



### United Nations International School of Hanoi

#### UNIS GOVERNANCE DOCUMENTS: An Introduction

##### UNIS Foundation Documents

The United Nations International School (UNIS) was established under a 1988 Memorandum of Understanding (MOU) between the Government of Viet Nam and the United Nations Resident Coordinator on behalf of the international community<sup>1</sup>. The MOU required UNIS to adopt a Constitution. A Certificate of Incorporation for UNIS was issued 7<sup>th</sup> April 1989, and amended 14<sup>th</sup> December, 1999.

The UNIS **Constitution** was first adopted in September 1989, and was last amended 21<sup>st</sup> May 2013. The **Constitution** is the principal governance document for the School, providing an overarching framework, fundamental rules and principles that form the foundation for the School's stability. The Board is responsible for upholding the Constitution and can amend it, subject to the defined amendment process. The United Nations Resident Coordinator in Viet Nam may exercise veto rights over proposed constitutional changes in order to ensure that the United Nations character of the school is maintained.

##### Current Governance Documents

Current governance documents guiding the work of the Board and the School are as follows:

- A. **UNIS Constitution** (Adopted September 1989 and last amended 9<sup>th</sup> April, 2013).
- B. **UNIS School Policy Document (SPD)**. (Adopted June 2009, last revised 4<sup>th</sup> June 2019. School policies are directives adopted by the Board on the purpose, direction, or limitation, which serve as parameters within which the School operates that enable the School to achieve its mission. School policies guide the School administration and other stakeholders as to the Board's official intent or position on a given issue.
- C. **UNIS Board Operating Regulations (BOR)** (First approved March 2010, last revised 4<sup>th</sup> June 2019. The BORs are approved by the Board to govern the way the Board operates.
- D. **School Operating Regulations (SOR) under development**. The SORs are prepared and approved by the HOS to provide detail on how school policies are to be implemented.

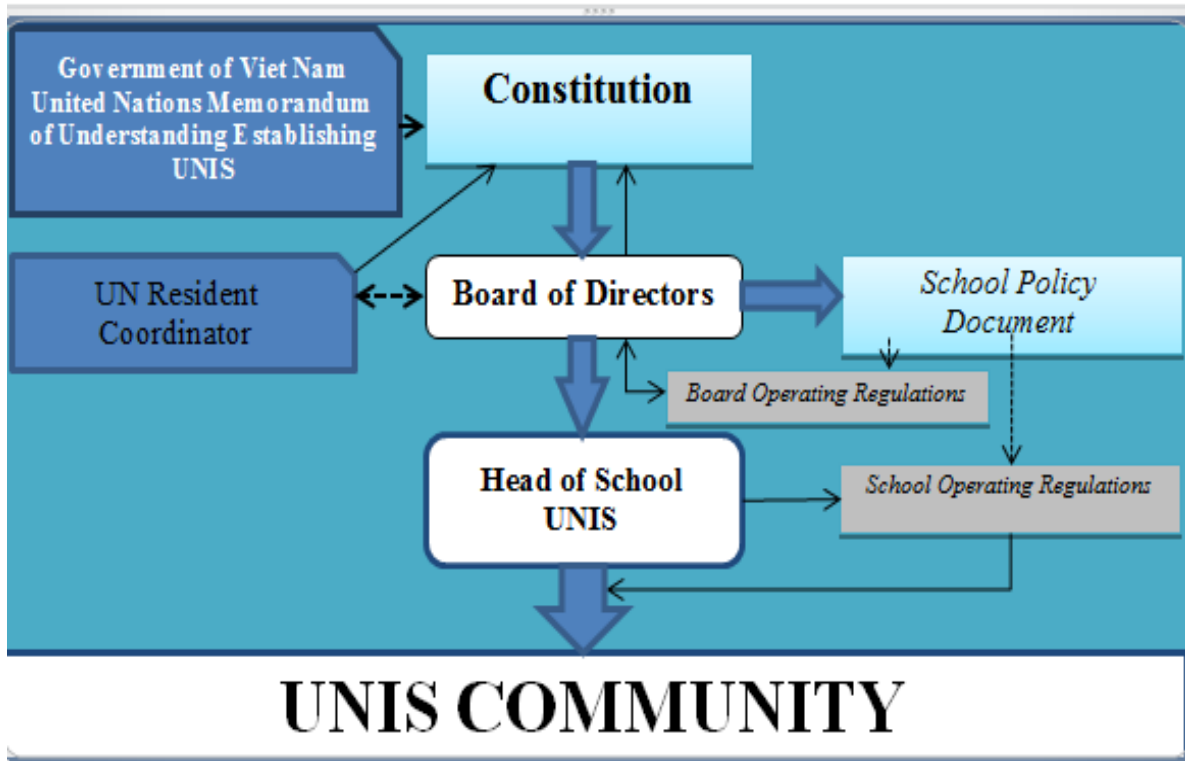
The SPD, the BOR, and the SOR are consistent with the UNIS Constitution (which forms the foundation of the governance system) and relate to each other as depicted below.

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The Government decision underpinning the MOU is Ministry of Education Decision No. 373 (7<sup>th</sup> June, 1988). The MOU between the Vietnamese Ministry of Education and the United Nations Resident Coordinator was signed 20<sup>th</sup> June, 1988. These two documents constitute the agreement with the Vietnamese Government for UNIS to be founded.

Figure: UNIS Governance Structure





## BOARD OPERATING REGULATIONS

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**United Nations International School of Hanoi****SECTION A: PURPOSE, ROLE, RESPONSIBILITIES AND ORGANISATION OF THE BOARD, ITS EXECUTIVE COMMITTEE AND ADMINISTRATION****1. Purpose and Role of the Board of Directors**

1.1. The Board of Directors (the Board) shall be responsible for the fulfilment of the purpose of UNIS and the determination of all matters of policy relating to the conduct and management of the affairs of UNIS as outlined in Article 4, Section 1 and 2 of the Constitution of UNIS and which include the following:

- developing and approving school policy
- developing strategic plans, ensuring their implementation and monitoring progress
- hiring, nurturing and evaluating the Head of School (HOS)
- ensuring the financial health of the School
- Leading and supporting Governance as Leadership Training Institute (GALTI) at UNIS Hanoi
- Provide leadership to support and drive institutional fundraising

**2. Organisation of the Board**

2.1. The Board shall be comprised of nine voting members. The HOS shall serve as an Ex-officio member.

**3. Purpose and role of the Executive Committee**

3.1 The Executive Committee shall exercise such further powers and perform such further duties as the Board may from time to time designate.

3.2 The Executive Committee shall be authorised to transact the business of UNIS which, in the judgment of the Executive Committee, requires decision or action prior to the next regular meeting of the Board. Decisions of the Executive Committee shall be reported in writing at the next regular meeting of the Board, which may approve, disapprove or amend such decisions.

**United Nations International School of Hanoi****4 Role of Administration at Board Level**

4.1 While administrators are invited to attend Board meetings by the Head of School (HOS), the Board has its own expectations of the administrative participants as follows:

4.1.1 Administrative participation at the Board level

4.1.1.1 “Business” meetings:

- (i) The Board view administrator attendance as a way to keep administrators current with the strategic workings of UNIS, as well as being a professional development opportunity for them.
- (ii) While administrators are not ex-officio members, they are also not observers. Administrators are encouraged to participate as fully as board members during discussions, but not required to do so.

4.1.1.2 “Generative Session”:

- (i) The Board expects administrators to attend these sessions as full participants.
- (ii) Administrators may develop and lead sessions as requested by the Board Chair.

4.1.2 Committee/Task Force membership

4.1.2.1 The Board Chair will approve HOS recommendations for administrator participation in committees/task forces.

4.1.2.2 HOS will consult with administrators to determine the best fit for each individual.

4.1.3 Social obligations:

4.1.3.1 Administrators are invited to board social activities, but attendance is usually optional.

4.1.3.2 The HOS will inform administrators when attendance is mandatory.

**United Nations International School of Hanoi****5. Strategic Planning**

- 5.1. The Board shall be cognizant of issues and developments that impact the future viability and sustainability of UNIS and ensures that the Strategic Management Plan (SMP) addresses those matters in a timely way. This includes addressing any issues raised by the School's accrediting agencies.
- 5.2 The Board works with the HOS to develop and approve a multi year strategic management plan (SMP) with stated objectives that are linked to the achievement of the vision and mission of the School. As part of the development and review of the SMP, the Board shall review the vision and mission statements ensuring it is a consultative process with all stakeholders. School size will also be reviewed. Because the vision and mission statements are fundamental to the School and its daily operations, any proposed changes will be carefully scrutinised .
- 5.3. As part of the development of the SMP, the Board shall approve an evaluation measurement rubric with identified target indicators. A dashboard with monthly progress scores and indicator progress graphs will be placed in the consent agenda of each Board meeting following review and updating by the senior leadership team.
- 5.4. Following approval of the SMP, the HOS shall develop Annual Action Plans (AAP) for Board approval. The first draft of the AAP shall be presented for review by the end of the preceding school year and formally approved at the first Board meeting of the new school year. Monthly progress updates via the Dashboard will provide the Board with visual statistical progress percentages per indicator as well as evidence to display the progress towards the defined plan goals.
- 5.5. The HOS shall monitor the implementation of the AAP on a monthly basis. . Progress of the plan should be used as a means of HOS performance evaluation to be carried out mid-year in November and end of year in April.
- 5.6. The Board shall conduct an annual review of the SMP and make any necessary adjustments. The review shall include lessons learned and recommendations for formulation of the next SMP.

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- 5.7. The Board shall consult the UNIS community during preparation of the SMP, and make the approved SMP, AAP, progress reports and annual review of the SMP readily accessible to them. The Board shall inform the UNIS community of progress in implementing plans and any substantive implementation issues through the Board's annual report and at Board meetings with the community in each semester.
- 5.8. For clarity, consistency and continuity, the Board shall develop and maintain guidelines and templates to facilitate the strategic planning process and develop Board level strategic planning and oversight skills.
- 5.9. The strategic planning process shall guide the financial plan.

## 6. Finance

- 6.1. The Board shall appoint a Finance Committee
- 6.2. The Board shall approve a multi-year (at least three years) financial plan, which includes the next year's budget including proposed enrolment numbers, tuition and fees, staff levels, salary and benefits, capital expenditure and reserves. The approval process shall be completed at the November Board meeting. Parents shall be informed of next school year's tuition and fees before the December holiday.
- 6.3. Any variations to the budget for the upcoming school year must be authorised by November Board meeting and reported as the Initial Forecast.
- 6.4. The Board shall monitor implementation of the financial plan and financial status through monthly review of financial reports.
- 6.5. The Board shall receive, review and approve the auditor's report and management letter and confirm the appointment/re-appointment of the auditors
- 6.6. The Board shall annually review the risk management matrix and review the risk mitigation strategies bi-annually.



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- 6.7 The Board shall determine the types and amounts of reserves to be established.
- 6.7.1 There will be an operational reserve of 25% of the operating budget. Operating reserves will serve as the main contingency fund with additional insurance in place in the case of temporary/permanent closure.
- 6.7.2 Capital Fees and expenses will be accounted for separately in the financial accounts. A Capital Budget for capital projects will be presented to the Board each year for approval. Any Capital surplus will be reviewed annually following the audit. Surplus capital can be allocated to restricted funds or left for use.
- 6.7.3 Future Capital expenditures for campus development will be financed from accumulated capital restricted funds, capital surplus and outside financing to ensure long term financial stability is balanced with the campus development needs of the school.

**7. Advancement**

- 7.1. Advancement is a Board-led, School-managed programme.
- 7.2. The Advancement programme at UNIS Hanoi will inspire and connect our unique learning community to advance the school's Mission, harnessing talents and resources to honour the school's Principles and realise it's Vision.
- 7.3. The Advancement areas of communications, marketing, institutional reputation, constituency relations (including alumni relations and SCO liaison) and institutional fundraising are operational functions of the School and as such are directed by the Head of School through the Director of Advancement.
- 7.4. Philanthropy at UNIS Hanoi has been defined for the School as the giving of time, skills, money and other resources by members of our community, demonstrating their commitment to the School's Vision.
- 7.5. Institutional Fundraising Campaigns will only be undertaken at UNIS Hanoi with unanimous support and approval from the Board.

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7.6. The Board has a strategic responsibility to support institutional fundraising:

- 7.6.1. Ensuring effective and ethical Board policy and School Operating Regulations are adopted and enforced
- 7.6.2. Budgeting to cover the costs of fundraising
- 7.6.3. Approving strategic and annual advancement action plans
- 7.6.4. Oversight of fund development efforts and the fund dispersal
- 7.6.5. Ensuring fundraising goals match the School's needs with the interests and/or capacity in the community
- 7.6.6. Ensuring transparent reporting

7.7. In addition, institutional fundraising also requires full commitment and support of the Board in the following:

- 7.7.1. **Advocacy:** Be knowledgeable about the School's fundraising campaign goals and provide public support and recommend supporting campaigns to the community. This is expected of all Board members.
- 7.7.2. **Participation:** Give meaningfully to campaigns. Industry research shows that 100% Board giving as best practice is key to campaign success, because of the powerful role-modelling that participation inspires. The individual may decide how much to give. This is expected of all Board members.
- 7.7.3. **Introductions:** Introduce potential donors and/or sponsors to the Advancement Director and Head of School. This is desirable but not required of Board members.
- 7.7.4. **Cultivation:** Assist in developing connections with community members with the end goal of successful gift or sponsorship solicitation. This would be done with the support and direction of the Director of Advancement. This is desirable but not required of Board members.
- 7.7.5. **Solicitation:** To ask for gifts under the direction of and preparation by the Director of Advancement. This is desirable but not required of Board members.
- 7.7.6. **Stewardship:** To thank and celebrate donors and their

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contribution to the institution's goals. This is expected of all Board Members under the direction of the Director of Advancement in consultation with the HoS and BoD.

- 7.8. Board members are committed to the long term success of the school, its reputation and its fiscal security. As such the success of institutional fundraising is central to the Board's work.
- 7.9. Board members are considered to be the institution's most committed volunteers and are seen as leaders of the School by the community. Considering their position, their active support for fundraising is integral to the success of any campaign.
- 7.10. Institutional fundraising is about transformative change for the institution and that can only be successfully undertaken with the Board leading.
- 7.11. Potential new Board members will be made aware of their responsibilities to institutional fundraising (as outlined above) as part of the Board's recruitment process and once serving, will be fully oriented.

**SECTION B: BOARD AND EXECUTIVE COMMITTEE MEMBERS****8. Officers of the Board**

- 8.1. The officers of the Board shall include the Chair, the Vice-Chair, the Treasurer, and the Secretary.
- 8.2. The officers shall be elected following the appointment of new Board-appointed Directors, and before the end of the current school year at the Board reorganisation meeting of the voting Directors. These officers shall assume their positions at the close of the final Board meeting of the year and serve for one year. The officers may be re-elected. The Board reorganisation meeting shall be chaired by the senior (longest serving) outgoing Board member. If there are no outgoing members, the current Chair will chair the meeting.
- 8.3. Elections of officers shall follow the following procedure:
  - 8.3.1. The senior outgoing Board member shall conduct the election.

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- 8.3.2. S/he shall write to the Board ahead of the meeting to request that members consider the positions and nominate themselves or others.
- 8.3.3. S/he shall encourage people to talk to the Board Chair and current officers to clarify any questions about the role and responsibilities. Board officer job descriptions shall be provided.
- 8.3.4. Deadline for receipt of nominations shall be at least 24 hours before the Board meeting.
- 8.3.5. A Board member who is nominating another person must check that they are willing to be nominated.
- 8.3.6. Self-nominations are accepted.
- 8.3.7. Senior outgoing Board member shall collect the nominations and write to the Board immediately to inform them of the interested candidates and inform those candidates that they should come to the election meeting prepared to make a speech.
- 8.3.8. At the election meeting, the senior outgoing member shall announce the candidates for each position in order of seniority and asks if there are any further nominations.
- 8.3.9. Candidates are requested to speak to the Board (no more than 3 minutes) about why s/he wishes to be considered and how s/he could carry out those responsibilities. If a candidate is not present, s/he should ask another member to read out their speech.
- 8.3.10. Questions to candidates for clarification may be allowed at the discretion of the senior outgoing Board member.
- 8.3.11. If there is more than one candidate for a position, there will be an election by secret ballot.
- 8.3.12. The Board shall vote by secret ballot and the senior outgoing Board member shall count the ballots with the Board Administrator. The person with most votes will be elected.



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- 8.3.13. Outgoing Board members shall not vote in the election.
- 8.3.14. Members cannot hold more than one officer position.
- 8.3.15. If a position remains unfilled, the Executive committee shall make a proposal to the next Board meeting about how to fill that position.
- 8.4. The Board Chair is a partner with the HOS in achieving the UNIS mission and provides leadership to the Board. The Chair shall perform the duties as outlined in the job description annexed to these regulations and shall perform such other duties as the Board may from time to time designate. In the event of the absence or incapacity of the Chair, the Vice-Chair shall exercise the powers and perform the duties of the Chair in line with the job description attached to these Board regulations.
- 8.5. Vacancies occurring among Officers of the Board during the School year shall be filled by appointment by the standing Board at the time of the vacancy.
- 8.6. The Treasurer shall chair the Finance Committee. The Treasurer shall be responsible for ensuring that the Board complies with its financial obligations and shall guide the Board on financial policy and issues in line with the job description attached to these Board regulations.
- 8.7. The Secretary shall ensure the safety and accuracy of all Board records and assume responsibilities of the Chair in the absence of the Board Chair and Vice Chair. Any officer of the Board shall, in addition to the powers and duties initially entrusted to him or her, exercise such further powers and perform such further duties as the Board or the Chair may from time to time designate.

The Board may appoint, as required, assistants or administrators to its officers for the fulfilment of their functions in accordance with the job description annexed to these Board regulations. (BODA JD to be added to BOR attachments).

**United Nations International School of Hanoi****9. Officers of the Executive Committee**

- 9.1. The officers of the Board shall constitute the Executive Committee of the Board.

**10. Individual Board Member Authority**

- 10.1. Members of the Board have authority only when acting as a Board legally in session or when circular resolutions are taken.
- 10.2. The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is in pursuance of specific instructions from the Board.

**11. Board/Committee/Task Force Code of Conduct/Conflicts of Interest**

- 11.1. By agreeing to serve on the Board or on Board committees or task forces, members commit themselves to avoid the appearance of, and not to engage in behaviour which could be construed by the UNIS community as a conflict of interest.
- 11.2. The Board shall ensure and approve that a Code of Conduct is in place and reviewed as required.
- 11.3. Members will agree to adhere to the Board Code of Conduct
- 11.4. Members shall complete a Statement of Personal Declaration and Conflict of Interest, which is reviewed by the Board during the working session at the first Board meeting.
- 11.5. Hard copies of the Code of Conduct and the Statement of Personal Declaration and Conflict of Interest are kept by the School in a confidential file. Copies are shared with the Business office for future reference.
- 11.6. In order to avoid the appearance of a conflict of interest, the Board recommends the school does not buy any goods or services from a Board member or any person or firm with whom a Board member has any family, property, or close relationship.
- 11.7. Directors may not be permanent or temporary employees of the School or partners of UNIS employees. The HOS can propose UNIS employees as candidates for Board committees, subject to the approval of Committee Chair and Board Chair.

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- 11.8. If a Board member, spouse, partner or immediate relative, wishes to apply for a job at UNIS, they must take a leave of absence from the board for the period of application.
- 11.9. If the spouse, partner, or immediate relative is offered the position, the Board member must immediately resign from the Board.
- 11.10. If they are not offered the position, the Board Chair will meet with the Board member to assess his/her ability to continue as a board member.
- 11.10.1. If the Board Chair determines the Board member can continue, he/she will return from their leave of absence.
- 11.10.2. If Board Chair determines the board member can't continue, he/she will be asked to resign
- 11.11 Recusal
- 11.11.1 Any Board member, who determines that recusal is the most appropriate action, for a particular issue or subject matter, should seek permission from the Board Chair to recuse themselves. Board Chair to determine if recusal granted or not.
- 11.11.2 Board members can suggest recusal (of another Board member) to the Board Chair, who will determine if appropriate or not, depending on the circumstances.
- 11.11.3 A recused Board Member cannot participate in discussions regarding the particular issue or subject matter, but can participate in all other Board subject areas.
- 11.12 Leave of Absence
- 11.12.1 A Board member may seek a leave of absence for Personal reasons (sick leave, attending to family members, maternity/paternity leave, extended overseas assignment, finishing degree, seeking employment, if their partner, spouse or immediate relative is seeking employment or due to a conflict of interest).
- 11.12.2 Permission to take Leave of absence must be requested from the Board Chair. Only the Board Chair can grant a leave of absence.

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- 11.12.3 In the case of a perceived conflict of interest, a Board member can suggest to the Board Chair that another member seek a leave of absence.
- 11.12.4 Board Chair to determine the scope of the leave of absence - depending on the Board members' role and responsibility and issues under discussion at that time and impact on Board work.
- 11.12.5 Board Chair will determine whether a Board member may be permitted to attend training/professional development and committee work while on Leave of Absence.
- 11.12.6 A Board Member should submit his/her resignation if the period of Leave of Absence exceeds three consecutive Board meetings. The Board Chair may approve in exceptional circumstances an extension of the period of Leave of Absence.
- 11.13 Head of School Appeal
- 11.13.2 If a Board member, spouse, partner or immediate family relative seeks to appeal a Head of School Decision, the Board Member must submit their resignation.
- 11.13.3 If the appeal is upheld, the Board Chair could invite the Board member to return.



**United Nations International School of Hanoi****12 Election and Appointment of Directors to the Board**

Members of the Board shall be appointed or elected in line with the regulations and procedures outlined in Article 5, Sections 2 to 5 and Article 6 of the Constitution of UNIS.

- 12.1. Parent-elected Directors:** Those members of the UNIS Board of Directors elected by the parents of UNIS students, as provided in Article 5.2 of the Constitution of UNIS, shall hold office in accordance with the following rules:
- 12.1.1. Parent-elected Directors may not be permanent or temporary UNIS employees or their spouse or partner or immediate relative.
  - 12.1.2. Election of Parent-elected Directors: Nominations and elections for Parent-elected Directors shall be held in accordance with the following rules.
  - 12.1.3. Each parent resident in Hanoi of a student or students enrolled at UNIS, which includes teachers who are parents, shall be entitled to vote for Parent-elected Directors. Each parent shall be entitled to the number of votes corresponding to the number of open Parent-elected Director positions
  - 12.1.4. The Executive Committee shall be charged with handling the election processes and shall ensure there is sufficient information available both to advertise the election and encourage all members of the community to consider putting themselves forward.
  - 12.1.5. An announcement shall be made calling for parents interested in standing for election to contact the Executive Committee. Potential Parent director candidates must attend a briefing session to find out about the responsibilities of the Board and role of Board members prior to entering into the election process.
  - 12.1.6. Parents seeking election must complete, sign and return the candidate nomination, application and conflict of interest forms by the published date. This includes the names and signatures of the two parents who have agreed to countersign the nomination.



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- 12.2. Parents to vote prior to the Annual General Meeting through an electronic voting process. No provision shall be made for proxy voting.
  - 12.2.1. The candidate(s) receiving the highest number of votes shall succeed to the open parent-elected Director position(s). An absolute majority of the votes cast is not required for election.
  - 12.2.2. In extenuating circumstances, the Executive committee will recommend an appropriate action to the Board for a final decision.
  - 12.2.3. The Board Chair will contact all candidates prior to the annual general meeting to inform them of the results. A formal public announcement shall be made at the Annual General Meeting.
- 12.3. Prior to assuming Board duties, newly elected Parent Directors shall
  - (a) Attend both Open and Working Board meeting sessions as non-voting participants for two board meetings and
  - (b) attend Board Orientation sessions prior to assuming Board duties.
  - 12.3.1. In the event that no candidates come forward for election, the Board shall appoint someone for one year in line with regulations for Board appointed directors, such appointment to prevail until the next election cycle.
  - 12.3.2. Vacancies occurring among Parent-elected Directors during the School year shall be filled by appointment by the standing Board at the time of the vacancy, such appointment to prevail until the next Annual General Meeting.

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- 12.4. **UN-appointed Directors:** Those members of the Board appointed by the United Nations Resident Coordinator of the United Nations in Hanoi, as provided in Article 5.3 of the UNIS Constitution, shall hold office in accordance with the following rules:
- 12.4.1. Three (3) voting members from the UN Community shall be appointed by the United Nations Resident Coordinator in Hanoi in consultation with the UNIS Board of Directors. The UNRC will designate one (1) of the United Nations appointees to serve as liaison of the Board with the United Nations.
  - 12.4.2. In considering eligibility for UN appointment, the Board shall define "United Nations Community" as anyone whose children are entitled to priority admission to the school as children of people working for the United Nations (see School Policy Document).
  - 12.4.3. It is not appropriate for the UNRC's spouse or partner or immediate relative to be appointed to the Board.
  - 12.4.4. UN-appointed Directors may not be UNIS employees or their spouses, partners or immediate relative. One (1) appointee must be a parent of a UNIS student. The others may or may not be a parent of a UNIS student.
  - 12.4.5. The UNRC, with support from the Board Chair and UN liaison appointed member, is responsible for identifying suitable candidates.
  - 12.4.6. UN-appointed Directors shall be appointed prior to the invitation to the Annual General Meeting in May.
  - 12.4.7. Vacancies occurring among the UN-appointed Directors during the School year shall be filled by appointment by the UN Resident Coordinator at the time of the vacancy.

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- 12.5. **Board-appointed Directors:** Those members of the Board of UNIS appointed by the parent-elected Directors and the UN-elected Directors, as provided in Article 5.4 of the Constitution of UNIS, shall hold office in accordance with the following rules:
- 12.5.1. Board-appointed Directors shall be persons capable of bringing to the Board those skills, contacts, or constituencies, which the Board would otherwise lack.
  - 12.5.2. Board-appointed Directors may not be UNIS employees or their spouses, partners or immediate relative. One (1) appointee must be a parent of a UNIS student. The others may or may not be a parent of a UNIS student.
  - 12.5.3. The Executive Committee shall provide a list to the Board of candidates for consideration as Board-appointed Directors.
    - 12.5.3.1. The Executive Committee will look first at members of committees and task forces as such members have already demonstrated a commitment to Board governance.
    - 12.5.3.2. There may be circumstances in which the Board would consider someone else who is not already serving on a committee or task force for appointment. This might include someone recently arrived who has previous school Board experience or who meets the Board member characteristics in other ways
    - 12.5.3.3. The Board Chair will identify and approve which candidates on the list should be approached.
    - 12.5.3.4. The list will be maintained and updated throughout the year and reviewed periodically by the Board.
    - 12.5.3.5. Parents who put themselves forward for election will be added to the list.
  - 12.5.4. The Board Chair will approach potential Board candidates to gauge their interest in UNIS Board governance. The Chair may ask another Board member to assist. All candidates approached will be asked to join a Board committee or task force.

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- 12.5.5. Board-appointed Directors shall be appointed by the outgoing and incoming Board after the election of the parent-elect candidates and after the UN appointments have been made. Any members who are standing for re-appointment shall recuse themselves from that appointment decision.
  - 12.5.6. In considering the short-list the Board is looking to appoint people that meet the Board member characteristics and achieve a balanced Board. Nationality is the only criterion that overrides other considerations but all things being equal, gender equality is also important.
  - 12.5.7. In May each year, the Board will review the CVs of people on the shortlist and determine who to ask to join the Board. The Board will take into account the results of the election and UN appointment(s).
  - 12.5.8. Appointment decisions will be made by written ballot. Proxy votes can be used if members are absent. Recognising that new members may sometimes find it difficult to make this decision, they may be excused from voting if they wish or may make a nil-return on their ballots.
  - 12.5.9. Vacancies occurring among Board-appointed Directors during the School year shall be filled by appointment by the standing Board at the time of the vacancy.
- 12.6. United Nations Ratification: The Resident Coordinator of the UN shall officially ratify in writing the election and appointment of all members of the Board (see Constitution Art.5, Section 5). The newly constituted Board will resolve to acknowledge receipt of this letter and enter same into the official minutes of the Board. This will occur at the Board Re-organisation Meeting. Any changes to the membership of the Board shall be ratified in writing by the Resident Coordinator of the UN.
  - 12.7. In March of each year, the Board will review the Board profile for the following year to determine a shortlist of potential Board and UN appointees that meet the Board member criteria and to achieve a balanced Board.



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#### 13. Term Limits

- 13.1. Board members shall assume office at close of the final regularly scheduled board meeting (including any working session) of the school year. All categories of director (elected, UN-appointed, Board-appointed) shall serve for a term of four (4) years.
- 13.2. Directors may be re-appointed for two additional four-year terms for a maximum total of 12 years.
- 13.3. If a director shifts from one type of directorship to another, the 12 years maximum term limit still applies.

#### 14. Diversity

- 14.1. In order to provide a healthy, heterogeneous Board that reflects the diversity of the student and parent population at the School, achieving diversity shall be a goal when selecting UN-appointed and Board-appointed Directors.
- 14.2. Diversity includes, but is not limited to: gender, age, religion, sexual orientation, race, ethnicity, language, socio-economic status, and disability.
- 14.3. The nationalities of the voting members of the Board shall reflect the diversity of nationalities of students attending UNIS. When selecting UN-appointed and Board-appointed directors, preferably, not more than two, and in any event not more than three, members of the total voting members of the Board, shall be of the same nationality.

**United Nations International School of Hanoi****15. Board Member Orientation and Development**

- 15.1. The Executive Committee will plan and oversee new member orientation and continuing training and Board member development.
- 15.2. The Board and administrative staff shall assist each new member-elect to understand the Board's functions, policies, procedures and operation of the School before the member takes office.
- 15.3. Board member attendance at conferences directly or indirectly related to education or school matters shall be encouraged for the values they bring to UNIS and the professional growth of Directors.
- 15.4. The Board's mentoring programme is designed to provide support and encouragement to new Board members to help them manage their own learning in order that they may maximise their potential, develop their skills and become a fully effective Board member.
  - The Board Chair will ask an experienced Board member to act as a mentor for a new member-the mentee. The mentor is responsible for welcoming the mentee into the 'organisational' family by introducing him/her to the people, issues and work, passing on/explaining the institutional history and serve as a sounding Board/go-to person.
  - HOS and admin team will assist the mentee with an understanding of how the School works (including translation of the many acronyms and abbreviations that are used), and familiarise the mentee with the current and long term programmatic and financial operations.
  - As the mentor gets to know the mentee better, the two of them can confer about how best to utilize the mentee's time and talent and enhance their experience serving on the Board of Directors.

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- a) mentoring partners should meet virtually and/or in person prior to and after every Board meeting during the first year of service because it is recognised that it can take one year to become fully conversant with the role of the Board member
  - b) mentor should take the initiative to contact the mentee
  - c) There is no set structure and no time demand. Members can meet for lunch, meet before Board meetings, speak on the phone or communicate by email or any other way that suits them
- 15.5. UNIS Board Mentoring Program Purpose
- i. The purpose of the UNIS Board Mentoring Program is to quickly prepare new board members for full and effective participation in the work of the board. This program complements the orientation session/s.
  - ii. While all new board members bring unique expertise and experiences to the board, each incoming board member must learn how it operates.
  - iii. The UNIS Board is typically composed of members from very diverse backgrounds and experiences. A mentoring program can be a bridge to this diversity and provide a welcoming environment for new members.
  - iv. The mentor also benefits by learning a new point of view and fresh insights.
- 15.6. Mentor Selection: The Chair of the board shall be responsible for:
- 15.6.1. Selection of the mentors and assigning the mentees.
  - 15.6.2. Provide leadership and ongoing support to the mentors.
- 15.7. The mentors should have the following experience:
- 15.7.1. Minimum of one year on the board
  - 15.7.2. Leadership experience on the board, a committee or a task force.
  - 15.7.3. Comfortable with the time commitment.
- 15.8. Structure:
- 15.8.1 Mentors & Mentees should meet at a minimum of 4 times in the first 6 months



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- 15.8.2 The mentor should be responsible for initiating all meetings.
- 15.8.3 First meeting-suggest that it be after the reading of the mentee's first meeting package and before the meeting itself. During the meeting
  - 15.8.3.1 Establish clear boundaries around confidentiality.
  - 15.8.3.2 Determine availability & schedule for subsequent meetings.
  - 15.8.3.3 Methods of meeting – face to face, skype call, phone call, etc.
  - 15.8.3.4 Share expectations of each other.
  - 15.8.3.5 Discuss the current board's culture
- 15.9. Discuss the mentee's perception about the board and the school in general and compare it with the mentor's experience & understanding.
- 15.10. Discuss the mentee's goals as a board member, and how the mentor can assist in achieving these goals.
- 15.11. After the board meetings, the mentor should call the mentee for reaction and answer any questions or concerns.
- 15.12. The mentor should introduce all Committees & Task Force's Chair to the new member.
- 15.13. Within the first 3 months, it is recommended that the new member and each committees & task forces meeting once as a guest.
- 15.14. Ongoing meetings
  - 15.14.1 Progress on mentee's goals.
  - 15.14.2 Discuss existing issues on the ground
  - 15.14.3 Evaluate how the process is going
- 15.15 Evaluation:
  - 15.15.1 Evaluation of the process between the mentor & mentee should be done on an ongoing basis.
  - 15.15.2 A separate discussion on how to improve the program and to make revisions to the guidelines should also be done at the end of the program (June of each school year).

**United Nations International School of Hanoi****16 Board Member Compensation and Expenses**

- 16.1** Members of the Board shall serve without compensation.
- 16.2** Members of the Board shall be reimbursed for all necessary and legal expenses incurred while attending any meetings or in making any trips on official business for UNIS when so authorised by the Board.
- 16.3** UNIS provides professional liability insurance for Directors. This policy is reviewed regularly to ensure the limit of indemnity is appropriate.

**17 Evaluation of Board, Board Chair and Board Members**

- 17.1** At mid-year and end of year, there will be an evaluation of the Board chair. Board Group evaluation to take place at end of year. The evaluation tools are attached to these operating regulations. Results of the evaluation will be compiled by the Board Administrator and reviewed at the next Board meeting. Individual responses are anonymous.
- 17.2** The summary of the group evaluation of the Board is discussed in the Board Admin session and the Board chair undertakes to review the findings and take appropriate action.
- 17.3** The results of the Board chair evaluation are considered in the confidential session and the Vice-Chair and COD Chair provide the Board's feedback to the Board Chair.
- 17.4** Individual Board members will establish performance objectives at the 2 Day Board meeting each year and evaluate their own performance (Self evaluation) at year end using the evaluation tool and guidelines as supplied by the Committee on Directors

**United Nations International School of Hanoi****18 Removal of Directors**

- 18.1** Members of the Board who violate the Code of Conduct or misrepresent their Personal Statement of Conflict of Interest or do not fulfil their duties under the Constitution of UNIS or these Operating Regulations may be removed from office by seven (7) affirmative votes of the voting Directors then in office.
- 18.2** All of the voting Directors then in office, not including the Director whose removal is under consideration, must be present for a vote of removal.

**19 Faculty Consultant for the Board**

- 19.1** There will be a Faculty Consultant for the Board. This position will be elected by the whole faculty in May-June to serve for the following two school years. The Faculty Consultative Committee (FCC) is responsible for running the election and notifying the Board of the result. The result will be recorded in the Board meeting summary.
- 19.2** The Faculty Consultant for the Board will have the following responsibilities:
- 19.2.1** To attend all open Board Meetings and others as requested
  - 19.2.2** To read all Board papers before each Board meeting and be prepared to express her/his views, answer questions, and in general, give a faculty perspective on issues raised when appropriate
  - 19.2.3** To report relevant information back to the faculty in consultation with the HoS
  - 19.2.4** To designate an alternate when unable to attend the Board meeting
  - 19.2.5** To follow all tenets of the Board code of conduct including confidentiality
  - 19.2.6** To be a member of and attend all FCC meetings
- 19.3** Qualifications of the Faculty Consultant for the Board
- 19.3.1** To be a full time faculty member for at least one year prior to the election
  - 19.3.2** To maintain the best interests of the whole school from a leadership/big picture perspective.

**United Nations International School of Hanoi****SECTION C: BOARD DECISION MAKING AND MEETING PROCESSES****20 Formulation of Policies**

20.1 Relying on the School Mission and the long-term Strategic Plan, the Board shall establish policies, located in the UNIS School Policy Document (SPD) covering various phases of the operations of UNIS, and shall take such steps as may be necessary to ensure that these policies are properly interpreted and implemented.

20.1.1 Policies shall be prepared in such a way as to clearly outline the limits within which the UNIS administration may operate without Board approval, and specify matters for which the administration must obtain prior Board approval.

20.1.2 Proposed amendments and additions to the policies of UNIS shall be presented in writing and summarised orally at two meetings of the Board and voted at both meetings by a simple majority of the voting Directors. The interim between the first and second presentation is to permit further study, response and revision, and to preclude the introduction and adoption of a policy at a single meeting.

20.1.3 Proposed changes to the SPD and/or to BOR shall be made in writing to the Board using the standard Board transmittal form (attached to these regulations) with clear recommendations on any changes needed to the wording of the SPD and/or BOR to reflect the proposed change.

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- 20.1.4 If the revision of a policy for second presentation is substantially different from the first presentation, the Chair of the Board may determine that it shall be considered a new proposal and shall itself be subject to a second presentation.
- 20.1.5 Extraordinary interim adoption of a policy following its first presentation may be approved by specific Board action, if deemed necessary to meet specific special needs.
- 20.1.6 All changes to SPD and BOR shall be reflected in the online versions of the School Policy Document and/or Board Operating Regulations within 10 working days of the changes being approved.
- 20.2 In general, the Board should charge the relevant Board committee to make policy recommendations, or establish a task force for such purposes.

## 21 Board Decision-Making

- 21.1 A quorum for meetings of the Board shall consist of a majority of the voting members of the Board then in office.
- 21.2 In the absence of a quorum, no decisions of the Board shall be taken. Likewise, if in the course of a meeting the quorum is no longer maintained, no further decisions of the Board shall be taken.
- 21.3 Decisions at meetings of the Board shall preferably be taken by consensus.
- 21.3.1 Consensus shall be established by expressly ascertaining the absence of any objections on the part of the voting Board members present.
- 21.3.2 In the absence of consensus, a decision shall be adopted by a simple majority of the voting members present and voting.
- 21.3.3 Constitutional changes require 8 of 9 voting members and removal of a member requires 7 of 9 voting members.
- 21.3.4 Each voting Board member, including the Chair or Acting Chair, shall have one vote only.

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- 21.4 Decisions of the Board may be taken by means of a circular resolution in writing or email, approved by the majority of voting Directors then in office. Board members shall be provided with copies of the resolution at least 5 working days prior to the Board member decision-making deadline. Such decisions shall have the same validity as decisions taken at Board meetings, but must be reported and recorded at the next regularly scheduled Board meeting
- 21.5 The Board Operating Regulations (BOR) are approved by the Board to govern the way the Board operates. BORs are regularly reviewed, refined, amended and updated according to the latest Board actions and decisions, and to reflect best practices in Board governance. They attempt to define and guide the day-to-day work of the Board and are meant to provide a stable and consistent guideline or management framework to the work of the Board.
- 21.6 It is also acknowledged that no set of regulations can cover every possible situation that confronts the Board over the course of a school year. In certain circumstances, it may be appropriate for the Board, when taking into consideration the best interests of the school, to make an exception to a regulation due to extenuating circumstances.
- 21.7 These exceptions are to be handled on a case-by-case basis and the resolution to allow the exception to a regulation must receive approval from 7 of 9 Board members.

**22 Board Meetings**

- 22.1 Written notice of meetings of the Board, indicating the subjects to be discussed at such meetings together with all relevant documents, shall be distributed by the Board Administrator to members of the Board 7 days in advance of the meeting, except in unusual circumstances, which will be determined by the Board chair.
- 22.2 Subjects presented to the Board for resolution, review, discussion or information should be presented using a Board transmittal which indicates the background to the subject and specifies the action required.

**United Nations International School of Hanoi****22.3 Regular Board Meetings:**

22.3.1 The Board shall hold as many regular meetings as may be necessary, but not less than four meetings in a year.

22.3.2 Meetings of the Board shall be called by the Chair of the Board, or in the Chair's absence or incapacity by the Vice-Chair of the Board.

22.3.3 In the absence or incapacity of the Chair and Vice-Chair at a regular-scheduled Board meeting, the Secretary shall preside.

22.3.3.1 The meeting summaries of the regular meetings of the Board shall record, at a minimum, attendance at the meeting and the decisions taken by the Board, whether by consensus or by simple majority vote.

22.3.3.2 In the latter case, details of how individual Directors voted will not be recorded.

22.3.3.3 The Secretary shall work with the meeting recorder to approve a draft-meeting summary within 7 days of the meeting..

22.3.3.4 A final draft shall be provided in the Board packet for approval as part of the consent agenda at the next Board meeting.

22.3.3.5 The HOS shall be responsible for the safekeeping of the meeting summary.

22.3.4 The Board may decide to meet in working or confidential session for part or all of a regular meeting when it considers this necessary.

22.3.5 From time to time, the Board may invite attendance at specific Board meetings those teachers, students and others whose presence the Board believes would enhance the Board's work and UNIS objectives.

**United Nations International School of Hanoi****22.4 Special Board Meetings**

22.4.1 A special meeting of the Board may be called by the Chair or in the Chair's absence or incapacity, the Vice-Chair or at the request of any five (5) members of the Board.

22.4.2 Board members must receive due notice of at least five (5) working days must be given for special meetings. The UNIS Community must also receive due notice of at least five (5) working days, if the meeting is open to them.

22.4.3 No business shall be transacted except that for which the meeting is called.

22.4.4 Such special meetings will be open to the UNIS community unless specifically designated as a working session.

**22.5 Working Sessions**

22.5.1 Working Sessions of the Board shall be called at such times and places as is required for free discussion of personnel, land purchases or leases, legal issues or other matters which are not appropriate for public announcement until fully developed.

22.5.2 Only the Board members and Board Administrator shall attend Working Sessions

22.5.3 The HOS shall not attend when matters concerning the HOS evaluation, performance and compensation are under discussion.

22.5.4 From time to time other specified persons may be invited by the Chair to attend Working Sessions.



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- 22.5.5 Matters discussed at Working Sessions of the Board are to be held in strict confidence by the Board and other attendants of the sessions.
  - 22.5.6 Meeting summaries of Working Sessions shall be recorded, approved and distributed in the following Board working session consent agenda.
  - 22.5.7 All confidential papers of working sessions of the Board shall be kept in a secure and lockable location to be accessed by Chair and/or Board Administrator only.
  - 22.5.8 Decisions taken by the Board during Working Sessions shall be entered into the permanent record of Board Resolutions by ratification of these decisions at the next Board Admin Session in the consent agenda. In the event that the Chair deems this not appropriate on grounds of confidentiality, such Working Session decisions must be put into permanent record no case later than the Board meeting regularly scheduled in June. Minutes from confidential working sessions will be limited to topic under discussion and record decision outcome only.
- 22.6 Board Two Day Meetings
- 22.6.1 The Board holds a Two Day Meeting in early autumn of each year to look at the School year ahead and determine its priorities.
  - 22.6.2 Further One or Two Day Meetings may be called by the Board Chair. All Board members are expected to attend such meetings, which may be off-site and involve overnight attendance.
  - 22.6.3 The specific objectives and tasks to be accomplished during the Two Day Meeting shall be decided upon by the Board prior to the meeting, in accordance with usual Board meeting and Board agenda development practices.

**United Nations International School of Hanoi****23. Board Agenda Development**

- 23.1 During regular meetings, the Board will normally consider only those matters listed on the printed agenda.
- 23.2 The agenda is the responsibility of the Board Chair. The agenda will be constructed in advance by the HOS in consultation with the Board Chair and in accordance with the Board's yearly calendar and approved committee action plans.
- 23.3 In order to allow sufficient time for discussion and consideration of action items, information items such as committee and task force reports, monthly financial updates, reports from HOS and items that do not require any additional discussion, such as approval of previous Board meeting summary, will be placed in a consent agenda.
- 23.3.1 Routine action items may be included in the consent agenda at the Chair's prerogative.
  - 23.3.2 Board members are expected to read the consent agenda and let the author of a transmittal know of questions in advance so they can be answered well – either in advance or at the meeting. If a Board member wishes to discuss a consent agenda item in open session, s/he should notify the Board Chair in advance of the approval of the consent agenda.
- 23.4 The draft agenda, with a blank time slot, will be circulated to the entire Board in advance of the meeting so members can request an item to be placed on the agenda within 24 hours of receiving the draft agenda. If the item is not added to the agenda, the Board Chair will provide an explanation to the requesting Board member. If the Board member is not satisfied, the member can, at the end of the open session, ask for time to make his/her request to get the item on the agenda to the whole Board. The whole Board will then vote whether or not to include it on the agenda.

**United Nations International School of Hanoi****24. General Meetings**

24.1 The Annual General Meeting referred to in Article 6 of the Constitution of UNIS shall be convened no later than the month of May prior to the end of the School year.

24.1.1 Invitations shall be issued by the Chair of the Board to parents of students enrolled in UNIS and to staff members of UNIS, at least three (3) weeks in advance of the Annual General Meeting.

24.1.2 The Board shall make an end of year report at the AGM, covering in reasonable detail the activities of the Board for the year, including a summary of the achievements and anticipated objectives of the Board, and services rendered by committee and task forces. The AGM Report will be accessible via the Veracross Parent Portal and or Tin Tuc.

24.2 In addition, the Board will convene a General Community Meeting no later than the end of the first semester of the School year at which the Chair will outline the Board's objectives and goals for the year and identify arrangements for preparation of the next school year's budget in the context of the School's long-term financial and strategic management plans.

24.2.1 Invitations shall be issued by the Chair of the Board to parents of students enrolled in UNIS and to staff members of UNIS, at least three (3) weeks in advance of the 1<sup>st</sup> semester's General Community Meeting.

24.3 The Board may convene additional Special General Meetings when circumstances so warrant.

24.3.1 Decisions to convene additional Special General Meetings shall be taken by seven (7) of the nine (9) voting Board members present and voting.

24.3.2 Invitations shall be issued by the Chair of The Board to parents of students enrolled in UNIS and to staff members of UNIS, at least three (3) weeks in advance of the Special General Meeting.

**United Nations International School of Hanoi****25. Emergency Governance**

In the event of a natural disaster, hazard, humanitarian crisis, war, civil commotion, or any other circumstance which falls under the relevant definitions to be found in the Appendix to these regulations and which necessitates the emergency evacuation of expatriates from Hanoi such that a quorum of the Board cannot be constituted in Hanoi (referred to hereinafter as an “emergency situation”), the following rules shall apply:

- 25.1 The persons who are voting members of the Board on the date of inception of the emergency situation shall continue to hold office for the duration of the emergency situation, notwithstanding any other provision of the UNIS Constitution or Operating Regulations.
- 25.2 Any vacancies on the Board may be filled by appointment in accordance with the Operating Regulations in as far as this is possible.
- 25.3 No amendment (including, without limitation, any addition) to the Constitution of UNIS or to these Operating Regulations shall be made during an emergency situation.
- 25.4 During an emergency situation, the Board may meet in any location, or communicate in any feasible manner in order to constitute a quorum.
  - 25.4.1 If a quorum of the Board cannot be constituted as stated in the preceding subsection, then for the duration of the emergency situation or until a quorum of the Board can be so constituted, the authority normally vested in the Board shall be transferred to whichever of the following persons are able to meet in one place or communicate in any feasible manner: any voting member of the Board, the HOS, any principal or assistant principal, Director of Finance, Director of Operations or Director of Advancement.
  - 25.4.2 A quorum shall consist of any three or more of the above persons.
- 25.5 Following the end of the emergency situation, the members of the Board holding Office at the inception of the emergency situation shall continue in office. Any vacancies on the Board following the emergency situation may be filled by appointment in accordance with the Operating Regulations.

**United Nations International School of Hanoi****26. Constitutional Amendments**

The constitution of UNIS may be amended by the Board in line with Article 9 of the constitution as follows:

- 26.1 Proposed amendments and additions to the constitution shall be presented in writing and summarised orally at two meetings of the Board and voted at both meetings by a vote of at least eight of the nine voting directors then in office. The interim between the first and second presentation is to permit further study, response and revision, and to preclude the introduction and adoption of a policy at a single meeting.
- 26.2 If the amendment for second presentation is substantially different from the first presentation, the Chair of the Board may determine that it shall be considered a new proposal and shall itself be subject to a second presentation
- 26.3 The Board shall give notice of the amendments to the United Nations Resident Coordinator and the UNIS school community after the first reading, but at least 14 days prior to the second reading.
- 26.4 The United Nations Resident Coordinator may exercise the right of veto over proposed constitutional amendments in order to ensure that the United Nations character of the School is maintained.

**27. Board Operating Regulation Amendments**

- 27.1 The Board may make amendments to the Board Operating Regulations by following the procedures for decision making as outlined in 20.3 above.
- 27.2 Notwithstanding 26.1 above, the Board will update these Board Operating Regulations with new Board policies, which affect these regulations as and when they arise.

**United Nations International School of Hanoi****28. Dissolution of the School**

- 28.1 The School may be dissolved and its activities terminated in accordance with article 8.1. of the constitution of UNIS.
- 28.2 In consideration of the views of staff and parents the following procedure shall apply:
- 28.2.1 Written notice shall be sent to staff and parents within 3 working days after any Board decision to consider the dissolution of the School and, wherever possible, efforts will be made to seek the views and opinions of staff and parents before the first formal vote to dissolve the School.
  - 28.2.2 Written notice shall be sent to staff and parents within three (3) working days after the first Board vote to dissolve the School. Wherever possible, the Board should organize an open forum to discuss the reasons for dissolution at least one week prior to the final vote to dissolve the School. Notice of this forum will be directly communicated to staff and parents.
  - 28.2.3 The Board Chair or designee shall provide a summary of the views received from the UNRC, staff and parents in the Board transmittal for the second vote and all submissions received shall be made available to Board members and the UNRC upon request.
  - 28.2.4 Where it is not possible (e.g. in an Emergency Situation) to organize an open forum, efforts shall be made to contact and seek responses from staff and parents to the extent feasible given the emergency situation. The views and opinions of staff and parents will be summarized in writing and presented to all members of the Board, prior to final vote on dissolution of the School.
  - 28.2.5 Written notice may be provided by whatever method the Board thinks is most reasonable in the prevailing circumstances and could include post, email, SMS, announcement on the School's web-site and notice-boards, announcement in local newspapers, or a combination of methods.



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- 28.3 Following the second affirmative vote, the Board shall formally request the concurrence of the UNRC to dissolve the School.
- 28.4 The decision to dissolve the School and the reason for dissolving the School will be published in the local media, and sent directly to all staff and parents wherever possible.
- 28.5 In the event of the dissolution and termination of UNIS, the Board shall assure that the assets of UNIS are used first to satisfy all outstanding staff salaries, debts and loan agreements in accordance with Vietnamese law. Thereafter, any remaining assets will be distributed to one or more institutions or organisations in Vietnam with a non-profit character and having purposes of an educational, charitable and/or scientific nature.
- 28.6 Board members should not benefit from the distribution of surplus assets. Any potential conflicts with respect to the disposal of assets will be clearly stated and acted on in accordance with Conflict of Interest provisions in the BORs.
- 28.7 Summary information on the distribution of surplus assets will be published in the local press, and sent directly to all staff and parents wherever possible.

## SECTION D: BOARD COMMITTEES, TASK FORCES AND OTHER SUPPORT

### 29. Board Committees and Task Forces

- 29.1 Committees and task forces assist the Board to carry out its responsibilities and achieve its annual objectives/goals.
- 29.1.1 Committees and task forces bring together Board members, school employees and interested parents and community members who can offer expertise and commitment to research, analyse and discuss the detail of a particular subject in order to bring thoughtful and clear proposals for Board consideration.

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- 29.1.2 All committees and task forces should have clearly defined Terms of Reference (ToR) approved at the first Board meeting following the autumn Two Day Meeting. All committees and task force should have an action plan approved by the Board at the beginning of the School year.
  - 29.1.3 All committees and task forces shall serve in an advisory capacity and shall refer to the Board the final determination of all matters.
  - 29.1.4 All committee and task force members shall serve without compensation.
  - 29.1.5 The size (number of members) of a committee or task force should serve the functions allocated in the TOR and ensure maximum efficiency.
  - 29.1.6 In order to promote opportunities for Board service with a wide group, parents and community members will usually only serve on one committee or taskforce.
- 29.2 Standing Committees, likely to continue from year to year although their workload may vary, are set up to oversee permanent or ongoing tasks of the Board, such as recruitment, support and evaluation of the HOS; financial oversight, approval of the operating and capital budgets and tuition/capital fees; development and approval of strategic plans; policy approval, and recruitment, orientation, training of Directors and evaluation of the Board.
- 29.2.1 The Board decides at beginning of the year on the type of committees that are required.
  - 29.2.2 The Board Chair shall appoint the Committee Chair and then in consultation with the Committee Chair, will appoint people to the committees.
  - 29.2.3 Each committee shall have ToRs and an annual action plan, both of which will be approved by the Board.
  - 29.2.4 The Board shall determine dissolution of committees or changes to committee structure.



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- 29.3 Task forces are mechanisms for the Board to pursue time-limited functions that are necessary to achieve a defined objective.
- 29.3.1 Task forces can be appointed by the Board, a Standing Committee or Board Chair when there is a definite function to be performed or a specific topic to be studied.
- 29.3.2 At the time of appointment, the specific assignment, parameters and required date for completion of the task must be given to the task force in writing.
- 29.3.3 Upon completion of its assignment, the task force shall submit its findings and recommendations to the Board, standing committee or Board Chair.
- 29.3.4 The Board always has the option to accept, adopt or reject task force recommendations, but in all cases, the Board will communicate its response to the task force in writing.
- 29.3.5 Upon completion of its assignment, each task force shall be dissolved promptly.
- 29.3.6 No task force is allowed to continue for prolonged periods without a definite assignment.
- 29.3.7 The Board shall have the sole power to dissolve any of its task forces and shall reserve the right to exercise this power at any time during the life of the task force.
- 29.4 The Board Chair in consultation with committee and task force chairs is responsible for recruiting new members of Committee/Task Force, with support provided from the Executive Committee. Membership should be comprised of Board members, administration, parents and community members (non-parents) with expertise.
- 29.4.1 The Board Chair has the final approval over all committee and task force members and may designate Board members to serve as liaisons or representatives to committees and task forces.



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- 29.4.2 Board committee and task force member characteristics are attached to these operating regulations.
- 29.5 Committee and task force meeting dates and times will be shared via google drive.
  - 29.5.1 The meeting agenda and documents will be circulated to committee and task force members at least two days in advance of the meeting
  - 29.5.2 Draft meeting summaries will be provided by the meeting recorder to the committee or task force chair for review within one week and approved at the following committee meeting.

### 30. **Board Administrator**

The Board of Directors and Head of School shall jointly select and appoint a Board Administrator to provide support to the Board, its committees and task forces and the Head of School on Board-related matters as per the job description attached to these regulations. While the Board Administrator will be jointly appraised by both the Board and the Head of School, the Board retains full authority over the roles and responsibilities of the Board Administrator position. The hiring process follows school hiring procedures as outlined in the Human Resources School Operating Regulations.

**United Nations International School of Hanoi****SECTION E: BOARD – HOS RELATIONS****31. Board-Head Roles and Relationships**

- 31.1 Delegation by the Board of its executive powers to the Head provides freedom for the Head to manage the School within the scope of Board policy and allows the Board to devote its time and effort to policy-making and appraisal functions. To fulfil that responsibility, the Board shall also have the support of a Board Administrator (see section 29).
- 31.2 The Board holds the HOS responsible for the administration of its policies, the execution of Board decisions, the operation of the internal mechanism designed to serve the School programme, and for keeping the Board informed about school operations and problems.
- 31.3 Furthermore, the Board will encourage the HOS to take an active and creative role in the initiation of new processes and procedures to achieve the mission and educational goals of the School.
- 31.4 The HOS, in consultation with the Board Chair, may request advice and assistance from specific Board members from time to time based on their expertise and experience on operational issues. Authority to act in those circumstances is provided by the HOS. The individual will not act on behalf of the Board.
  - 31.4.1 Members of the Board have authority only when acting as a Board legally in session or when circular resolutions are taken.
  - 31.4.2 The Board shall not be bound in any way by any action or statement on the part of any individual Board member except when such statement or action is in pursuance of specific instructions from the Board.

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- 31.5 The HOS shall be responsible for the implementation of the policies established by the Board and shall issue such administrative rules and regulations as may be necessary to this end, known as School Operating Regulations (SOR).
- 31.6 The HOS may make recommendations to the Board regarding amendments or additions to policies in the School Policy Document (SPD).
- 31.7 The Board shall delegate to the HOS the function of specifying required actions and designing the detailed arrangements under which the School will be operated.
- 31.7.1 Such rules and detailed arrangements shall constitute the School operating regulations governing the School.
- 31.7.2 The SORs must, in every respect, be consistent with the policies adopted by the Board.
- 31.7.3 The Board itself will not formulate and adopt SORs. However, if specific school regulations are likely to engender strong community attitudes or probable staff reaction, the HOS may recommend that such regulations be reviewed by the Board.
- 31.8 The HOS shall follow a regular process for renewing staff contracts and recruiting new staff as needed.
- 31.8.1 Existing job descriptions may be administratively changed and duties reassigned as needed without Board approval.
- 31.8.2 All new positions must be approved by the Board throughout the year
- 31.8.3 The HOS shall keep the Board apprised of progress on teaching staff retention and recruitment.
- 31.9 The HOS is responsible for seeing that proper action is taken for each complaint received concerning the School.

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- 31.9.1 The Board requires that the HOS regulate procedures for dealing with grievances from faculty, parents, and/or students in an equitable and transparent manner.
  - 31.9.2 School grievance procedures will be clearly documented in the School operating regulations (SOR).
  - 31.9.3 School grievance procedures and will be implemented in a timely and transparent manner.
  - 31.9.4 The Board encourages all grievances to be discussed and resolved at the level closest to the alleged problem.
- 31.10 The HOS shall report periodically to the Board on facilities usage and cost recovery.

**32. HOS Appraisal**

- 32.1 The Board will be responsible for undertaking an appraisal of the HOS's performance on a bi-annual basis, specifically a mid-year appraisal in December and an end of school year appraisal in May.
- 32.2 The long-term Strategic Management Plan, consultations with stakeholder groups and incidental assessment (e.g. accreditations), will provide information for the HOS and Board to use to determine Board and HOS objectives and Goals for the following year.
- 32.3 The HOS's statement of goals, which should include a comprehensive vision statement and principal responsibilities with performance objectives and indicators, will be reviewed by the Board in consultation with the HOS in August, and modified if necessary.
  - 32.3.1 This will form the basis for the twice yearly, interactive appraisal between the Board and the HOS, with both oral and written input from the HOS, feedback from the Board, and, if desired, response by the HOS.
  - 32.3.2 Current established processes are attached to these regulations.

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- 32.4 For stability, our aspiration is renewal and assuming that all goes well, HOS contract would be renewed, given HOS performance at a proficient level (based on semi-annual performance review) and clearly articulated in the evaluation tool).
- 32.5 In January, if up for renewal, the board will discuss contract renewal and indicate to the HoS whether or not there are any concerns at that time which would affect contract renewal
- 32.6 Copies of all documents directly arising from the HOS's goal setting and annual performance evaluation process will be placed in the HOS's confidential file.

**SECTION F: BOARD RELATIONS AND COMMUNICATIONS WITH OTHER STAKEHOLDERS****33. Complaints and Grievances to the Board**

- 33.1 The Board requires that the HOS regulate procedures for dealing with grievances from faculty, parents, and/or students in an equitable and transparent manner.
  - 33.1.1 School grievance procedures will be clearly documented in the School operating regulations (SOR).
  - 33.1.2 School grievance procedures and will be implemented in a timely and transparent manner.
  - 33.1.3 The Board encourages all grievances to be discussed and resolved at the level closest to the alleged problem.
- 33.2 The Board will only consider grievances in exceptional cases where there is reasonable doubt as to whether or not:

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- 33.2.1 The HOS has complied with Board policies as defined in the SPD;
- 33.2.2 There has been a breach of the School Constitution or Board Operating Regulations for decision-making.
- 33.3 Requests for the Board to hear grievances should only be made after all other School channels have been exhausted, and must be made in writing (email or letter is acceptable) to the Chair of the Board with:
  - 33.3.1 A clear and concise statement of the nature of the complaint;
  - 33.3.2 A clear and concise statement of measures taken to resolve the issue prior to bringing the grievance to the Board
  - 33.3.3 The basis for taking the complaint to the Board;
  - 33.3.4 The remedy being sought, and
  - 33.3.5 Name of complainant and date of submission.
- 33.4 The Board Chair must acknowledge receipt of the written grievance within five (5) working days of receiving the grievance.
- 33.5 The Board executive committee must decide within seven (7) working days if the grievance falls within section 32.2.1 or 32.2.2 and should be reviewed by the Board.
  - 33.5.1 If the executive committee decides that the Board should hear the complaint, the issue should be included for discussion at the next scheduled Board meeting, unless the Executive Committee decides that it would be in the School's interests to consider the grievance at an earlier extraordinary Board meeting.
    - 33.5.1.1 The Executive Committee may decide to seek expert advice on the merits of the case.
    - 33.5.1.2 The Executive Committee will ensure that Board members are provided with necessary briefing material on the nature of the grievance to be considered.

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- 33.5.2 If the Executive Committee decides that the grievance should not be considered by the Board, the reasons for that decision should be documented and given to the complainant, the HOS, and the other members of the Board.
- 33.6 The Board will consider all grievances referred to them by the Executive Committee in working session, and will inform the parties about the reason for their decision.
  - 33.6.1 Board members shall maintain strict confidentiality over details of grievance matters referred to them.
  - 33.6.2 The focus of discussions by the Board should be limited to whether the School Constitution, the School Policy Document, and/or the Board Operating Regulations were followed.
  - 33.6.3 The Board does not consider or decide on the merits of operational decisions.
  - 33.6.4 The complainant will have an opportunity to make a brief presentation to the Board regarding the nature of the complaint.
  - 33.6.5 The complainant may bring a colleague, a fellow parent, or fellow student for support when presenting the case to the Board.
  - 33.6.6 The HOS will have the opportunity to make a brief response to the grievance.
  - 33.6.7 The Board will make a final decision on grievances within two (2) regularly scheduled Board meetings. Should the Board decide additional time is required the reasons for such delay should be conveyed in writing to the complainant.
  - 33.6.8 The Board Chair shall notify the complainant in writing of the Board decision.





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- 33.7 The Board is the final arbiter within the School and the decision made by the Board is final.
- 33.8 Formal records shall be kept of all communications and decisions relating to all grievance matters and these shall be circulated to all Board members without delay.

### 34. **Communication & External Relations**

- 34.1 An informed community develops support for and loyalty to the School, its mission and goals. In the interests of transparency, the Board will maintain, predominantly through the administration, a continuing flow of information about the School to the community. In turn, the Board encourages the community to make known its views to the Board via the HOS.
- 34.2 The administration is responsible for coordinating all informational services to and from the community.

### 35. **UNIS Relationship with the United Nations Resident Coordinator (UNRC)**

- 35.1 The UNRC's role is defined in the Constitution Article 5 (section 3 and 5), Article 8 and Article 9 and is to:
- 35.1.1 Appoint three (3) voting members from the UN community, in consultation with the Board of Directors. The UNRC will designate one (1) of the United Nations appointees to serve as liaison of the Board with the United Nations.
- 35.1.2 Ratify the election and appointment of all Board members.
- 35.1.3 Approve the dissolution of the School, following the Board's decision to dissolve and terminate activities of UNIS Hanoi.

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- 35.1.4 Have a right of veto over proposed constitutional amendments in order to ensure that the United Nations character of the School is maintained.
  - 35.1.5 In addition to the tasks identified by the Constitution, the UNRC will undertake other tasks as agreed with the Board Chair and Head of School, including, but not limited to, chairing the Advisory Council established by the Board of Directors
- 35.2 The United Nations liaison member, in consultation with the Board Chair, shall:
- 35.2.1 Support the Board Chair in ensuring that the UNRC is kept informed of any Board matters that relate to the specific role of the UNRC as defined by the Constitution.
  - 35.2.2 Consult the other UN appointed members in order to assist the Executive Committee with the identification and recruitment of UN community members to the Board's committees and task forces with the aim of having one UN community member in each committee and taskforce.
- 35.3 The Board Chair shall consult and provide advice to the UNRC in a timely manner on the recruitment of Board members, including UN appointed members (see BOR section 10).
- 35.4 The School shall maintain strong and robust links with the United Nations and the HOS will keep the UNRC informed about the general progress of the School and support the UN Mission by providing priority admission to the children of UN community families and allowing occasional use of facilities for UN community events in accordance with the School's facilities use policy.

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**36. Revisions to the Board Operating Regulations**

<b>Section:</b>	<b>Subject:</b>	<b>Date of Board approval:</b>
Section 18.	New section: Faculty consultant to the Board	17 <sup>th</sup> October 2012
Section 36.	Revisions to the BOR: new section to track edits to the BOR since inception in 2012	N/A
Section 30.4	Addition: Board members assisting HOS	5 <sup>th</sup> March 2013
Section 28.1.5 and 28.1.6	Addition: size of committees and parent/community member participation Delete “advisor” and replace with community member	5 <sup>th</sup> March 2013
Section 34.1.1 and 34.2	UNIS relationship with the UNRC: revised wording following Constitutional changes re: liaison member appointment	9 <sup>th</sup> April 2013
Section 32	Revisions to grievance procedures following revisions approved to SPD	9 <sup>th</sup> April
Section 14.4	New section on Board mentor programme	21 <sup>st</sup> May, 2013
Section 22	Modifications to consent agenda on routine actions and advance questions	19 <sup>th</sup> November 2013
Section 18.2.3	Amended to remove reporting back of TCC minutes	19 <sup>th</sup> November 2013
Section 16.4	Modify section to include a mid-year Board members’ self-evaluation	19 <sup>th</sup> November 2013
Section 12	Modify section to Term Limits for Board members.	22 <sup>nd</sup> January 2014
Section A (4.)	Addition of Role of Administration at Board level.	22 <sup>nd</sup> January 2014
Section 10.	Addition to section on Board member status during period of application for employment of a board member and/or spouse of that board member to UNIS Hanoi.	22 <sup>nd</sup> April 2014
Section 14.4	Addition to section on guidelines for the Board Mentoring Programme	22 <sup>nd</sup> April 2014
Section F, 35.0	Advancement	3 <sup>rd</sup> June 2014
Section B, 7.0	Vacancies of Officers of the Board	27 <sup>th</sup> January 2015
Section D, 29.0	Board Assistant Role and Job Description	6 <sup>th</sup> February 2015

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Section 11.1.2	New Parent Elected Directors to attend last two open and closed board meetings as non voting participants	21 <sup>st</sup> April, 2015
Sections 16.1, 21.3.3.5, 21.5.7, 29, 30	General updates to reflect new school logo, Board Assistant to Board Administrator, portal to Admin hub as well as some orthographic corrections.	17 <sup>th</sup> May 2016
Section 1, 5.3, 5.4, 5.5, 6.2, 6.7, 7.3.13, 20.3.2, 20.3.4, 20.5, 21.3.3.3, 21.5, 22.3, 28.5.3, 31.2	Section 1 UNDP language, Constitution date, SMP language, HOS evaluation language, finance committee dates, change closed to working, change proxy voting, change Board Self to Board Group evaluation, change Board Chair voting, Board Decision making, allowance for 'exceptions', filing of committee summaries	6 <sup>th</sup> June 2017
Section 11 Parent Elections	Language update to reflect electronic voting and obligation to attend meetings/orientation before assuming duties.	23 January 2018
Section, 10,11, 11.1, 11.4, 11.5, 16,17, 20.4, 21.3, 21.5,	References to spouse, partner or immediate relatives of Board members and employment or election, 1 UN Board member must be parent at school, change of reference from open to Board Admin meetings, change of distribution of meeting minutes due to the above new meeting matrix, some change to dates for annual evaluations,	5 <sup>th</sup> June 2018
Section Finance 6.2, 21.5.8 , 22.5, 28.6, 33.3	Update budget planning cycle from 5 to 3 years, remove teacher resigning date logic, working session decisions, delete community contribution to agenda setting, delete C/TF meetings open to the public, delete reference to Board communications annual plan	16 <sup>th</sup> October 2018
Section 1.1, 5, 6, 8, 11, 17.4,	Yearly section updates/corrections to include Board responsibility for GALTI and Fundraising Leadership (1.1), SMP planning time (5) Operating and Capital Reserves (6.7), move section 35 to section 8 Advancement, additional conflict of interest, recusal, and leave of absence wording (11), additional HOS appraisal wording (32.4) and amendment to grievance appeal wording 33.2.1	4 <sup>th</sup> June 2019