provided that all members are given the opportunity to vote and none of them objects to this decision-making process. A decision is then taken if the absolute majority of the number of



members has declared itself before the proposal. Any decision taken outside a meeting shall be announced at the next meeting, which shall be stated in the minutes of that meeting.

Article 11 Attendance meeting by Director

1. The Director attends the meetings of the Supervisory Board.
2. The Supervisory Board may decide to meet without the presence of the Director.

Article 12 Support

1. The Director - after consulting the Supervisory Board - is responsible for appointing an employee of the company or a third party, who supports the Supervisory Board.
2. Minutes shall be kept of the proceedings in the meetings of the Supervisory Board by the employee or third party as referred to in the first paragraph of this Article. The minutes are adopted at the next meeting and signed by the chairperson of the meeting.

Article 13 Conflict of interest

If one or more members of the Supervisory Board have a conflicting interest with the foundation, the relevant member of the Supervisory Board cannot participate in meetings of and decision-making within the Supervisory Board for as long as the conflict of interest is present.

Article 14 Confidentiality

1. Each member of the Supervisory Board ensures that data - on which it has been agreed that they are confidential or in respect of which a member of the Supervisory Board can reasonably presume that they are of a confidential nature - will not be disclosed made.
2. The obligation as referred to in the first paragraph of this Article will remain in full force after the membership of the Supervisory Board has ended.

Article 15 External action

1. The Supervisory Board speaks out with one position.
2. The chairperson of the Supervisory Board acts as spokesperson for the Supervisory Board, unless the Supervisory Board has assigned another member of the Supervisory Board to act as spokesman.

Article 16 Report ancillary positions

1. Before the start of the term of office each appointed member of the Supervisory Board reports the relevant additional positions in writing.
2. The relevant additional ancillary positions, as referred to in the first paragraph of this Article, are included in the annual report.



Article 17 Schedule of resignation

1. The members of the Supervisory Board resign in accordance to the timespan set in the articles and listed in the schedule that has been added as an appendix to these regulations.
2. The annex referred to in paragraph 1 of this Article shall at any rate include:
 - a. the name of each member of the Supervisory Board;
 - b. the time at which the membership of the member commenced;
 - c. the time at which the membership ends;

B: Mode of operation of the Director

Article 18 Ancillary positions Director

The Director is obliged to report ancillary positions and to request permission from the Supervisory Board.

Article 19 Tasks, responsibilities and decision-making authority

1. The Director is responsible for the performance of the tasks and authorizations of the company, with the exception of the tasks, responsibilities and authorizations that are reserved to the Supervisory Board, as set out in this article under paragraph 5.
2. The Director is responsible for the management of the company and the school(s) that fall under the company, including to ensure the proper organization of the company, and the performance of the employership of persons employed by the company and / or commissioning in other forms of service by persons or organizations for the benefit of the company.
3. The Director is responsible for the preparation and execution of resolutions in matters that are reserved to the Supervisory Board. The Director ensures that the Supervisory Board is given sufficient opportunity to carefully determine the position of the proposals submitted in this context.
4. The Director shall exercise his/her responsibilities and authorizations with due observance of the frameworks otherwise laid down in the articles of association, in these regulations or by the company or the Supervisory Board.
5. The following tasks, responsibilities and authorizations remain reserved to the Supervisory Board (SB) or General meeting of shareholders (AVA), in accordance with Article <nr> of the articles of association:
 - a. amendment to the articles of association(AVA)
 - b. application for bankruptcy or suspension of payment and/or dissolution of the company (AVA)
 - c. investment decisions which lead to long term financial commitment (AVA)
 - d. drafting board regulations and decisions regarding the internal job



- and task distribution within the board (AVA)
- e. suspension and dismissal of Supervisory Board members as well as appointment, suspension, dismissal and determination and application of the employment conditions of the Director (AVA)
- f. affirming the strategic policy plan (the multi-year strategic plan of the company as a whole) (AVA)
- g. adoption of the annual accounts, the treasury statute and the annual report (AVA)
- h. determination of the management structure, management statute and mandate decisions (SB)
- i. determining a procurement regulation (SB)
- j. determining an integrity regulation (SB)
- k. start or disconnect external strategic cooperation (AVA)
- l. determination of the (multi-year) budget and changes to the (multi-year) budget (AVA)
- m. appointing the accountant and formulating his assignment (AVA)
- n. determining parental contributions (SB)
- o. determining primary working conditions (SB)
- p. reorganizations, which in any case must be understood to mean the termination of the employment contracts simultaneously or within a short period of time or a substantial change of the employment conditions (AVA)
- q. making proposals to the General meeting of shareholders up to (SB):
 - i. amendment of these regulations, merger, splitting and dissolution of the company
 - ii. establishing and amending the rules of procedure of the company
 - iii. the conclusion of agreements to obtain, alienate or encumber registered property
 - iv. entering into agreements in which the company becomes a guarantor or joint and several co-debtor, makes a strong claim to a third party or commits itself to securing a debt of a third party
 - v. entering into money loans
 - vi. conversion, transfer, cancellation or relocation of a school, or merger of a school with another school.

(an overview of this division of tasks, responsibilities and authorizations is included in Appendix 2)

6. The Supervisory Board can reserve other decisions than those mentioned above. Such a reservation shall be recorded in writing and communicated to the Director.
7. The Director ensures that the Supervisory Board members are able to



dispose of the information required in time for the performance of their supervisory duties, for assessment by the Supervisory Board members.

Article 20 Confidentiality

1. The Director ensures that data - on which it has been agreed that they are confidential or in respect of which the Director can reasonably presume that they are of a confidential nature - will not be disclosed made.
2. The obligation as referred to in the first paragraph of this Article will remain in full force after the employment as Director has ended.

Article 21 Expertise

The Director maintains its quality and expertise through expertise development and mentions the activities in this area in the annual report.

