

## Section 1: The School

### 1.1 SCHOOL LEGAL STATUS

The Stockholm International School is a non-for profit foundation. The Board of Trustees of Stiftelsen Stockholm International School has pursuant to the Foundation's articles and in accordance with the provisions of the Swedish Foundations Act (*Stiftelselagen (1995:1220)*) decided to adopt this governance manual with instructions for the allocation of tasks between the Board of Trustees, Board sub-committees and the Director.

The Governance Manual was first adopted on 11 May 2010 and shall be reviewed and adopted annually at the first Board meeting each academic year. The Governance Manual shall be submitted annually for comment to the Foundation's auditor.

**The Governance Plan** for each school year is presented by the Director at the first Board meeting and checked at every subsequent Board meeting.

### 1.2 PURPOSE AND DIRECTION

**1.2.1 Mission:** The SIS mission is to deliver an internationally recognised curriculum in a positive and thriving intercultural atmosphere that will develop students who feel: valued, and who value others, irrespective of their age, gender, national, linguistic, cultural, social and religious background, or school success; positively challenged in the area of academics, arts and sports, and in interpersonal and intercultural encounters within and outside school; prepared to embrace these learning challenges in their current and future life, and accept responsibility for their own actions.

**1.2.2 Vision:** The SIS vision is to be one of the leading international schools, operating according to the best educational standards and principles, providing Early Years to Grade 12 students an academically, socially and personally stimulating and safe environment that will allow them to develop their individual potentials and prepare them for the challenges and responsibilities of global citizenship.

**1.2.3. Definition of learning:** Learning is about making connections. It is a lifelong process where we can learn knowledge, develop our skills and deepen our understanding over time.

**1.2.4 Global Citizenship Statement:** A global citizen is respectful, resilient and reflective, in their daily actions towards themselves and others, as they actively seek to make a positive impact in both their own and the international environment.

### 1.3 SCHOOL ACADEMIC ORGANIZATION

The school shall provide an educational program for children in Early Years to grade 12, consisting of three sections:

1. A Primary section with an Early Years Program, Kindergarten, and grades 1-5.
2. A Middle school section with (grades 6-9)
3. An Upper school section (grades 10-12)

### 1.4 SCHOOL YEAR, CALENDAR AND OTHER TIME REQUIREMENTS

**1.4.1 School Year:** The school year shall normally consist of 180 student contact days.

**1.4.2. School Closings:** In emergencies, the Director is authorized to temporarily close the school premises to ensure the safety or well-being of students and staff. In such cases, the school will provide distance learning programs to the extent practicable. The Director shall consult the Chair of the Board of Directors on any school closing of school premises if necessary. In consultation with the Board of Trustees, the Director will decide if a temporary emergency needs to be extended.

## Section 2: Governance

### 2.1 BOARD OF TRUSTEES LEGAL STATUS

Under § 2 of the Articles of the Foundation, the Foundation’s purpose is, directly or indirectly, to operate, promote and support teaching and education. The Foundation’s purpose shall be achieved primarily through the operation of Stockholm International School. Under §12 The Board of Trustees is the legal representative for the foundation. The objective of this Governance Manual is to clarify the Board’s responsibilities under the Foundation’s Act and the Articles when managing the Foundation’s affairs.

### 2.2 BOARD/DIRECTOR, RESPONSIBILITIES AND RELATIONSHIP

To achieve effective governance, the Board and the Director of Stockholm International School (hereinafter, the Director) shall work together closely, openly, and professionally, each adhering to and respecting their authority and responsibilities as outlined below.

#### Board

#### Director

#### Policy, Finances, Facilities

Review the Director’s recommendations for:

1. policies, new or revised.
2. annual budgets (including fees) and long-term financial plans (investments, divestments and acquisitions).
3. a long-term or major facilities plans and decisions.
4. initiation of legal proceedings and settlement of disputes in and out of court.
5. material changes in accounting policies.
6. ensuring there is an annual statement of accounts.

The Board shall:

- approve, amend or reject recommendations made by other Trustees or the Director.
- review success of implementation, including monthly financial reports.

Provide information and recommendations to the Board for:

1. new and revised policies.
2. annual budgets and long-term financial plans.
3. long-term, major facilities plans and decisions.
4. the need to initiate legal proceedings and settlement of disputes in and out of court.
5. material changes in accounting policies.

The Director shall:

- implement, manage and review approved policies, budget, and plans, including creating operational plans.
- provide data and analysis to the Board regarding success of implementation.

#### Personnel

Decide the Director’s appointment, performance evaluation, contract provisions, and contract renewal/ termination.

Receive information about critical decisions on

Within Board-approved policy and budgets, decide on the appointment, assignment, promotion, performance evaluation, and renewal/termination for all faculty and staff.

organizational changes.

Inform Board of critical decisions.

### **Educational Program**

Within the policy-making and budgeting process, decide on major additions or major changes in the educational programs or services recommended by the Director.

Stay professionally current, research school needs, and recommend to the Board any major additions or changes in educational programs or services.

Review Director's evaluation reports on effectiveness and quality of program and services.

Develop, implement, and evaluate all educational programs and services, and report to the Board on the effectiveness and quality of educational programs and services. Implement accreditation processes.

### **Strategic Planning**

Participate in the strategic planning process.

Organize and facilitate processes for strategic planning, including review of mission/vision, risk analysis, major goals, and major strategies.

Decide on a recommended plan.

Within the process, prepare a recommended plan.

Implement parts of the plan on governance.

Evaluate progress on plan.

Implement plans, including the development of operational plans and action plans.

Provide methods, data and analysis to evaluate progress on plan.

The Board's overall responsibility is to ensure that the Foundation's activities are in accordance with the Foundation's purpose under § 2 of the Articles. The Board shall oversee and provide direction for the School and any associated operations and decide over any matter pertaining to the Foundation. The Board's responsibilities are set out in detail in § 7 of the Articles.

The Director of SIS functions as the chief executive officer responsible for the overall management of the school; both its day-to-day operations and its long-term development. The Director reports to the Board of Trustees and acts as advisor to the board concerning policy. The Director is accountable for the adherence to all school policies, procedures, regulations, and applicable local laws. The Director also ensures international best practice and relevant accreditation.

## **2.3 BOARD COMPOSITION**

Board membership consists of the description outlined in Article 6 of the Stiftelsen Stockholm International School. Additionally to the qualifications outlined in Article 6, the members shall possess the skills and attitudes needed to work effectively on a governance Board, including the predisposition to adhere to the Code of Conduct.

### 2.3.1 The Chair of the Board

The Chair leads the work of the Board and ensures that it fulfils its duties. The duties include to:

- call for Board meetings in accordance with the Governance Plan and when the need arises or when a Trustee requests an extraordinary meeting;
- preside or delegate over all Board meetings, maintaining best practice where discussions are balanced, purposeful, and effectively facilitated. Act as a point of contact and spokesperson for the Board;
- maintain a regular dialogue with the Director and the Business Manager of the School;
- ensure that matters brought to the Board are addressed by the board in an appropriate manner and that such matters are prepared adequately;
- ensure that the Foundation's activities and matters regarding these activities are brought to the attention of the Board when necessary;
- ensure that an annual self- evaluation of the Board's performance is completed;
- ensure the annual performance evaluation of the Director takes place.

### 2.4 CODE OF CONDUCT

Each Trustee shall observe his or her duty of loyalty towards the Foundation which includes a duty of confidentiality regarding matters which may damage the Foundation if disclosed.

The Board will periodically review, revise if necessary, and re-adopt its Code of Ethical Conduct. Upon election to the Board, each member will sign an agreement that he or she will adhere to policies 2.2 and 2.4.

#### Code of Conduct

As a member of the Board of Trustees,

- 1. Focus on the Future.** The trustee will give highest priority to promoting and protecting the future wellbeing of the school.
- 2. Focus on The Whole.** In the above context, the trustee will strive to ensure that the school is generally well-maintained, financially secure, and operating in the best long-term interests of the entire student body, school and community, rather than the interests of specific groups or individuals.
- 3. Focus on Board Roles.** The trustee will focus on policy decisions, approval of long-term plans, and general oversight of progress toward strategic goals. The trustee will not become involved in school operations. I will also not interfere with the duties of other members of the Board of Trustees.
- 4. "Connection" Not "Representation."** The trustee will serve as a two-way communication "connection" between the school and members of the community, but not as a "representative" or "advocate" for any individual or group within the community. I will work diligently to help members of the community understand this distinction.
- 5. Handling Concerns and Complaints.** When encountering concerns or complaints from members of the school community, the trustee will help those persons understand whom they should contact to best address the matter. Regarding concerns about operations, the trustee will guide persons to the appropriate teacher, office staff member, or administrator. Regarding possible policy matters, the trustee will guide persons to the Director of School.
- 6. Sensitivity.** The trustee will be sensitive to the different cultural and linguistic backgrounds within the school community.
- 7. No Individual Authority.** The trustee will recognize that authority exists only through a formal Board decision in a regular meeting; the trustee may officially represent the Board only if expressly delegated by the Chair or decided by the Board.

**8. Conflict of Interest.** The trustee will declare any conflicts of interest between personal life and the Board position; the trustee will This includes abstaining from debate and voting when appropriate using the position to seek or accept personal financial gain or preferential treatment from the school for personal reasons .The trustee will also make every effort to avoid any perception that I have a conflict of interest.

**9. Participation.** The trustee will make every effort to attend and actively participate in Board meetings and other Board activities.

**10. Accepting Criticism.** The trustee will not condone retribution or any other disrespectful response against members of the SIS community who have raised complaints to the Board or school administration in good faith.

**11. Keeping Informed.** The trustee will keep well informed on matters relevant to the Board's work.

**12. Support and Inform.** In and beyond the school community, the trustee will support both the Board and the school administration, and also bring to the attention of the Director and/or Chair any significant issues that are likely to adversely affect the school, Board and/or administration. The trustee will not deliberately or negligently act or speak in ways that may damage the reputation of SIS.

**13. Supporting Board Decisions.** The trustee will work toward achieving consensus for the Board. When that is not possible, respect and support for the majority decisions of the Board will be practiced. A trustee will not seek to overturn or criticize the decisions of the Board by appealing to outside parties or encouraging dissent in the SIS community. If the trustee cannot morally support a Board decision, that trustee can either work constructively for change within the Board through proper channels and with appropriate timing, or resign.

**14. Confidentiality.** The trustee will not discuss confidential proceedings of the Board outside of official Board meetings. When in doubt about what is confidential, the Chair will be consulted. Once the Board makes a decision and that decision is ready for public information, the trustee will support it and explain the Board's reasons for it. The trustee will not state what individual Board members said during the discussion leading to the decision.

**15. Board Meeting Communication.** Views at Board meetings will be discussed openly, candidly, and respectfully.

**16. Community Communication.** The trustee will encourage civil, open, constructive dialogue among members of the SIS community, and discourage the spreading of rumors or innuendo.

**17. Advocacy and Outreach.** The trustee will be a positive and proactive communicator of the school's Mission, Values, strategic plan and Board initiatives.

## **2.5 BOARD WORK PLAN**

Consistent with the Articles of Stiftelsen Stockholm International School, the Board shall establish its own procedures to meet these objectives:

**2.5.1 Work Procedure.** The Board shall annually adopt a work plan for the coming year. The work plan shall give priority to decisions the Board must make in order to complete its agreed contributions to achieving the school's strategic plan. The plan shall include deadlines for each final decision.

**2.5.2 Calendar.** The Board shall agree to a calendar of Board meetings and related steps needed to complete each final Board decision by the agreed deadline. Dates for Board meetings shall be set as far ahead as feasible.

**2.5.3 Priorities.** The priority for Board meetings, and for Board committee meetings, shall be the completion of steps required

in the agreed work plan.

## **2.6 BOARD EVALUATION AND DEVELOPMENT**

**2.6.1 Evaluation.** At least once per year, the Board will formally evaluate its goal attainment, performance of regular Board functions, and practice of good governance, including policies 2.2 and 2.4.

**2.6.2 Development.** At least once per year the Board will conduct a Board development session for both new members and continuing members. Such sessions will be used to review matters such as progress toward goals, self-evaluation results, current Board policies on governance, including a review, revision if necessary, and re-adoption of policy 2.4, and any other aspects of good governance that the participants identify as relevant and necessary.

## **2.7 BOARD COMMITTEES**

The individual Trustees' duties are set out in § 8 of the Articles. Unless otherwise decided by the Board, there is no assignment of responsibilities within the Board, except for the Chair's specific duties under the Articles, the Foundations Act and this Governance Plan. If the Board wishes to assign a certain task to a Trustee, a note regarding the assignment shall be made in the minutes of the Board. The Board may also assign a certain task or responsibility to Committees and Task Forces appointed by the Board and composed by Trustee members and possible third parties as per the mandates of Committees and Task Forces.

### **Standing Committees**

The SIS Board has four Standing Committees, mandates for which are enclosed as appendices to the Governance Manual.

#### **2.7.1 The Finance Committee**

The ultimate purpose of the SIS Finance Committee is to safeguard the financial viability, integrity and sustainability of SIS. The SIS Finance Committee fulfils its role by assisting and guiding the SIS Board of Trustees in fulfilling its oversight responsibilities with respect to:

- reviewing and monitoring SIS' income and spending policy for consistency with the School's long-term goals;
- reviewing and monitoring the School's budget, including program and management appropriations and capital spending;
- reviewing and monitoring investment and audit policy;
- as well as any other matters of financial nature the Board of Trustees may from time to time determine.

#### **2.7.2 The Governance Committee**

The purpose of the committee is to ensure compliance with the Board's Statutes and legal obligations under Swedish law. The Committee works closely with the Director and is influential in setting up the Governance plan for the year, planning and adopting the Strategic Plan. From the Strategic Plan an annual Action Plan is derived for the Director. The realization of the plan is part of the Director's annual evaluation. The committee's findings are presented to the wider Board for discussion and final decision.

#### **2.7.3 The Succession Committee**

The purpose of the SIS Succession Committee is to support the Board of Trustees' succession planning. The SIS Succession Committee fulfils its role by supporting the SIS Board of Trustees in its planning and decision-making regarding succession by:

- maintaining and developing a long list of names of possible Trustees;
- preparing draft profiles for vacancies on the Board of Trustees for the Board to consider and decide on for further work on recruiting Trustees;
- maintaining a process for receiving written information from and interviewing possible Trustees as well as a process for presenting the findings to the full Board of Trustees;
- maintain a process to handle persons who signal an interest to join the Board themselves;
- together with the Director maintain an onboarding program and, with the support of the Director, facilitate onboarding of new Trustees;

- proactively interact with, and consult and receive input from, reputable and respected sources relevant to the committee's work; and
- handling any other matters of importance for succession planning the Board of Trustees may from time to time determine.

#### **2.7.4 The Advancement Committee**

To Develop and encourage a culture of engagement and support across the SIS Community.

#### **2.7.5 Task Forces**

As per 2019, the Board has appointed two Task Forces, mandates which are attached as appendices to the Governance Manual.

#### **2.7.6 Facilities Task Force**

The purpose of the SIS Facilities Task Force is to ensure that SIS always has available facilities meeting all relevant educational and business needs while at the same time fulfilling safety and security requirements and regulations.

#### **2.7.9 Future Campus Task Force**

The ultimate purpose of the SIS Future Campus Task Force is to realise SIS' longstanding strategic goal of moving to a new campus where SIS shall thrive and grow for decades to come. Consequently, the SIS Future Campus Task Force shall provide strategic and tactical leadership for the search for the new campus, hereunder (but not limited to) ensuring that the SIS legacy, SIS' strategic objectives and goals, stakeholder considerations, future educational needs, SIS role in the Stockholm and international communities are directing the search.

### **2.8 BOARD MEETINGS**

See also Article 9 of the Articles of Stiftelsen Stockholm International School.

#### **Time and place of Board meetings**

Time and place of Board meetings are determined by the Chair in accordance with what has been decided by the Board at the first ordinary meeting of the financial year. The Board shall meet at least once each quarter (ordinary meetings). Extraordinary meetings may be called by the Chair.

**2.8.1 Open Sessions.** These meetings of the Board shall be open to members of the school community who have been invited to the meeting. The Board shall agree on procedures to assure that community members are informed of the meeting, its agenda, and its time and place. The Director shall be present at every Board meeting, except as specified by the Board. Any other member of School staff may be invited to attend. The auditor shall be invited to attend Board meetings when the Board deems it appropriate.

**2.8.2 Closed Sessions.** These meetings shall normally be attended by voting Trustees only and the Director. The Board may invite other individuals. Closed Sessions shall be used to discuss: contractual matters, individual student or staff disciplinary matters, faculty requests that may require a vote by the Board (not a general, preliminary discussion in a preceding Open Session), business negotiations that could jeopardize the school's success if made public prematurely, matters which might cause embarrassment to an individual, other matters which, in the opinion of the Board, may undermine the interests of the school if discussed publicly. Minutes of Closed Sessions shall be kept separate from minutes of Open Sessions. However, the Director, in consultation with the Board, will inform members of the SIS community about selected decisions taken in Closed Session, as appropriate to the content of each decision.

**2.8.3 Quorum and Voting Provisions.** See Article 9, items (c) – (e) of the Articles of Stiftelsen Stockholm International School.

**2.8.4 Emergency Decisions Outside of Meetings.** See Article 9, item c in the event of a tied vote, the Chair shall have the casting vote.

**2.8.5 Meeting Preparations.** The Board shall agree on agenda-setting, agenda structure, materials distribution, and other procedures for preparing for Board meetings that will make it possible for all members to come to the meeting well-prepared. The agendas shall reflect the agreed priorities set by the Board in its work plan. The proposed agenda for the meetings and the relevant material shall be sent to the Trustees no later than one week prior to each meeting. If the material is not fully prepared on this date, it is the duty of the Chair to ensure that the relevant material is prepared and sent to the Trustees as soon as possible prior to the Board meeting.

**2.8.6 Conducting Meetings.** The Board shall agree on meeting procedures that allow for satisfactory discussion of all agenda items but which also allow the meeting to be conducted efficiently. Recurring matters at each meeting will include: minutes from the previous meeting; appointment of secretary; and approval of the agenda. At each ordinary meeting the following matters shall be addressed in addition to the above: the Director's financial reporting in accordance with the instructions for financial reporting; the Director's report from the regular course of business and of decisions taken by the Director, and; other matters that should be referred to the Board in accordance with the instructions to the Director, or otherwise be subject to the board's decision.

### **2.8.7 Special matters at ordinary meetings**

At an **ordinary meeting during the first half of the financial year (fall term)**, the following matters shall be addressed:

- approval of the annual statement of accounts (to be sent to the County Administrative Board within six months from the end of the financial year);
- review and adoption of the Governance Plan;
- appointment of external authorised signatories (if any);
- decision regarding time and place for Board meetings during the coming 12 months;
- preparation of an annual Board's report (*styrelsens rapport*) in accordance with § 14 of the Articles to be distributed to the Board, Director and business manager, auditor, and other interested parties; and
- appointment of new auditor (if needed).

At an **ordinary meeting during the second half of the financial year (spring term)**, the following matters shall be addressed in addition to the above:

- the auditor's report;
- evaluation of the Board's general performance during the financial year, including fundraising, governance, academic standards as well as satisfaction of students, faculty, and staff; and
- adoption of budget and business plan;
- evaluation of the Director.

**2.8.8 Minutes and Follow-Up.** The Board shall agree on procedures to assure efficient follow-up to Board meetings, including the nature and distribution of minutes. The Chair shall ensure that minutes are kept at each meeting and that relevant supporting material available for each respective matter is enclosed to the minutes. The secretary and adjustors shall sign the minutes. The Chair shall approve the minutes by signature. The minutes shall be adjusted by two board members and will be kept on file. The originals of approved minutes shall be kept at the School and be available for review by the Trustees. If quorum is not reached at a particular meeting, the minutes would be suspended.