

Udon Thani International School (UDIS)

Charter of the Executive Board

Revised: 17 September, 2018

The role of the Executive Board is to ensure that UDIS provides students with a good education. The Executive Board sets the plans and policies of the school, and oversees the employment of school staff and the management of the school budget.

The Executive Board will be made up of members with different skills, knowledge and experience. The business of the school is progressed by the whole Executive Board working together in the best interests of the children at the school.

This document sets forth the charter of the Executive Board which governs how appointments are made, what powers and duties the Executive Board is involved in, and the procedures of the Board.

1. In this Charter:

“School” refers to Udon Thani International School as the entity providing education as a formal school under the Private School Act B.E. 2550.

“Board” is the Executive Board of the School as stipulated by the Private School Act B.E. 2550.

“Charter” refers to this document which is the Charter of the Board.

“Student” means a person receiving education at the School.

“Parent” means the parent or guardian of a Student at the School.

“Licensee” means the person, or representative of the entity, that has been granted the license to establish the School.

“Manager” means the Manager of the School.

“Director” means the Director of the School.

“Teacher” means a professional whose duties include teaching and the promotion of learning through the various methods of the School.

“Service Staff” means administrators or other staff whose duties are to perform work that supports the provision of teaching and learning at the School.

“Head of School” means the person responsible for the operations and the teaching and learning of the School.

“Board Member” means all persons appointed as members of the Board as stipulated within this Charter.

“Chairman” means the person responsible as the person in charge of the Board.

“Secretary” means the person responsible for the maintenance of minutes and the administration of the Board.

“Owner” means Udon International Education Limited Partnership which is the owner of the School.

“Representative of the owner” means the person who represents the Owner on the Board. This may be a person that occupies other roles on the Board already, e.g. the Licensee.

2. The Charter shall be available in both English and Thai languages but English will be the working language of the Board. Any changes to the Charter will be recorded in both English and Thai.
3. The Licensee, Directors, Managers, Teachers, Service Staff, Head of School and Board Members shall possess conduct, manner, discipline and duty in accordance with the rules set forth by the Private School Act B.E. 2550.

Formation and membership

4. The School shall have a Board that consists of:
 - 4.1. The Licensee or representative licensee of the School
 - 4.2. Manager
 - 4.3. Director
 - 4.4. Teachers representative
 - 4.5. Parents representative
 - 4.6. Representative of the Owner if different from 4.1
 - 4.7. Other qualified persons
 - 4.8. Head of School
5. 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.
6. Board Members in Section 4.4, 4.5 and 4.6 shall hold office for a term of two years and may be reappointed, but they shall not hold office for more than two consecutive terms.
7. In addition to vacating office on the expiration of the Board Members term, the Board Members vacate office upon;
 - 7.1. Death;
 - 7.2. Resignation;
 - 7.3. Becoming bankrupt, an incompetent or quasi-incompetent person;
 - 7.4. Being imprisoned by a final court judgment;
 - 7.5. Breaking the Board Members code of conduct;
 - 7.6. Being voted out by the Board.
8. Where a Board Member vacates office as in Section 7. Then a new Board Member shall be appointed without delay unless the remaining term of his/her office was less than 90 days. The newly appointed Board Member shall hold office for the remaining term of the Board Member whom they replace.

9. Any person may be appointed to the Board. Preference will be given to Board Members who bring a range of skills and experience that the School needs and which the Board needs to be effective. The Board Member must also have the skills needed to contribute to the effective governance and success of the school.
10. Appointments to the Board under Section 4.7 must be approved by a successful vote of the Board or by the Owner.
11. The Teachers representative on the Board shall be elected onto the Board by other Teachers at the School. Any Teacher is eligible to stand for election as the Teachers representative as long as they are nominated for election by another Teacher. The Teachers representative will hold office for only as long as they are employed by the School. All reasonable efforts shall be made to fill vacancies for the Teachers representative through elections. However the Board may appoint the Teachers representative where not enough Teachers stand for election.
12. The Parents representative on the Board shall be elected onto the Board by other Parents at the school. Any Parent of a Student at the school is eligible to stand for election as the Parents representative to the Board as long as they are nominated for election by another Parent. Parent representatives may continue to hold office until the end of their term of office even if their child leaves the School. All reasonable efforts shall be made to fill vacancies for the Parent representative through elections. However the Board may appoint the Parent representative where not enough Parents stand for election.
13. The Chairman of the Board shall be appointed by the Owner. If the Owner does not appoint a Chairman then the Chairman will be appointed through the election of an existing Board Member. Board Members who wish to stand for election must be nominated by another Board Member prior to the Board meeting where the election will be held.
14. The Secretary will be nominated by the Chairman or by the Head of School. The nominee will be appointed as Secretary based on a successful vote of the Board. The Chairman shall appoint a temporary replacement to Board meetings where the Secretary is sick or absent for other reasons.
15. The School shall publish information about the Board on the School's website to ensure transparency to the Schools community.

Powers and duties

16. The Board shall have the following powers and duties:
 - 16.1. Issuing rules and regulations of the School;
 - 16.2. Approving the policy and education development plan of the School;
 - 16.3. 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;
 - 16.4. Ensuring the quality assurance of the School;
 - 16.5. Following up, monitoring and evaluating the Head of School's performances;
 - 16.6. Approving one or combined loans exceeding 25% of the existing value of properties of the School. Where a loan is disapproved, the Board shall propose a practical alternative

- to the School unless the Board considers such a loan is not for the purpose of running the business of the School;
- 16.7. Approving the prescription of tuition fees and other fees of the School;
 - 16.8. Approving the annual report, annual financial statements and appointment of an auditor;
 - 16.9. Considering complaints of Teachers, Parents and Students;
 - 16.10. Performing any other acts specified by the law as powers and duties of the Board.
17. In prescribing the tuition fees and other fees of the School, the expenses of the School, the remuneration of capable Teachers and other expenses including the cost of business expansion and returns shall be taken into account.
18. The Board shall arrange for an audit of the School accounts in order to examine and give opinions on the financial statements of the School within 150 days from the end of the accounting period.
19. The Board shall appropriate remuneration derived from the operations of the School to the Licensee as it deems appropriate.
20. 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:
- 20.1. Setting the vision and strategic direction of the School
 - 20.2. Holding the Head of School accountable for the School's performance.
 - 20.3. Ensuring financial resources are well spent.
21. The Board shall establish procedures and practices to review its own performance regularly and to account for how its responsibilities have been fulfilled.
22. The Representative of the 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 either in a permanent or temporary capacity under the terms of the School's Recruitment policy.
23. The Secretary is responsible for:
- 23.1. Maintaining records of all Board Members including appointments, term of office and dates they stepped down.
 - 23.2. Maintaining records of the attendance of all Board Members
 - 23.3. Attending all Board meetings and ensuring minutes are taken.
 - 23.4. Maintaining minutes and making them available to authorised parties.
24. The Chairman is responsible for:
- 24.1. Ensuring the effective functioning of the Board by providing clear leadership and direction and by focusing on its core functions.
 - 24.2. Acting as the representative of the Board in cases of urgency where a delay in exercising the proper functions of the Board is likely to be seriously detrimental to the interests of the School.

- 24.3. The operation of Board meetings through organising agendas, starting and ending the meeting and calling for votes and voicing the results of each vote.
- 24.4. Appraising the Head of School through the Head of School Accountability Policy.

25. Board Members are responsible for:

- 25.1. Adhering to the Board Members code of conduct
- 25.2. Acting in the best interests of the Students of the School
- 25.3. Attending meetings or advising of absence

Procedures

26. The Board shall hold at least one meeting in each normal School term.

- 26.1. All meetings shall be notified in writing at least seven days in advance by the Secretary. The Chairman can allow a shorter period of notification as appropriate in times of emergency.

27. 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.

- 27.1. Board Members must declare any pecuniary interests and the Board should decide whether this represents a conflict such that the Board Member should withdraw from the discussion and/or decision making.
- 27.2. A Board Member must withdraw and not vote on their own appointment, reappointment, suspension or removal from the Board.
- 27.3. Only Board Members are eligible to vote.
- 27.4. Board Members must be present at any Board meetings to be able to vote. Board Members who are not physically present can be involved through the use of telephone or teleconferencing facilities.

28. A quorum of Board Members is necessary before any decisions or votes can be made by the Board at Board meetings. This quorum is set as one half of the membership of the Board (rounded up to the nearest whole number).

- 28.1. The membership of the Board will not include the positions of Board Members which have been vacated.

29. The Board Secretary must ensure that minutes are drawn up and signed by the Chairman at the next meeting.

Allowances

30. Board Members provide a voluntary service and are not paid for their role as a Board member. However, Board members will receive reasonable expenses to cover travel costs or childcare costs as a result of fulfilling their role as Board Member. All expense claims require the proof of receipts and should be made to the Secretary.

31. The Secretary shall receive a meeting allowance. This meeting allowance will be as set at 2,000 baht. Changes to this meeting allowance can be made by a vote of the Board.