

## GOVERNING BOARD REGULATIONS

### 1. School Governance

- 1.1 The official governing bodies of Bishkek International School (BIS) are the 'General Meeting of Founders', the 'Governing Board', and the 'Management Board' (Charter Article 5.1). The school Charter is available on the school website [www.bis.kg](http://www.bis.kg)
- 1.2 The General Meeting of Founders have delegated their authority to the Governing Board, except for the right to defend and/or amend the school Charter, as defined in Article 6.1 of the Charter.
- 1.3 *The Governing Board is the oversight body for strategy, policy, and financial sustainability of the Foundation. (Charter Article 7.1)*
- 1.4 The Parents Association and the Advisory Council are non-juridical organisations with the right to elect members of the Governing Board, in accordance with procedures given in the Charter, to provide support for the development of an outstanding educational institution, and to provide advice to both the Governing Board and Management Board.

### 2. Composition and Election of the Governing Board

- 2.1 *The Governing Board consists of nine people, with 3 members elected by the Parents Association, 3 members elected by the Advisory Council representing recognized institutions in the Kyrgyz Republic interested in supporting the development of the school, and 3 members elected by the Foundation's employees. Members of the Governing Board are normally elected for a 3-year term and can be re-elected twice (i.e. maximum 9 years). A member of the Board who has served 9 years maybe re-elected to the Board after a three-year break in Board membership. The term of office of the first elected members of the Board will be fixed for 1, 2 and 3 years (depending on the number of votes received), thus 1/3 of the Board seats are elected every year. (Charter Article 7.2)*
- 2.2 *There are 3 bodies for elections to the Governing Board, which have equal rights when electing 3 members each to the Governing Board: (Charter Article 7.3)*
  - (i) *the Parents' Association;*
  - (ii) *the Advisory Council;*
  - (iii) *Staff of the Foundation.*
- 2.3 *The electoral process of each electoral body should be clear and transparent, including a period of opennomination by members of the electoral body, clear information on candidates for the elections of all voters and sufficient time allotted for the majority of members to vote, with the counting of votes should be monitored by the Chair and secretary of the Governing Board, and an independent appointed member of an electoral body. The specific conditions for each election will be established by the Governing Board and agreed with the electoral body. (Charter Article 7.4)*
- 2.4 *Any person who is legally entitled to be a member of the Governing Board in the Kyrgyz Republic may be nominated to participate in elections, except that candidates for elections to the Governing Board and elected members of the Governing Board cannot hold any concurrent official positions in boards / bodies that participate in elections (Advisory Council, Parents' Association and staff members) or be a current employee of the Foundation. (Charter Article 7.5)*
- 2.5 *As the Governing Board is the Foundation's oversight body, responsible for the strategy, policy and financial sustainability of the school, and for the appointment and oversight of the Management Board. No employee of the Foundation can be a member of the Governing Board during the period of his/her workin the Foundation. (Charter Article 7.6)*
- 2.6 *To preserve the international character of the Governing Board, a maximum of 5 out of 9 members of*

*the Governing Board may have the same citizenship. (Charter Article 7.7)*

- 2.7 *As an international school serving the entire 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 at the school at the time of serving on the Governing Board) is limited, i.e. no more than six parents per 2020, no more than five parents in 2023 and no more than four parents in 2026 and beyond. (Charter Article 7.8)*
- 2.8 *A member of the Governing Board may be suspended early from their duties by decision of the Governing Board for permanent failure to fulfill their duties, if at least 2/3 (two thirds) of the members of the Governing Board vote for suspension. (Charter Article 7.9)*
- 2.9 *A member of the Governing Board can terminate their membership on their own initiative. A member of the Governing Board is considered to have left the Governing Board from the date of receipt of their resignation letter. (Charter Article 7.10)*
- 2.10 *If, for any reason, a position on the Governing Board is vacated ahead of schedule, the Board shall invite the appropriate body of choice for the vacant position (Foundation staff, Parents' Association or Advisory Council) to elect a replacement for the vacant position, provided that there is not less than 9 months before the official end date of service. (Charter Article 7.11)*

### **3. Duties of Individual Governing Board Members**

- 3.1 *Each member of the Governing Board is obliged to make a positive contribution to the development of the School, using their personal and professional skills to provide oversight and leadership in the development of the school as an exceptional educational institution. (Charter Article 7.12)*
- 3.2 *Each member of the Governing Board shall attend at least 50% of all formal Governing Board meetings during any six-month period and shall respond to all requests for voting decisions by email from the Chair or Secretary within 5 days of the request and ideally within 48 hours upon request. (Charter Article 7.13)*
- 3.3 *The participant shall not violate, provoke or agree to anything that is contrary to this Charter or these Regulations. (Charter Article 7.14)*
- 3.4 *A member of the Governing Board, must act honestly and in good faith and not pursue their personal interests at the expense of the interests of the Foundation. (Charter Article 7.15)*
- 3.5 *Members of the Governing Board and officers must maintain the confidentiality of any confidential information provided to them as members of the Governing Board. (Charter Article 7.16)*
- 3.6 *Members and officers of the Governing Board are not paid for the performance of their duties. (Charter Article 7.17)*
- 3.7 *Membership in the Governing Board will be published on the BIS website, including brief biographical information.*

### **4. Disclosure of Interests**

- 4.1 *A Governing Board member who (otherwise than as a member) has a direct or indirect interest in the Foundation performance or exercise of a power, or an arrangement, agreement, or contract made or entered into, or proposed to be made or entered into, by the Foundation, must, as soon as practicable after the member knows about the relevant facts, disclose the nature of the interest in accordance with Article 5.2.*
- 4.2 *A person is interested in a matter if he or she:*
  - (i) *may derive a financial benefit from the matter; or*

- (ii) is the spouse, de facto partner (whether of the same or different sex), or close relative of a person who may derive a financial benefit from the matter; or
  - (iii) may have a financial interest in a person to whom the matter relates; or
  - (iv) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
  - (v) is otherwise directly or indirectly interested in the matter.
- 4.3 However, notwithstanding the previous Article, a person is not interested in a matter if his or her interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence him or her in carrying out his or her responsibilities under the Foundation Charter and these Regulations.
- 4.4 A member who is required to disclose the nature of an interest must disclose it to the Chair of the Board or to the Secretary if the relevant member is the Chair, or if the position of Chair is vacant.
- 4.5 A member who discloses his or her interest must not take part in any deliberation or decision of the Governing Board relating to the matter; and is to be disregarded for the purpose of forming a quorum for a meeting of the board during which a deliberation or decision relating to the matter occurs or is made.

### **5. Responsibilities of the Governing Board**

- 4.1 *The following issues are considered the exclusive competence of the Governing Board: (Charter Article 7.18)*
- (i) Oversight of the Foundation's strategy, policies and financial sustainability;*
  - (ii) Appointment and early dismissal of members of the Management Board, and control over its activities;*
  - (iii) consideration and approval of annual reports on the activities of the Foundation, plans and budget for subsequent years;*
  - (iv) Approval of transactions on behalf of the Foundation for the amount exceeding seven million KG som (or the equivalent of this amount in another currency at the exchange rate of the NBKR as of the date of the transaction);*
  - (v) Granting permission for the Foundation to receive borrowed funds, pledge any property of the Foundation or any other encumbrance in relation to any property and rights of the Foundation;*
  - (vi) Making decisions on the establishment of other legal entities, the establishment of branches and representative offices of the Foundation, as well as on the termination of the activities of such legal entities, branches and divisions;*
  - (vii) Approval of constituent documents of legal entities, branches and representative offices established by the Foundation;*
  - (viii) Approval of documents regulating the activities of the Foundation by providing educational services, if the approval of such documents is not within the competence of the Management Board;*
  - (ix) Approval of any transactions of the Foundation that may contain a conflict of interest;*
- 4.2 The Governing Board may also decide on any other issues, provided they are not within the exclusive jurisdiction of the General Meetings of Founders or the Management Board, and decisions are compatible with the Charter of the school and these Regulations.

### **6. Meetings of the Governing Board**

- 6.1 *The Governing Board meets as needed, but at least once a quarter. Meetings can be conducted by (i)*

*calling and holding meetings (in person) or (ii) by polling (in absentia). The decision of the Governing Board at the meeting by voting shall be made in the manner prescribed in Articles 7.21, 7.25, 7.26 and 7.27. (Charter Article 7.19)*

- 6.2 *An extraordinary meeting of the Governing Board can be initiated by any member of the Governing Board and any member of the Management Board. (Charter Article 7.20)*
- 6.3 *A meeting of the Governing Board has a quorum if attended / participated by at least 2/3 (two thirds) of the members of the Governing Board. (Charter Article 7.21)*
- 6.4 Notification of meetings, including the agenda of the meeting, must be given to Governing Board members at least 5 days in advance of the meeting.

### **7. Election and Responsibilities of Officers of the Governing Board**

- 7.1 *The Governing Board elects the Chair, Vice Chair and Secretary of the Governing Board. The Chair is elected for two (2) years, with no possibility of re-election for a second term. The Vice Chair is elected for one year, with the possibility of re-election. (Charter Article 7.22)*
- 7.2 *The Chair presides the meeting of the Governing Board. If the Chair is absent, the Vice Chair will chair the meeting. If both the Chair and the Vice Chair are absent, the members of the Governing Board elect the Chair for the meeting by a simple majority of votes of those who participate in the meeting of the Governing Board. (Charter Article 7.23)*
- 7.3 *If the Secretary is absent, the members of the Governing Board elect a Secretary to keep records at the meeting by a simple majority of votes of those who participate in the meeting of the Governing Board. (Charter Article 7.24)*
- 7.4 The Secretary may be an existing member of the Governing Board, or a non-member, elected by the members to serve as Secretary. In the latter case, the Secretary attends all Governing Board meetings in a non-voting capacity.
- 7.5 The Governing Board may also elect any other officers and allocate any responsibilities to specific members of the Governing Board, as decided by the Governing Board.
- 7.6 Officers may resign at any time by notice in writing to all members of the Governing Board. The members of the Governing Board may also remove any officers at any time, by a majority vote of all members of the Governing Board. Resignation or removal from a position as office holder has no impact on membership in the Governing Board.
- 7.7 The Chair of the Governing Board:
  - (i) Chairs the meeting of the Governing Board;
  - (ii) Is the first representative of the Governing Board towards third parties;
  - (iii) Ensures that the Governing Board is in compliance with these Regulations;
  - (iv) Ensures that the decisions of the Governing Board are carried out;
  - (v) Ensures that Governing Board members and any Governing Board Working Groups fulfil their responsibilities;
  - (vi) Is an official signatory for the Governing Board, except in cases where the Secretary's or other officers' signature is also required.
- 7.8 The Secretary:
  - (i) Receives all correspondence (letters or emails) of an official nature and replies as appropriate;
  - (ii) Informs the relevant Governing Board members about any correspondence, facts and notices that reach the Secretary and does so without delay;
  - (iii) Convenes Governing Board meetings, as directed by the Chair or by these Regulations;

- (iv) Compiles the agenda for all Governing Board meetings;
  - (v) Ensures the recording of minutes of all Governing Board meetings and that minutes are approved by the Chair and made available to members within 10 days of meetings.
  - (vi) Ensures that all electronic and hard copy records of the Governing Board are maintained and passed on to any subsequent Secretary of the Governing Board.
- 7.9 Other Officers elected by the Governing Board have any responsibilities as decided in writing by the Governing Board.

**8. Decisions of the Governing Board**

- 8.1 *Decisions are considered as taken if at least 2/3 (two-thirds) of the members of the Governing Board participating in the meeting voted for them. If there is an equal number of votes "for" and "against" during the voting, the decision for which the Chair voted is approved. (Charter Article 7.25)*
- 8.2 *A decision made in writing, signed and approved by letter, e-mail or fax by members of the Governing Board who may participate in a meeting of the Governing Board is valid and has full legal force, as if it had been taken at a meeting of the Governing Board. (Charter Article 7.26)*
- 8.3 *The decisions of the Governing Board are recorded in the minutes, which are signed by the Chair and the Secretary. (Charter Article 7.27)*

**9. Financial Oversight of the Foundation**

- 9.1 *The Governing Board should ensure that the Foundation is financially responsible and, to this end, prudently manages its assets and liabilities. (Charter Article 7.28)*
- 9.2 *To ensure proper use of the various funding sources for the Foundation, the Governing Board may require the Foundation to establish three separate accounts: (Charter Article 7.29)*
- (i) *Operational account for the operating expenses of the school;*
  - (ii) *School Development Fund;*
  - (iii) *Scholarship Fund.*

**School Development Fund**

- 9.3 *The Governing Board ensures that all charitable donations for the development of the school are made to the School Development Fund, which can only be used for investments in the development of the school until the investment funds are no longer required. When investment funds are no longer required, transfers from this fund can be made to the scholarship fund. Any use of the School Development Fund must be approved by the Governing Board in advance. (Charter Article 7.30)*

**Scholarship Fund**

- 9.4 *The Governing Board will ensure that any specific charitable scholarship contributions are made to the scholarship fund, which can only be used on scholarships for gifted but disadvantaged children who cannot pay school fees. The scholarships will be widely advertised and offered on an open competitive basis through a student exam and some assessment of parental wealth and income. Any use of the scholarship fund must be pre-approved by the Governing Board, or the Scholarship Committee established under the Governing Board, which reports on all decisions to the Governing Board. (Charter Article 7.31)*
- 9.5 Any student who is awarded a Scholarship automatically receives a 20% discount on the standard school fee. This discount is made against School operating costs and is not compensated by payment from the Scholarship Fund.
- 9.6 The Scholarship Fund may contribute from 20% to 70% of the full school fee (before discount) dependant on assessment of parental wealth and income (i.e. need). Therefore, students on the

highest Scholarship award must cover at least 10% of the full fee from their own resources, or from individual sponsors, rising to 60% of the full school fee for those on the lowest Scholarship award.

**Student Fee Discounts**

- 9.7 Standard discounts are available as defined in the annual fee sheet approved by the Governing Board. The Management Board has been given discretion to apply 'early platinum discount' in case of financial need of a family who have children entering a grade with many open spaces.
- 9.8 International staff recruited by the school with long-term full-time positions may be provided with a discount for of their children to be enrolled in the school. The discount for international staff may be extended to additional children or to other key staff, by prior agreement of the Governing Board.
- 9.9 No other student discounts may be offered without specific approval for each case by the Governing Board.

**Financial Reports**

- 9.10 *The Foundation keeps accounting books and records, statistical reporting on the results of its activities in accordance with the legislation of the Kyrgyz Republic, submits reports to the authorized state bodies of the Kyrgyz Republic and is responsible for the accuracy. (Charter Article 15.1)*
- 9.11 *The Management Board is responsible for the organization, condition and reliability of the Foundation's reports, timely submission of reports to authorized state bodies, as well as for information provided to the Founders, the Governing Board, creditors, and others. (Charter Article 15.2)*
- 9.12 *The financial year of the Fund begins on 01 January and ends on 31 December. (Charter Article 15.3)*
- 9.13 The Management Board shall present a statement of accounts to the Governing Board on at least a quarterly basis, including a balance of accounts and a report on the revenues and expenses for the period since the last preceding report, a comparison of actual accounts against the annual forecast and updated forecast for at least 12 months ahead.
- 9.14 The annual statement shall be the full accounts for the year, together with two preceding years. Any significant variation from the forecast and previously reported estimates will be explained in notes to the accounts.
- 9.15 Financial statements shall be sent to the Governing Board not later than 3 days before Governing Board meetings.

**Finance Committee**

- 9.16 To ensure appropriate review of financial reports provided by the Management Board, the Governing Board may appoint a Finance Committee of appropriately qualified members, to review the accuracy of Management Board financial reports.
- 9.17 The Chair of the Finance Committee will be a member of the Governing Board. Other members may be co-opted by decision of the Governing Board.
- 9.18 The Finance Committee will review financial reports of the Management Board and report to the Governing Board on their accuracy and completeness.

**Financial Audit**

- 9.19 *For accounting and control of the financial and economic activities of the Foundation, the General Meeting of Founders and / or the Governing Board has the right, at its discretion and at the expense of the Foundation, to appoint an audit and engage for these purposes an independent person specializing in this area (auditor) on a contractual basis. (Charter Article 15.4)*
- 9.20 *Any person who has the right to carry out audit activities has the right to become an Auditor. Members of the Governing Board and members of the Management Board cannot be an Auditor.*

*(Charter Article 15.5)*

- 9.21 *When conducting a financial audit of the Foundation, the Auditor may demand from the Governing Board and / or the Management Board to provide all necessary materials, accounting and other documents and oral explanations. The auditor submits the results of the audit to the Founders and / or to the Governing Board, depending on the body that has appointed the audit. The audit of the Foundation's financial activities is carried out in the manner determined by the body that appointed such an audit. (Charter Article 15.6)*

#### **10. Oversight of the Management Board**

- 10.1 *The Management Board is the executive body of the Foundation, is responsible for the day-to-day management of the Foundation and is accountable to the Governing Board. (Charter Article 8.1)*
- 10.2 *The Management Board can consist of one to five members at the discretion of the Governing Board. Members of the Management Board, and the Chair of the Management Board, are appointed by the Governing Board for any term in accordance with the decision of the Governing Board. (Charter Article 8.2)*
- 10.3 *The management and activities of the school are the responsibility of the Management Board, which is accountable to the Governing Board. In this context, the Governing Board should provide strategic direction and oversight of management and operations, including: (Charter Article 7.32)*
- (i) Approval of the main educational facilities and development plans;*
  - (ii) Approval of basic educational programs;*
  - (iii) Approval of official school policies and reference books;*
  - (iv) Financial supervision and audit;*
  - (v) Approval of the use of the School Development Fund;*
  - (vi) Approval of the use of the Scholarship Fund;*
  - (vii) Approval of school fee levels;*
  - (viii) Approval of tuition discounts for any student if the discount differs from the standard set in the approved annual fee structure.*
  - (ix) Appointment of any working groups as required to support the Governing Board, review and approve their reports;*
  - (x) Instructions to the Board on any aspect of school strategy, policy and financial sustainability;*
  - (xi) Ensuring that the school provides appropriate support to facilitate the work of the Parents' Association and Advisory Council;*

#### **11. Amendments to these Regulations**

- 11.1 *Amendments may be made at any time by the Governing Board, provided the amendments do not contradict the Charter.*
- 11.2 *Amended regulations should be submitted to the Founders, the Parents Association, the Advisory Council and the School Management Board for information.*

#### **12. Miscellaneous**

- 12.1 *The working language of the Governing Board and of its meetings is the English language.*
- 12.2 *No member of the Governing Board 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.
- 12.3 No member of the Governing Board has the right to state that they are acting on behalf of the BIS, without prior written approval of the Governing Board.
  - 12.4 All members of the Governing Board have the right to state that they are members of the Governing Board and to inform others of the role of the Governing Board of BIS and of their own role within it.
  - 12.5 All members of the Governing Board have the right to circulate to others any non-confidential documents or information issued by BIS or the Governing Board. Members must keep confidential any confidential information released to them by the Governing Board, if the information has been specifically declared as confidential.
  - 12.6 The Chair of the Management Board is responsible for providing support to the Secretary and Chair of the Governing Board in organizing meetings of the Governing Board, and facilitating communications between the Governing Board and other bodies of the school.
  - 12.7 All Governing Board members may 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.
  - 12.8 *Members of the Governing Board should be invited to all school activities and their role in school supervision will be publicly recognized and promoted to enhance the role of the Governing Board within the school community. (Charter Article 7.33)*

**13. Approval and Signature**

**Approved by the Governing Board**

Signed



Date: 16 September 2021

Fred Huston,  
Chair of the Governing Board