



# AMBROSOLI

INTERNATIONAL SCHOOL

## Governance Manual

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<b>Signed</b>	Chair of BoG  -----  Secretary of BoG  -----

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## **Our Vision**

Empowering pupils to become confident, compassionate and internationally minded learners.

## **Our Mission Statement**

Ambrosoli is a community minded school that nurtures curiosity, creativity and global awareness through an inspiring, broad and engaging curriculum. Children learn to become resilient and respectful in an environment where each child is challenged and encouraged to thrive and achieve as an individual.

## **SECTION 1 - INTRODUCTION**

Effective school governance requires confident, strategic leadership that ensures robust accountability, oversight and assurance for educational and financial performance. Ambrosoli International School accomplishes this with a unique governance structure that includes both a Board of Directors representing the owners of the school and an advisory Board of Governors that works in close partnership with the Head of School and its leadership team.

The purpose of this Governance Manual is to establish a framework for effective governance that ensures continued adherence to the Ambrosoli vision and mission. It primarily serves and applies to the Board of Governors and establishes their core functions and role. The Manual also describes the specific roles and responsibilities of the Board of Governors, Board of Directors, and Head of School (“HoS”) as they relate to one another and with other key constituencies. The Manual may be updated to reflect changes in the composition of the Board, the school’s guiding statements and education policies.

## **Background**

Ambrosoli was founded in 1989 by a group of Italian parents living in Kampala who desired to create a place of learning where children could grow happily, forming good relationships with each other and with their teachers using a curriculum that would allow the pupils to reintegrate into the Italian school system or another international school. Ambrosoli was named after Father Giuseppe Ambrosoli, an Italian priest and medical doctor, who had worked in the north of Uganda before his death in 1987 and was well respected as well as known personally by some of the founding parents. After a few years, the Scuola Italiana Ambrosoli opened up to the international community and was renamed as Ambrosoli International School.

Over the years, Ambrosoli has expanded from a nursery school to a full primary school but its commitment to providing a caring, nurturing learning environment for children with an internationally recognized curriculum remains at the heart of the school to this day. Ambrosoli has evolved from its early Italian roots to encompass a diverse range of children from over 30 different nationalities and internationally qualified teachers from around the world. Ambrosoli’s ethos that the community makes the school continues to be a central feature and a guiding principle for the governance of the school.

## **SECTION 2 – KEY CONSTITUENCIES**

The Ambrosoli community is composed of key constituencies which includes the governing bodies, senior management, teaching staff, and parents/carers. A description of each constituency and their relationship and role is summarized in the table in **Annex 1**.

The role of the Board of Governors is to foster and support the creation of appropriate mechanisms to listen, understand and respond to the voices of these constituencies and to ensure communication between all levels and structures of governance and to parents/carers, pupils, staff and the wider community.

The BoG seeks to ensure that parents/carers, as a key constituency, are provided with opportunities to engage meaningfully with the school and enable them to put forward their views at key points in their child's education.

The BoG sets out to achieve this through ensuring diverse and representative composition of members on the Board, maintaining a strong partnership with the Head of School and Senior Management Team and acting as ambassadors to the community at large.

### **SECTION 3 – BOARD OF DIRECTORS**

Ambrosoli is for-profit, owned by Ambrosoli Limited, a Ugandan company limited by shares and registered with the Uganda Corporate Registry under No.58717. The Ambrosoli Limited Board of Directors (“BoD”) governs and manages the shareholders’ interests in Ambrosoli Limited. The company’s sole purpose is education and Ambrosoli International School is its only business.

#### **3.1. Composition**

The BoD consists of at least 4 shareholders and appoints from within its members: a chairperson; a secretary; and a treasurer. The term of office of the chairperson is set out in the Articles of Association of Ambrosoli Limited.

#### **3.2. Responsibilities of the BoD**

The Board of Directors oversees the school’s financial affairs and ensures its continued viability. This includes reviewing and approving requests and requirements identified by the BoG and/or Senior Management Team pertaining to the improvement of the school that may have a financial or material strategic impact on the school. The BoD does not normally review matters of “**normal school operations**”. This term refers to routine management and operations as well as matters pertaining to teaching, learning, faculty and community.

The BoD’s responsibilities and powers include the following:

- controls and manages the use of the assets of Ambrosoli Limited;
- approves capital expenditures, including those presented by the BoG or BoG Finance Committee;
- approves the appointment and signs contracts for the Head of School and the Bursar;
- approves salary scales, remuneration levels and all conditions of employment for all staff, as presented and proposed by the school’s senior management or BoG
- approves annual budgets, as presented by the BoG or BoG Finance Committee;
- approves tuition fee increases and related financial policies proposed by the Board of Directors;
- approves any projects and initiatives that fall outside of “**normal school operations**” (e.g. school expansion plans, additional classes (special needs)).
- enters into substantive contracts and agreements that are not within the scope and management of “**normal school operations**”;

- approves development plans, including those presented by the BoG;
- approves opening of bank accounts;
- appoints the BoD nominees to BoG;
- approves Ambrosoli Ltd. annual financial statements; and
- handles any litigation, regulatory matters or other legal actions involving the school.

The BoD exercises its oversight function as follows:

- up to two BoD appointed nominees serve as members of the BoG;
- the school Bursar is appointed by the BoD and holds a dotted reporting line to the treasurer of the BoD;
- through direct interaction with the Head of School and the BoG on an as needs basis; and
- retains the right to remove a Ambrosoli Ltd. appointed governor.

The BoD may invite governors, senior management or BoG committee members to BoD meetings from time to time. The BoG is expected to share with the BoD the results of appraisals for the BoG and the Head of School, when requested.

The BoD usually meets at least twice per year.

## **SECTION 4 - BOARD OF GOVERNORS**

### **4.1. Overview**

The Board of Governors has a vital strategic role advising the Board of Directors and the school Senior Management Team, led by the Head of School, to ensure that Ambrosoli delivers high quality education, supports the well-being of its students, and is well managed for its long term financial viability.

The Board of Governors ensures that the school delivers on its vision and mission. This includes the following core functions:

- Sets the strategic direction of the school in consultation with the Senior Management Team and the Board of Directors
- Pro-actively supports the senior management team under the direction of the HoS by monitoring, reviewing and evaluating the implementation and effectiveness of its policies and the school development and improvement plans.
- Provides accountability by recruiting and evaluating the HoS on the educational performance of the school and its pupils, and on the performance management of staff;
- Reviews the operational and financial performance of the school to ensure money is well spent; and
- Reports to the Board of Directors on issues relevant to the school's performance and the school's future development.

### **4.2. Composition and Tenure**

The BoG has between nine (9) and eleven (11) voting members comprised of the following representatives:

- 5 to 7 elected non-staff Governors
- 1 to 2 Ambrosoli Ltd representatives nominated by the Board of Directors
- 1 PTA nominated member
- 1 teacher nominated by the school's teaching and administrative staff
- Head of School

The Governors are appointed as follows:

a. **Governors At-Large** are appointed by the Board of Governors, based on a competitive selection process open to all parents and interested candidates from the community at large. The Board of Governors elects newly appointed positions by a majority vote of a quorum of governors present at a meeting of the BOG. As openings arise, interested candidates are requested to submit their resume, a letter of interest, and are interviewed; in exceptional circumstances, individuals may be invited to join the Board to fill existing vacancies and officer positions. The Board of Governors makes its final selection based on a number of criteria, including whether the candidate offers a desired skill set, shows a commitment to the Ambrosoli mission and vision, and seeks to ensure a diverse range of viewpoints representative of the Ambrosoli community.

b. **Constituency Governors**

- **1-2 Ambrosoli Ltd nominated member(s):** Candidates are selected and appointed by the BoD two year terms. The BoD may continue to elect the same individual for as many terms as they so deem. The Ambrosoli Ltd. member(s) present the view of the BoD and shareholders, and provide a critical communication channel and link between the BoG and the BoD.
- **1 PTA nominated member** is elected by the PTA committee members by majority vote, and may be the PTA Chair or another member of the PTA committee. The PTA member serves as a liaison between the PTA and the BoG and a conduit for parental issues that may be brought to the attention of the PTA.
- **1 Staff nominated member** is elected by the Ambrosoli teaching and administrative staff by its own rules and procedures and must be a full time staff member working for at least one (1) year at the school. The staff nominated member presents issues of concern and represents the view point of the Ambrosoli faculty, support and administrative staff.

All Governors serve terms of two (2) years. The terms of Governors At-Large renew automatically at the end of each two-year period until resignation or removal. Constituency Governors must be re-appointed by their constituency at the end of each two-year period, but may serve multiple terms without limitation.

The Head of School's tenure on the BoG shall coincide with the term of his or her employment.

Governors do not receive any compensation for their services on the BoG.

### 4.3. Officers

At the last meeting of the school year, the BoG shall elect from its members a Chair, Vice-Chair and Secretary to serve for a term of one (1) year. Their duties are further described in **Annex 2**.

If the Chair is absent from any meeting or there is at the time a vacancy in the office of the Chair, Vice-Chair shall act as the Chair for the purposes of the meeting. The BoG may create or abolish such offices as it deems necessary. The terms of each officer may be renewed for additional one (1) year terms for so long as such officer remains a governor.

**4.4. Removal and Resignation.** A governor may resign at any time providing notice of at least three (3) months prior to the end of the school year to the Board Chair. A governor (excluding the Ambrosoli Ltd. representatives or Head of School) may be removed from the BoG and/or any committee he or she serves at any time for any reason by a majority vote of the total number of governors then serving on the BoG. The governor(s) to be removed shall have first been provided with two (2) weeks written notice of the meeting setting forth the reason for her or his removal.

**4.5. Disqualification of Absentee Governor.** Governors are expected to attend at least 50% of BoG meetings scheduled during the school year. A governor who misses three (3) consecutive BoG meetings during the school year without prior notification to the Chair, Vice-Chair or HoS may be asked by the Chair to resign and/or be removed by the BoG in accordance with Section 4 above.

#### **4.6. Duties of the Board of Governors**

The Board of Governors works as a team in which constructive working relationships are actively promoted. In order to function as a governance body, the governors agree to:

- Be prepared and equipped to be actively engaged in the work of the Board of Governors including service on committees or working groups.
- Be willing and able to monitor and review their own performance, including attending training sessions.
- Accept that no governor can act on her/his own or speak for the BoG without proper authority from the Board of Governors;
- Accept collective responsibility for all decisions made by the Board of Governors or its delegated agents, including not speaking against majority decisions outside the Board of Governors meeting.
- Consider carefully how decisions may affect the Ambrosoli community, including students, parents, teachers, school staff and the wider community and be mindful of the BoG responsibility to maintain and develop the ethos and reputation of our school consistent with the Ambrosoli vision and mission.
- Although appointed through different routes (i.e. PTA, Ambrosoli Ltd., staff), agree that the overriding concern of all governors is the welfare of the school.

#### **4.7. Conflict of Interest**

A governor should avoid deriving any personal gain (financial or otherwise) out of their position as a member of the BoG. A governor must declare any personal or pecuniary interest which could be perceived as a conflict of interest in a matter under discussion by the BoG. In such case, the governor should offer to leave the meeting for the appropriate length of time unless invited to remain by all the other governors participating at the meeting. This requirement includes a conflict involving a person financially or personally

connected to the governor, such as a spouse, immediate family member, partner, dependent child or business associate.

#### **4.8. Confidentiality**

Governors and Board Committee members must observe complete confidentiality when matters are deemed confidential; where they concern proprietary or business sensitive information about the school's business affairs (including business plans, strategies, finances, property, business practices and relationships); and any issues pertaining to specific members of staff or pupils, both inside or outside school.. Each governor and committee member is expected to exercise prudence at all times when discussions regarding Board business arise outside a meeting and will not reveal the details of any Board of Governors vote.

#### **4.9. Meetings of the Board of Governors**

##### *(a) Meetings*

Regular meetings of the BoG shall be held at such dates and times as decided by the BoG. The BoG aims to meet at least six (times) per year, on average two (2) times per term. A schedule of meetings for the school year shall be decided at the first meeting of the year by the Chair in consultation with the other members. An emergency meeting may be called by the Chair with at least 24 hours' notice. Unless otherwise specified, the BoG shall hold its meetings on the school premises. Within a reasonable period of time before a meeting, the BoG Secretary shall notify each governor of the date, time, place and agenda of the meeting. A meeting may be cancelled or changed by the Chair or Vice-Chair.

##### *(b) Quorum*

A majority of the governors must be present at a meeting to constitute a quorum for the purpose of convening a BoG meeting. At least two-thirds of the governors must be present at a meeting to constitute a quorum for the purpose of voting on a matter or approving a transaction by the BoG.

##### *(c) Voting*

Each governor has one vote. The BoG aims to make decisions by consensus. Absent unanimity, the vote required shall be a simple majority of the governors present and voting at the meeting, provided a quorum is present.

##### *(d) Minutes*

The BoG Secretary, or delegate, shall take written minutes of BoG meetings. These are circulated to the other members of the BoG sufficiently in advance to review prior to the next meeting. A template for Board minutes is included as **Annex 3**.

##### *(e) Action without Meeting*

Any action may be taken by the BoG without meeting if all governors agree to do so by unanimous written consent which may be provided in any form (e.g. email).

*(f) Guests*

Any governor, Chair of the BoG or a Committee Chair may invite a non-member guest to attend a BoG meeting provided that all governors have been notified in advance and no objections are raised.

#### **4.10. Powers of the Board of Governors**

The Board of Governors is an advisory body and is responsible for working with the school management and the BoD to ensure that Ambrosoli delivers on its mission and vision. Together with the HoS, who is responsible for day-to-day management, the BoG is responsible for the following:

*(i) Effective governance*

- Appoints new at-large governors as vacancies arise considering the current needs of the BoG and the school consistent with the procedures of this Manual;
- Decides which functions of the BoG are delegated to individuals, groups (e.g. working groups), or BoG Committees;
- Establishes BoG committees; Chair appoints committee Chairs;
- Agrees on constitutional matters, including approving the Governance Manual (as revised from time to time) and procedures where the BoG has discretion;
- Appoints or removes the officers of the BoG;
- Suspends or removes a governor; and
- Receives reports from any individual or committee to whom a decision has been delegated and determines whether any further action by the BoG is necessary.

*(ii) Strategic Leadership*

- Acts as a critical friend to the HoS, providing feedback, support and advice to HoS on curriculum, pupil attainment levels, staffing issues, teaching activities, any significant matters relating to local authorities, accreditation bodies, and the Ugandan Ministry of Education;
- Approves the strategic plans for the school (e.g. School Improvement Plan or SIP), identifying key goals, development and improvement priorities for the school for final ratification by the BoD;
- Consults with the Senior Management Team on projects, initiatives and potential opportunities to achieve its vision and mission that fall outside routine school's operations, and advises the BoD accordingly;
- Reviews and approves school policies and supports the HoS in implementing those policies; and
- Supports the HoS in ensuring the maintenance and development of standards of teaching and learning

*(iii) Financial and Operational Oversight*

- Reviews and approves the annual school operating budget prepared by the Bursar for final BoD approval and ratification in line with BoD parameters;
- Advises BoD on tuition fee policies, salary scales, capital expenditures, other expenditure increases outside the annual budget as well as related financial policies for final BoD approval; and

- Reviews the school operations reports and identifies critical financial and operational needs for the school.

***(iv) Accountability***

- Monitors progress of the school towards achieving the priorities in strategic plans (or the School Improvement Plan) and holds the HoS to account for its implementation;
- Sets performance targets for the HoS;
- Conducts regular performance evaluations of HoS in accordance with form and procedure set forth in **Annex 4**;
- Leads recruitment and makes final selection for Head of School for ratification by the Board of Directors;
- Carries out BoG self-assessment on a regular basis as per the form and procedure in **Annex 5**;
- Creates mechanisms to communicate, understand and respond to the voices of key constituencies, particularly parents and carers, including through engagement with the PTA Board member; and
- Presents an Annual Governors Reports to parents at the Annual General Meeting.

Any litigation, legal or regulatory matters, or other legal action brought against or by the school (e.g., law suits, regulatory notice of action, licensing) are referred to the Board of Directors for further action and resolution.

**4.11. Complaints, Grievance and Parental Communication**

Complaints and grievances concerning the conduct of Ambrosoli staff (teachers, management and support staff) are governed by a policy approved by the Board of Governors to ensure that disciplinary actions are conducted in a fair, respectful and legally compliant manner. The HoS shall inform the BoG of a decision to dismiss a staff member in advance and the reasons for doing so. Where appropriate, members of the appropriate BoG Committee may review appeals from staff and refer the matter for discussion by the BoG.

There are different channels for parents/carers to voice concerns or issues concerning the school, teaching and learning, or staff. The Board of Governors encourages effective communication and efficient resolutions of issues. Parents with concerns about their child or the school should normally first speak with their child's class teacher or with a member of the Senior Management Team which includes the Head of School. General concerns or issues that have not been satisfactorily resolved at the teacher or management level can be raised with the PTA representative of the Board, with a Class Parent Representative ("CPR") or any BoG member. The CPR reports concerns raised by parents to the PTA Board representative.

Complaints or concerns relating to a PTA committee member, a CPR, a Governor, or a member of the school community relating to school life, operations, or that individual's responsibilities under this Governance Manual should be brought to the Head of School's attention and/or the Board of Governors Chair or Vice Chair.

#### **4.12. Annual General Meeting**

An Annual General Meeting open to parents, carers, faculty and staff shall be held in every calendar year at such time as determined by the governors at which the BoG Chair will present an annual Governors Report. All governors are expected to attend the AGM.

### **SECTION 5 – BOARD COMMITTEES**

The Board of Governors may delegate any of their powers or functions to a committee formed for that purpose. The BoG has seven standing committees with the following responsibilities described below. These committees also ensure the school follows the guidelines and recommendations of accreditation bodies (e.g. CIS) with respect to their areas of focus. The BoG Chair may also constitute such ad-hoc committees or working groups as he or she deems appropriate and necessary, with approval of the BoG without requiring changes to this Manual.

#### **5.1. Standing Committees**

##### **Leadership and Governance**

This committee has a two-fold function: The Committee advises and supports the HoS, who serves on the Committee to ensure an effective relationship between the HoS and BoG. The Committee is responsible for reviewing and updating policies, procedures and tools related to the school's leadership and governance; advises and plans for the sustainability and continuity of the Senior Management Team to avoid learner disruption; and assesses the school's mission and vision to ensure it remains relevant and is achieved on a continual basis. The HoS shall serve on the Leadership and Governance Committee.

##### **Teaching and Learning/ Access to Teaching and Learning**

This committee examines the quality and effectiveness of the school's vision, mission and statements of educational objectives and provides leadership direction and ensures the governance structures are in place. This committee addresses the design, delivery, assessment and review of the full range of academic programmes. The committee works closely with members of the Senior Management Team to ensure the school provides a comprehensive academic curriculum and co-curricular activities that meets student needs in accordance with applicable accreditation standards (e.g. CIS), the school's guiding statements and internal policies relating to teaching and learning. The HoS shall serve on the Teaching and Learning Committee.

##### **Faculty and Support Personnel**

This committee is focused on issues relating to the faculty and support staff, including reviewing, updating and approving relevant employment policies and assisting the Senior Management Team in teacher recruitment and ensuring the contracts and terms of employment respect local and international standards of good practice. The committee provides strategic guidance and support to the Senior Management Team on the progress and performance of the school as it relates to its strategy, including staff capability and performance, including the development of an effective appraisal system and professional development plan for faculty and support staff.

## **Community and Home Partnerships**

This committee is focused on ensuring that the school offers an environment that maximizes learning for all students by examining and developing effective communication strategies, initiatives and partnerships with parents, teachers, and the Ambrosoli community.

## **Operations**

This committee examines and reviews operational issues of the school, including identifying infrastructure, health and safety priorities. The Committee assesses and makes recommendations to the BoG on priorities, improvements and investments to the school's physical facilities and assets and operational needs necessary to ensure these fit for purpose and ensure future viability. The school's operations manager sits on this committee.

## **Finance and Audit**

This committee is responsible for overseeing, supporting and providing guidance on financial matters for the improvement and sustainability of the school. Responsibilities include:

- (i) preparing the annual budget and the school's financial plan and forecasts on an annual basis for BoG validation and BoD approval;
- (ii) conducting financial assessments of the school improvement plans and capital projects to ensure their financial viability;
- (iii) reviewing the financial position of the school to ensure it operates within the budget and returns a profit to the Ambrosoli Ltd. Shareholders; and
- (iv) reviewing and updating related financial policies including tuition fee policies for approval by the BoG and the BoD.

The Bursar sits on the finance and audit committee.

## **Future School Development**

This committee is tasked with reviewing and making recommendations to the Board of Governors and ultimately the Board of Directors relating to the planning, development and construction of major capital projects for the school's development. The committee is composed of members of the BoG, including the Chair; the Senior Management Team including the Head of School; and outside experts invited to participate. Major capital projects require BoD approval.

## **Ad-Hoc Committee on Guiding Statements**

Each standing committee evaluates their area of focus within the context of the school's guiding statements. A separate ad-hoc committee may be formed as necessary to examine the quality and effectiveness of the school's vision, mission and statements of educational objectives and to provide leadership direction to ensure Ambrosoli's guiding statements are followed.

## 5.2. Composition

Each Committee shall have at least three (3) members appointed by the committee Chair after consultation of the BoG approval, or as otherwise designated in this Manual. Members of the BoG may serve on any committee. In consultation with the BoG, the Board Chair shall appoint the Committee Chair and only a Governor may chair a standing Committee. The Committee Chair is responsible for convening meetings and ensuring the Committee fulfils its tasks as further described in **Annex 6**. Each Committee Chair may invite non-governors and/or staff to serve on a committee, and such individuals shall be bound by the same commitments on confidentiality and conflict of interest as Board members. The composition of each Committee shall be reviewed and approved by the BoG annually at the last meeting of the school year.

## 5.3. Tenure

The term of each Committee Chair shall be for one (1) year, renewable at the commencement of the school year. Governors may sit on committees for the duration of their term on the BoG.

## 5.4. Meetings

Committees usually meet at least once a term or more frequently as needed to perform their function, as agreed by the committee members. The Committee Chair shall ensure written minutes are prepared for each meeting and made available to the BoG; the Chair may appoint a secretary to assist in this function. Chairs report to the BoG on matters discussed and recommendations issued from their committee. A quorum of at least the Chair and another member is required to hold a committee meeting.

## SECTION 6 – SENIOR MANAGEMENT TEAM

### 6.1. Head of School

The Head of School is responsible for the educational performance of the school and for the internal organisation and day to day operations of the school, including performance management of staff. The responsibilities of the HoS are more fully described in **Annex 7**.

The HoS leads the Senior Management Team which is currently comprised of two deputy heads of school, the co-curricular coordinator, learning assistant coordinator and the Operations Manager who have the following areas of responsibility:

- The Deputy Head Academic is responsible for the continuous review and development of the curriculum, ensuring alignment within and between year groups, assessment, monitoring and tracking of pupil progress, mentoring new teaching staff and leading professional development.
- The Deputy Head Pastoral is the school's designated Child Protection and Safeguarding Officer and responsible for the regular review and implementation of Ambrosoli's Pastoral Care policies, the development of a whole school PSHE (Personal, Social, and Health Education) curriculum and for ensuring the security, safety and well-being of children and staff and also leads professional development.
- The Co-Curricular coordinator is responsible for organising and developing the after-school activities, summer school and out of school visits.

- The Learning Assistant coordinator is responsible for meeting the pastoral and training needs of the learning assistants at school as well as completing their appraisals and being a voice for them on the SMT.
- The Operations Manager represents the administrative team on the SMT, brings a non educational perspective to matters that arise and informs the SMT about operational and developmental matters which might have an impact on learning and teaching.

The members of the Senior Management Team are proposed by the HoS and approved by the BoG. The composition of the SMT may vary from year to year depending on the needs of the school in any particular year and on ability and willingness of teachers to take on management roles.

The Board of Governors is responsible for the recruitment and appointment of the Head of School. The Board is also responsible for holding the HoS accountable for exercising effective professional judgement in the performance of all duties. This includes conducting an annual appraisal of the Head of School (as set forth in **Annex 4**) and setting annual targets.

The working relationship between the Board of Governors and Head of School is a partnership of mutual endeavor, trust and respect. The Board of Governors supports the school management in order to maintain and improve the quality of education and provide a framework of governance that ensures that the school is managed in a sustainable and effective manner. The BoG is not normally involved in routine operational or academic matters. The HoS is responsible for advising and keeping the BoG informed. This includes ensuring regular communication and consultation on strategic matters and enabling appropriately robust challenge by providing any data the board requests and responding positively to searching questions.

## **SECTION 7 –PTA; CPRs**

The PTA (Parent Teacher Association) is open to all parents and staff of the school and is run by a committee of parent volunteers. The PTA's primary responsibility is to organize social events for the school giving parents, children and teachers an opportunity to connect and socialize as a part of the Ambrosoli community. The PTA also serves as an informal community for parents to raise concerns that have not otherwise been addressed by school management. These should be raised with the PTA Board representative per the established complaint and grievance mechanisms described in Section 4.11 above.

Each class at Ambrosoli has at least one Class Parent Representative ("CRR") who are parent volunteers. CPRs provide information to class parents on upcoming class and school events, and assist the class teachers in organizing parents' involvement in events. A CPR designated representative sits on the PTA committee and manages communications with the individual class CPRs. Parents may also raise concerns with class CPRs or the CPR representative for discussion with the PTA Board representative.

## ANNEX 1 - KEY CONSTITUENCIES OF AMBROSOLI

Stakeholder	Purpose	Key Relationships
Board of Directors (BoD)	The Board of Directors provides oversight of the school's financial affairs and ensure its continued viability. This includes reviewing and approving requests and requirements identified by the BoG and/or Senior Management Team pertaining to the improvement of the school that may have a financial impact or material strategic impact on the school. The BoD is not involved in the day to day running of the school.	The Board of Directors is represented on the Board of Governors, working closely with the Head of School and the school's Bursar.
Board of Governors (BoG)	The Board of Governors advises the Board of Directors and the school Senior Management Team, led by the Head of School, to ensure that Ambrosoli delivers high quality education, supports the well-being of its students, and is well managed for its long term financial viability. The Board of Governors ensures that the school delivers on its vision and mission by holding the Senior Management Team to account for its performance.	The Board of Governors advises the Board of Directors on School Development issues, while supporting and acting as a critical friend to the Head of School and Senior Management Team. The Governors also foster and support the creation of appropriate mechanisms to listen, understand and respond to the voices of the key constituencies. The BoG aims to ensure that parents/carers, as a key constituency, are provided with opportunities to engage meaningfully with the school and enable them to put forward their views at key points in their child's education.
Head of School (HoS) + Senior Management Team (SMT)	The Head of School and Senior Management Team (SMT) are responsible for the smooth day to day running of the school and ensuring that whole school targets are met, the school development plan is delivered and the school's vision and mission are achieved. The SMT is made up of teachers appointed by the HoS who each have different responsibilities depending on the needs of the school. In addition the Operations Manager and the Bursar are on the SMT.	The Head of School acts as the face of the school and as such has an important relationship with all stakeholders. The HoS is line managed by the Chair of the BoG and works in consultation and with support from the BoD.
Teaching Staff	<p>The teaching staff are made up of:</p> <ul style="list-style-type: none"> <li>- Class teachers that teach a specific class in a year group.</li> <li>- Specialist teachers that teach a specific subject throughout the school.</li> <li>- Learning assistants that support teaching and learning in their assigned class.</li> </ul> <p>Their key role is to empower pupils to become confident, compassionate and internationally minded learners. Each child is challenged and encouraged to thrive as an individual to achieve to the best of their ability.</p>	Teaching Staff have close relationships with the Head of School and the parents and students in their class. Communication is mainly handled by email and this includes a weekly newsletter from the school and the class detailing what has been covered that week. In addition, class blogs are posted on the school website, regular parent meetings are arranged and an open door policy is in operation. Teachers appoint a representative on the BoG..

<p>Operations Manager Support Staff Administration Team</p>	<p>The Operations Manager is responsible for all of the logistics and operations in ensuring the school runs smoothly on a day to day basis. This includes the maintenance and upkeep of the school campus. The support staff comprise the cleaners and grounds people. They are managed by the Operations Manager. The Administration team are responsible for finance, marketing, admissions, attending to visitors, general enquiries to the school and passing information from parents to children during the school day.</p>	<p>The Administration Team and Support Staff have a close relationship with the Operations Manager, who acts as their line manager. These teams also work closely with the Head of School and the Teaching Staff. The Operations Manager and Bursar sit on the Finance and Operations sub-committee of the BoG.</p>
<p>Parents/carers</p>	<p>Parents/carers have children who study at Ambrosoli and as such they are key stakeholders. They have chosen Ambrosoli and have an important role to play in the education of their child / children. Parents are naturally interested in their child's education and need to be informed on a regular basis about any successes or challenges.</p>	<p>The parents' key relationship is with their child's / children's class teacher(s). The school has an open door policy and parents should always feel able to raise issues or ask questions to their class teacher. Parents can equally reach out to any other member of staff, including the Head of School, if there are issues to be raised or questions asked. For further information about raising a complaint or grievance, please see section 4.11 of the manual.</p>
<p>Students</p>	<p>The students are the reason the school exists and their education is at the forefront of everything that the school does. Students should be confident and successful because they are encouraged to think for themselves, to question, make mistakes and be resilient – skills that will last them a lifetime. In addition, they should feel supported in their own learning journey by both teaching staff and their peers whilst being able to offer support to others.</p>	<p>The students' key relationship is with their parents/carers at home and the teaching staff, support staff and Head of School in school.</p>
<p>Parent Teacher Association (PTA)</p>	<p>The Parent Teacher Association (PTA) is open to all parents. The PTA is managed through a committee of volunteer parents who run fundraising and themed events throughout the year. These events serve two purposes: build up a community spirit amongst the whole community and raise money for the school and its nominated charity. As such the PTA provides an important way for all parents and teachers to interact and get to know each other in a more informal way.</p>	<p>The PTA is represented on the Board of Governors. The CPR Liaison, Operations Manager and a teacher representative join their meetings and help pass information about PTA events to teaching staff and parents.</p>
<p>Class Parent Representative (CPR)</p>	<p>Each class has at least one Class Parent Representative (CPR), a parent volunteer, who helps communicate information about school and class events to parents. CPRs usually use optional</p>	<p>The Class Parent Representative (CPR) helps coordinate parent volunteers for PTA events and communicating information from the teaching staff to the class parents.</p>

	<p>WhatsApp group for the parents and act as the key parental coordinator for the class. The CPR is one way for the class teacher to communicate with the parents and can help with the organisation of class events. Furthermore, the CPR is also able to raise issues with the teacher that they notice are causing concern amongst the parent community of that class. There is a designated CPR Liaison who works with the PTA committee and senior leadership team to pass on information to CPRs about upcoming events.</p>	<p>The CPR may raise issues with the teacher or the PTA representative that they notice are causing concern amongst the parent community of that class.</p>
<p>Wider Community</p>	<p>The wider community can be split into several groups</p> <ul style="list-style-type: none"> <li>● Club tutors - there are several tutors who come into school regularly to offer co-curricular clubs.</li> <li>● Other schools in Kampala – we interact with these schools through various networks, sports leagues and other competitions, as well as music.</li> <li>● Each year the school chooses a local charity to support and this creates links between Ambrosoli and other community groups.</li> <li>● Ambrosoli has been represented and will continue to be represented at various government or ministry events to do with education and child development.</li> </ul>	<p>The SMT member in charge of co-curricular activities is the main link person in terms of club tutors and other schools in Kampala. A member of the teaching staff forms the link with the chosen charity for the year. The Head of School is the key link person in terms of links to government and other organisations.</p>

## **ANNEX 2- BOARD OFFICERS' RESPONSIBILITIES**

### **Chair of the Board**

The Chair is responsible for ensuring the effective functioning of the Board of Governors as follows:

- Provides the BoG clear leadership and direction, keeping it focused on its core functions.
- Encourages governors to work as an effective team, building their skills, knowledge and experience, participating constructively in meetings, and playing their part in the work of any committees.
- Ensures meetings are run effectively, focusing on priorities and making the best use of time available, and to ensure that all members have an equal opportunity to participate in discussion and decision-making.
- Establishes and fosters an effective relationship with the Head of School based on trust and mutual respect for each other's roles. The Chair has an important role in ensuring that the Board of Governors acts as a sounding board to the Head of School and provides strategic direction.

The Chair has specific responsibilities including:

- Leading the BoG to set targets for the new school year ahead
- Approving the BoG meeting agendas and minutes
- Receiving all applications for BoG positions and resignations, and disseminating these to the Board for consideration and action
- Leading the annual BoG self-appraisal process
- Finalizing and delivering the appraisal of the Head of School

### **Vice Chair**

The Vice Chair supports the Chair in his/her duties by:

- Working closely with the Chair to establish a constructive relationship
- Taking on responsibilities delegated to him/her by the Chair and deputised for him/her during any absence
- Actively sharing the workload with the Chair
- Joining meetings with the Chair and Head of School, and the Chair and the Board of Directors

### **Secretary**

The Secretary is responsible for the administrative functioning of the Board of Governors. The Secretary:

- Convenes BoG meetings, forms the BoG meeting agenda in consultation with the HoS and Chair and distributes Board documents to the Governors;
- Attends the meetings of the Board of Governors and ensures minutes are taken and distributed to the BoG prior to the next meeting;
- Ensures that all BoG members are in receipt of all information, minutes or letters as required;
- Works effectively with the Chair of Governors, the other Governors and the Head of School to support the Board of Governors; and
- Advises the Board of Governors on constitutional and procedural matters, duties and powers.

## ANNEX 3 – BOARD MINUTES TEMPLATE

### Ambrosoli International School Board of Governors

Date of Meeting:

Members Present:

[Names]

Invited Guests:

[Names][None]

Agenda:

[List]

Summary of Discussion:

1. Matters Arising from Previous Meeting:

- a)
- b)

2. New Matters [per Agenda]:

- a) Issue:
  - (i) Discussion:
  - (ii) Decision/Resolution:
  
- b) Issue:
  - (i) Discussion:
  - (ii) Decision/Resolution:

3. Action Points: [item, person tasked to complete this, and time frame]

## **ANNEX 4 – PERFORMANCE APPRAISAL PROCEDURE FOR HEAD OF SCHOOL**

It is the responsibility of the Governance and Leadership sub-committee to conduct an annual appraisal of the Head of School and to report back to the full Board of Governors and the Board of Directors on the results of the appraisal.

It is expected that the results of the appraisal will inform (but not determine) the annual objectives for the Head of School, the potential to renew a contract (if relevant) as well as providing an evidence base on which to discuss any changes to terms and conditions for the Head of School.

### **Timing**

The Head of School appraisal should be completed by 15<sup>th</sup> May each year.

### **Procedure**

The Governance and Leadership sub-committee should form a two-person Head of School appraisal team from within its members.

#### **360 feedback**

At least one month before the appraisal meeting, 360-degree feedback should be requested from the following constituents:

- Teaching staff
- Non-teacher staff
- BoG
- BoD
- PTA
- Pupils

A short questionnaire should be given to all members of these six groups, covering:

1. What the Head of School has done particularly well in the last 12 months.
2. Areas where you think the Head of School needs to improve the most and why.
3. Any other comments.

These forms should be anonymous and, once completed, left in a box in the school's office. The forms should be reviewed by the HoS Appraisal Team and collated into one document.

#### **HoS self-evaluation**

At least two weeks prior to the appraisal meeting, the HoS should submit to the Appraisal Team a self-evaluation report against his/her objectives for the previous 12 months and/or progress against the School Development Plan. This self-evaluation should be clear in terms of areas where the HoS sees his/her greatest strengths as well as areas

that need development. Statements in the self-evaluation should be supported by evidence and examples. The self-evaluation report should conclude with some suggested HoS objectives for the following 12 months.

### **Appraisal team preparation**

Prior to the appraisal meeting with the HoS, the appraisal team should review and consider the evidence gathered through the 360 feedback and the HoS self-evaluation as well as broader evidence collected through ongoing BoG monitoring and evaluation of the HoS' overall performance. In doing so, the team should consider the progress the HoS has made against the agreed objectives over the previous 12 months and agree on outcomes of the review of the HoS.

### **Appraisal meeting**

The appraisal meeting will be led by the appraisal team and should include a discussion of the following items:

- Review and discussion of the 360 feedback received from constituents.
- Review and discussion of the HoS' self-evaluation.
- The appraisal team should clarify their summative judgements about the head teacher's overall performance and progress made towards objectives.
- Agree achievable but challenging objectives for the next appraisal period, with clear performance criteria. Ensure objectives are specific, measurable, achievable, realistic and time-bound (SMART).
- Ensure objectives are linked to the school development plan as well as the individual's responsibilities and support or wellbeing needs.
- Decide on the methodology by which the head teacher's overall performance and progress towards the new objectives will be monitored and evaluated.
- Determine any professional development activities to support the head teacher.
- Make arrangements for the production of the appraisal report to the Board of Governors and Board of Directors.

### **After the HoS review and planning meeting**

It is the responsibility of the Head of School to write up the report of his or her appraisal meeting within one week following the review meeting. This report will be reviewed and then when agreed, signed off by the Appraisal Team.

The report should contain:

- An assessment of the head teacher's performance against objectives (and other standards as appropriate).
- An assessment of the head teacher's professional development needs.

The appraisal team should then send the report together with any recommendations (e.g. on terms and conditions, on the need for professional development) to the BoG and BoD for comment. The Appraisal Team should present the HoS appraisal at the next full BoG meeting where any recommendations will be discussed and agreed either for onward approval from the BoD (e.g. on pay) or for immediate action or follow up within the next 12 months.

## **ANNEX 5 – SELF- APPRAISAL PROCEDURE FOR GOVERNORS**

The Board of Governors should carry out a self-appraisal once per year. The purpose of the self-appraisal is to review the effectiveness of the BoG in carrying out its mandate and to determine any new training needs for the BoG and the extent to which new skills are needed on the BoG. It is the responsibility of the Governance and Leadership sub-committee to facilitate the annual BoG self-appraisal.

### **Timing**

The BoG self-appraisal should be completed in the final BoG meeting of the school year.

### **Procedure**

The BoG leadership and governance subcommittee should appoint one member to lead the self-appraisal process.

#### **Head of School evaluation**

A short questionnaire will be provided to the Head of School covering:

1. What the BoG has done well in the last 12 months.
2. Areas where you think the BoG needs to improve the most and why.
3. Any other comments.

#### **School Parent Survey**

A short survey will be sent to all parents asking feedback about the Board of Governors including (i) their familiarity with the Board of Governors' role; (ii) opinion on Board of Governors' efficacy; (iii) Governors' level of communication with the parents; (iv) areas for improvement.

### **BoG self-appraisal form**

At least two weeks prior to the final BoG meeting of the year, each member of the BoG should submit a self-evaluation form – see below. Completed forms shall be returned to the Governance and Leadership Committee Chair. The committee will appoint a member amongst the group to prepare a short report summarizing the results of the evaluation for discussion by the BoG.

### **BoG self-appraisal discussion**

The discussion should be led by the appointed BoG member and include the following items:

- Review and discussion of HoS evaluation
- Review and discussion of the BoG self-appraisal forms.
- Discuss and agree any new training needs or skill requirements for the BoG and how these could be met.
- Discuss and propose new BoG objectives for the next 12 months. Ensure objectives are specific, measurable, achievable, realistic and time-bound (SMART).
- Ensure objectives are linked to the school development plan as well as the BoG's responsibilities.

### After the BoG review and planning meeting

It is the responsibility of the BoG secretary to write up the report of the BoG self-appraisal within one week following the BoG meeting.

### BoG Self-Appraisal Form

Name of BoG member: \_\_\_\_\_

1. Please comment on the **balance of skills across the BoG**. Do you think we have the right range of skills on the BoG? If not, please explain.
2. Please comment on the **effectiveness of the BoG**. Do we understand our roles and responsibilities? Do the sub-committees work as intended? Is our record keeping and communication effective? What has worked well this year and what less well
3. Please comment on the **school's vision and strategic direction**. Are you confident that the school has a clear vision and strategic direction? Do you think anything needs to change in terms of areas of focus or priorities?
4. Please comment on the extent to which you think we are **holding the school's management to account**. Do we understand the school's performance data? Do we regularly visit the school in order to know it and monitor the implementation of the school's vision and development plan?
5. What do you think the **BoG needs to prioritise in the next 12 months** in order to improve its effectiveness and to better support the school to deliver on its vision and mission?

## ANNEX 6 - COMMITTEE CHAIR RESPONSIBILITIES

### 1. Organization:

- Provides orientation to Committee
- Develops, with the committee, a sequence of work.
- Delegates work to members with assigned time frames
- Supports and coordinates the work of committee members.
- Ensures optimal use of members' abilities and connections.

### 2. Meetings

- Prepares for and calls the meeting, and ensures adequate notice for standing meetings
- Confers with committee members on their participation at meetings.
- Prepares the agenda and supporting materials.
- Presides at committee meetings to:
  - provides the background on agenda items and lead the discussion to approve or amend the agenda;
  - request reports from members providing suggestions as needed;
  - helps the committee evaluate its effectiveness.
  - takes minutes or selects a Secretary

### 3. Meeting Follow-Up Work

- Reports or interprets committee plans and progress to the Board of Governors
- Works with other committees on matters pertaining to the committee.
- Retains a file of pertinent data including minutes. [Can be uploaded to the Google Drive]
- Delegates work, encourages and guides committee members.

## **ANNEX 7 – HEAD OF SCHOOL RESPONSIBILITIES**

The role of the Head of School is to provide strategic leadership and professional management for Ambrosoli International School. This will ensure success and improvement for the school; ensure high quality education and personalised learning for all its pupils and high standards and achievement in all areas of the school's work.

### ***A. Shaping the future***

Critical to the role of the Head of School at Ambrosoli is working with the Governors and community to embed and review the school's shared strategic vision and plan which inspires and motivates pupils, staff and all members of the school community and leads to raised standards of achievement and wellbeing.

### ***B. Leading Teaching and Learning***

To ensure a broad and balanced curriculum is provided which develops the whole child and sets high expectations. To lead and challenge a team of practitioners to ensure that excellent learning and teaching is provided.

### ***C. Developing self and working with others***

To work with and through others, including governors, pupils, staff, parents and other members of the community to build a professional learning environment which enables all to achieve.

### ***D. Managing and leading the organisation***

To provide effective organisation and management for Ambrosoli International School and to lead and seek ways of improving organisational structures and functions.

Ensure that the school, the people and the resources within it are organised and managed to provide an efficient, effective and safe learning environment, managing available resources and ensuring value for money through effective performance management

### ***E. Accountability***

The Head of School at Ambrosoli International School has a professional responsibility to the whole school community. The Head of School is also accountable to the Governors for the school, the environment and all its work.

### ***F. Strengthening community through collaboration***

To engage with the internal and external school community. To encourage and engage in collaboration with other schools in order to bring positive benefits to the school and share its expertise more widely.