

BIS ADVISORY COUNCIL REGULATIONS**1. Background**

- 1.1 Bishkek International School (BIS), was first registered as the 'European School in Central Asia' (ESCA) in December 2010, then renamed as 'ESCA – Bishkek International School' in a revised Charter on 18 April 2016, and renamed 'Bishkek International School' in a revised Charter on 14 August 2020.
- 1.2 In accordance with Article 10.10 of the Charter, "Regulations of the Advisory Council are set and approved by the Advisory Council and must be in compliance with this Charter". Revisions to these Regulations in October 2020 are made to reflect recent changes in the Charter.
- 1.3 The official governing bodies of BIS are the 'Assembly of Founders', the 'Governing Board', and the 'Management Board'. The school Charter is available to download from the School website www.bis.kg
- 1.4 The Assembly of Founders delegated most of their supervisory powers to the 'Governing Board', and delegated their powers to appoint the Governing Board to three electing bodies (Parents Association, Advisory Council, and BIS staff). However, in accordance with Article 6.1 of the Charter, the Founders retain the right to approve any changes to the Charter, and to dismiss and request new election of the Governing Board, if the Governing Board is determined to be acting contrary to the Charter.
- 1.5 The Governing Board (GB) is responsible for strategy, policy and financial sustainability of BIS. The GB has nine members, with three elected by the Parents Association, three elected by the Advisory Council, and three elected by BIS employees.
- 1.6 The Management Board (MB) is the executive body of one to five members, appointed by the GB. The MB is responsible for management of BIS, and is accountable to the GB.

2. Role of the Advisory Council

- 2.1 The Advisory Council represents permanent institutions in the Kyrgyz Republic with an interest in the development of both international education and improving education more broadly in the Kyrgyz Republic (Article 10.1 in the Charter).
- 2.2 The role of the Advisory Council is to (Article 10.5 in the Charter):
 - (i) elect three members of the Governing Board following election procedures set by the Governing Board;
 - (ii) help to set and maintain the ethos and direction of the school as international, pluralistic and socially responsible;
 - (iii) support the school in strengthening international cultural relations.
 - (iv) provide advice and recommendations to the Governing Board on any aspects of development and management of the school;
 - (v) work together to improve overall education in the Kyrgyz Republic;
 - (vi) decide on any other issues included on the agenda of Advisory Council meetings.

3. Membership of the Advisory Council

- 3.1 The Advisory Council has between 11 and 33 members. Members may be relevant government organisations, embassies, international organisations, major investors, international business associations, business leaders and NGOs. Membership is conferred by invitation from the Chair of the Advisory Council and accepted in writing by the organisation, which provides a named representative (or representatives) to attend Advisory Council meetings. In the case of more than one named representative from an organisation attending the Advisory Council, the first named representative holds the voting right (Article 10.2 in the Charter).

- 3.2 Members of the Advisory Council agree to work in good faith to promote the best interests of the school using their personal and professional resources to help develop and maintain an outstanding educational institution, and to improve education throughout the country (Article 10.4 in the Charter).
- 3.3 Advisory Council Member representatives shall be invited to all school events and their role in school oversight will be publicly acknowledged and promoted to reinforce the role of the Advisory Council amongst the school community (Article 10.9 in the Charter).
- 3.4 Members agree to abide by these Regulations and to support the school in meeting the conditions of the Charter.
- 3.5 Members may leave the Advisory Council at any time by submission of written resignation to the Chair of the Advisory Council.
- 3.6 Membership in the Advisory Council automatically lapses if a member does not attend Advisory Council meetings for a period of 12 months without reasonable explanation for absence.
- 3.7 Membership in the Advisory Council may be revoked by a majority vote in the Advisory Council, for any reason decided by the Advisory Council. For example: for activities incompatible with Advisory Council membership.
- 3.8 Membership in the Advisory Council will be published on the website of the school, including very brief biographical information and an email contact address for each member.

4. Chair of the Advisory Council

- 4.1 The Chair of the Advisory Council is elected by the members of the Advisory Council, and is by convention the Ambassador of one of the Embassies represented on the Advisory Council. The Chair may serve for up to 3 years, before election of an Ambassador from a different Embassy represented on the Advisory Council (Article 10.3 in the Charter).
- 4.2 The Chair shall supervise the affairs of the Advisory Council and represent the Advisory Council in external relations.
- 4.3 The Chair may resign at any time by notice in writing to members of the Advisory Council. The members of the Advisory Council may also remove the Chair at any time, by a majority vote of all members of the Advisory Council.
- 4.4 If the Advisory Council does not have a Chair, the members must arrange to elect a new Chair within three months. The new Chair will serve for three years from the date of appointment.
- 4.5 The Chair of the Advisory Council may nominate a Vice Chair at any time to perform all of the duties of the Chair when the Chair is unable to perform such duties for any reason.
- 4.6 If the Chair is absent and has not appointed a Vice-Chair, the members of the Advisory Council may elect an Acting Chair to fulfil the duties of the Chair until a permanent appointment is made.

5. Powers of the Advisory Council

- 5.1 The Advisory Council shall:
 - (i) elect three members of the Governing Board (from a total of 9 members) following election procedures set by the Governing Board;
 - (ii) make recommendations to the Governing Board on any aspects of development and management of the school for the purpose of promoting the aims of BIS;
 - (iii) decide on any other issues included on the agenda of Advisory Council meetings, as envisaged in these Regulations.
- 5.2 The Advisory Council may:

- (i) initiate any charitable fundraising events or activities designed to support the school;
- (ii) appoint any Committees as required to support its activities;
- (iii) do anything else that is compatible with these Regulations and the BIS Charter.

6. Meetings of the Advisory Council

- 6.1 The Chair will nominate a Secretary (or joint Secretaries) to facilitate organisation of Advisory Council meetings and activities, subject to approval of the Advisory Council meeting. The Secretaries may be the BIS Head of School and BIS Head of Administration, if approved by the Advisory Council.
- 6.2 The Advisory Council meets at least three times per year. Decisions are taken by a majority of the members present at a meeting of the Advisory Council. Voting by email is permitted for elections to the Governing Board (Article 10.6 in the Charter).
- 6.3 Where named representatives are unable to attend a meeting, Members may nominate an alternate individual to attend the Advisory Council meeting and to vote on their behalf. Such nomination must be in writing via email and is valid for a single meeting (Article 10.7 in the Charter).
- 6.4 The Advisory Council may fix the times of its own meetings and any procedures not defined in these Regulations. Notification about a meeting of the Advisory Council shall be sent to all members by email at least one week prior the meeting, unless at least 60% of the members decide to shorten this period.
- 6.5 A quorum of the Advisory Council is the presence of at least 50% of the members.
- 6.6 Each member of the Advisory Council has one vote. Votes are taken by a majority of members present at a meeting of the Advisory Council. In case of equal votes on any question, the Chair has the casting vote. Decisions made in writing, by email or by fax are valid, as if they had been adopted at a physical meeting.
- 6.7 Official minutes of Advisory Council meetings will be prepared by the Secretary and approved by the Chair of the Advisory Council before circulation to Advisory Council members.
- 6.8 All Governing Board members and Management Board members are invited to attend Advisory Council meetings in a non-voting capacity, except when confidential matters are under discussion, as decided by the Chair of the Advisory Council.

7. Election of Members of the Governing Board by the Advisory Council

- 7.1 The Governing Board is the body performing supervision over the activity of the Foundation (Article 7.1 of the Charter).
- 7.2 The Governing Board shall consist of nine persons with 3 members elected by the Parents Association, 3 members elected by an Advisory Council representing recognized institutions in the Kyrgyz Republic with an interest in supporting the development of the school, and 3 members elected by the employees of the Foundation. Board members will normally serve for a 3-year term and may be re-elected twice (i.e. maximum 9 years). A Board member who has served for 9 years may be newly elected to the Board following a 3-year period of absence from the Board. Terms of the first elected Board members will be fixed at 1, 2 and 3 years (based on the number of votes received) so that 1/3 of the Board seats are elected every year after the first year (Article 7.2 of the Charter).
- 7.3 The 3 electing bodies for the Governing Board, which have equal rights in each electing 3 members each to the Governing Board are (Article 7.3 of the Charter).:
 - (i) The Parents Association;
 - (ii) The Advisory Council;
 - (iii) The staff of the Foundation (i.e. all current employees of the Foundation at the time of election).

- 7.1 The election process of each electing body will be clear and transparent, including a period for open nomination by members of the electing body, clear information on nominees to all electors, and sufficient time allowed for the majority of members to vote, with vote counts to be overseen by the Chair and Secretary of the Governing Board and by an independent nominated member of the electing body. The specific terms of each election will be set by the Governing Board and agreed with the electing body (Article 7.4 of the Charter).
- 7.2 Any person who is eligible by law to serve on a Governing Board in the Kyrgyz Republic is eligible to be nominated for election, with the exception that candidates for Governing Board elections and elected members of the Governing Board may not hold any concurrent official office in the electing bodies for the Governing Board (Advisory Council, Parents Association, and staff employees), or be current employees of the Foundation (Article 7.5 of the Charter).
- 7.3 To maintain international diversity of the Governing Board, a maximum 5 of the 9 Governing Board members may be of the same citizenship (Article 7.7 of the Charter).
- 7.4 As an international school serving the overall community, with a mission to improve education throughout the Kyrgyz Republic, the number of parent members of the Governing Board (i.e. parents of students in the school at the time of serving on the GB) is limited to no more than six parents in 2020, no more than five parents in 2023, and no more than four parents in 2026 and thereafter (Article 7.8 of the Charter).
- 7.5 All valid nominees for Governing Board elections are invited to make a brief presentation to the Advisory Council in advance of the election vote for the Governing Board. Voting may take place at a meeting of the Advisory Council or by email.
- 7.6 Governing Board members elected by the Advisory Council are expected to represent the interests of permanent institutions in the Kyrgyz Republic in the development and management of the school.

8. Obligations of the Advisory Council

- 8.1 The Advisory Council is a non-juridical organisation and has no legal obligations, except as defined in the Charter. All activities of the Advisory Council are conducted on a voluntary basis, with individual members supporting the goals of the Foundation (Article 10.8 in the Charter).
- 8.2 The Advisory Council is governed by these Regulations and is obliged to adhere to them.

9. Finance and Support for Advisory Council meetings and activities

- 9.1 The Advisory Council is not a legal entity, so does not have its own funds or financial responsibilities.
- 9.2 BIS, or any members of the Advisory Council, may provide facilities and support for meetings and other activities of the Advisory Council by mutual agreement.
- 9.3 The BIS Head of School is responsible for providing support to the Chair of the Advisory Council in organising meetings of the Advisory Council, providing communications with members of the Council and between the Advisory Council and other bodies of the school, except where this role has been given to an Advisory Council Secretary (or Secretaries) as approved by the Advisory Council.
- 9.4 Members of the Advisory Council are not paid for their duties, nor are any expenses reimbursed.

10. Amendments to these Regulations.

- 10.1 The Advisory Council may amend these Regulations by majority vote. Revised regulations must be submitted to the Governing Board to check for compliance with the Charter. The Governing Board will approve revisions that are not contrary to the Charter. Any amendments to the Regulations come into effect after approval by both the Advisory Council and the Governing Board.

11. Miscellaneous

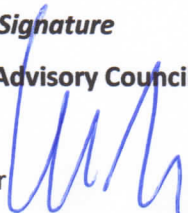
- 11.1 The working languages of the Advisory Council and of its meetings shall be English and Russian. Simultaneous or consecutive interpretation for meetings shall be provided by BIS, provided BIS has funds available for this support.
- 11.2 No member of the Advisory Council shall receive any remuneration or can benefit financially from BIS except: (i) interest, the amount having been declared beforehand, on funds loaned to the School; (ii) payment for a service or a supply received by BIS on reasonable terms.
- 11.3 No member of the Advisory Council has the right to state that they are acting on behalf of BIS, without prior written approval of the Governing Board.
- 11.4 All members of the Advisory Council have the right to state that they are members of the Advisory Council and to inform others of the role of the Advisory Council of BIS and of their own role within it.
- 11.5 All members of the Advisory Council have the right to circulate to others any non-confidential documents or information issued by BIS or the Advisory Council. Members must keep confidential any confidential information released to them by the Advisory Council, if the information has been specifically declared as confidential.

12. Approval and Signature**Approved by the Advisory Council on 16 October 2020**

Signed

Eduard Auer, Chair

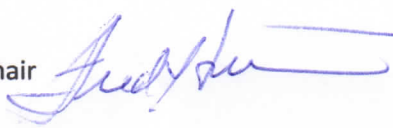
Date


16/10/20**Approved by the Governing Board on 27 October 2020**

Signed

Fred Huston, Chair

Date


27/10/20