

<b>POLICY</b>	<b>Owner</b>	Director of Education
	<b>ID (Version)</b>	DU/1.1.1 (v2)
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## GOVERNANCE

### POLICY STATEMENT

This policy defines the governance of the Arbor School, Dubai. It sets out a model of governance that has been developed within the specific context of Dubai and the UAE and describes the principles on which the school is governed, what is expected of the “Governors”, and the relationship between the governing body and the school’s leadership. Much of the information contained within this policy aligns with the KHDA publication [“The Gift of Good Governance”](#).

In schools, the key difference between Governance and Management is the distinct separation between strategic leadership (Governance) and the operational running of the school (Management). Governance is the role of the board while management is the responsibility of the principal. Governors should not be involved in the daily management of the school or its operations.

### The Core Functions of the Governing Body are as follows:

- Setting the strategic direction of the school within the context of a clearly stated vision and ethos;
- Acting as a critical friend to the principal and leadership of the school;
- Seeking the views of all stakeholder groups to gain accurate and comprehensive knowledge of the school;
- Holding the Senior Leadership Team accountable for the achievement of the agreed strategy and running of the school, by effectively monitoring the school’s actions and the outcomes for students;
- Overseeing the overall educational performance of the school and engaging in dialogue with the leadership of the school about how this can be improved;
- Overseeing the financial performance of the school – this includes setting fees, oversight of the budget, and achieving financial targets.
- Acting as a constructive critical friend to the principal and leadership of the school;
- Ensuring that the school is well staffed and resourced, and that all statutory requirements are met.

### We believe that the key features of Good Governance are:

#### 1. Leadership & Culture

- Acting individually and collectively as good members of the community.
- Understanding responsibilities and obligations to society.
- Focussing on enabling students to become productive members of society.

#### 2. Clarity of Purpose

- Defining core values, vision, and mission.
- Developing a clear purpose and a strategy to achieve it.
- Not deviating from the purpose.
- Applying agreed values in both policy and practice.

#### 3. Accountability

- Holding senior management accountable for financial and educational outcomes.
- Ensuring that the board’s own performance is evaluated and supports continued improvement of the school and business.
- Ensuring good stewardship of the budget.

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- Managing risk and the strategy for information technology that supports the achievement of strategic objectives.
- Ensuring optimal performance through data analysis and reporting, to develop strategies for improvement.

#### 4. Diversity and Integrity

- Including capable board members with a mix of skills, experience, and qualities.
- Acting with integrity by adhering to core values, principles, the vision, and the mission.
- Working together positively and as a team.

#### 5. Structures & Committees

- Creating effective standing and ad-hoc structures to which work can be delegated and completed effectively.

#### 6. Roles and Responsibilities

- Providing clarity about the roles and responsibilities of individuals, groups, and committees within the governance of the school.
- Providing clarity about the information that the governing body requires from the principal and senior management so that it can exercise its authority and responsibilities effectively.

#### 7. Compliance

- Ensuring that all statutory and contractual requirements are met.
- Ensuring compliance with applicable laws.
- Adopting appropriate non-binding rules, codes, and standards to help the school achieve its mission and purpose.

#### 8. Community Engagement

- Adopting a stakeholder inclusive approach that balances the needs, interests, and expectations of all stakeholder groups over time.

### APPLICATION

The way that Governance is structured at the Arbor School reflects the unique context of Dubai and the UAE and enables the school owners to ensure that their vision is realised and that the voices of all stakeholders are considered.

The Governing Body is comprised of six standing committees:

1. Executive Committee
2. Education Committee
3. Sustainability, Environment & Facilities Committee
4. Digital Strategy and Communications Committee
5. Well-being and Inclusion Committee

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### 1. Executive Committee

This committee is comprised of the owners of the school, their representatives, and the School Principal. It is responsible for the Vision/Mission, Values, Business Strategy, the overall performance of the governing body, Educational Standards, Compliance, Support for School Leadership, Quality Assurance, School Performance, Resources, Facilities, and Stakeholder Voice. The committee approves all School policies and ensuring that they are reviewed regularly (every two years unless an annual review is required as per regulation or best practice), to include any / all amendments in rules defined by the regulatory authorities.

- **Membership:**

- Chief Executive Officer, Praxis Educational Investment L.L.C
- Director of Finance, Praxis Educational Investment L.L.C
- Director of Education, Praxis Educational Investment L.L.C
- Deputy Director of Education, Praxis Educational Investment L.L.C
- School Principal, The Arbor School L.L.C

### 2. Arbor Governing Board Advisory Council (the AGBAC)

The remaining four committees comprise the AGBAC

1. Education Committee
2. Sustainability, Environment & Facilities Committee
3. Digital Strategy and Communications Committee
4. Well-being and Inclusion Committee

- **Membership:**

- Arbor Executive Governing Board Members:
  - Director of Education, Praxis Educational Investment L.L.C
  - Deputy Director of Education, Praxis Educational Investment L.L.C
- Head of Primary, The Arbor School L.L.C
- Head of Secondary, The Arbor School L.L.C
- Parents
- Non-Teaching Staff
- Students (when appropriate)
- Community and Emirati members
- Other Academic Leaders and Staff as required

In addition to the core functions of the Governing Body, the AGBAC gives a voice to the various stakeholder groups in the school and community. This group provides useful feedback on all aspects of school life and is a source of innovation. An ongoing constructive dialogue with stakeholders is regarded as invaluable. The AGBAC provides written feedback to the Board through minutes and the School Leaders in attendance feed back to the School Principal.

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The AGBAC contributes significantly to providing strong governance in the school. In their role, they complete regular learning walks and also form focus groups to consider specific priorities and projects within the school.

Members of the AGBAC are expected to serve for two academic years, but additional members can be co-opted for specific purposes or when specific topics are being discussed. Stakeholders wishing to serve on the AGBAC are required to submit a short biography and a letter explaining why they would like to serve the community in this way and the skills and experience that they bring.

- **Meetings**

- The ‘Full Governing Body’ meets once per term / three times per year. This meeting is attended by all Executive Committee members, plus the Chairpersons of the four remaining committees (2-5).
- The Executive Committee meets once per term / three times per year, and this committee includes the School Principal.
- The Arbor Governing Body Advisory Committee - meets six times per year formally, each half term. All members of committees 2 to 5 attend.
- Committees 2 to 5, meet individually six times per year, each half term, and informally as required.

### 3. General Expectations

Governors are expected to:

- Enhance the work of the Governing Body.
- Be a critical friend at meetings but not openly critical in public.
- Prepare for meetings so that they are well informed, having as a minimum read all the papers sent out with the agenda.
- Attend meetings and play an active role.
- Support the school with parents and in the community.
- Recognise the corporate status of the Governing Body and the concept of collective responsibility.
- Respect confidentiality and the need to act with circumspection.
- Accept responsibility for their own training and development.

### 4. Responsibilities and Authorities

- **COMMITTEE CHAIRS**

The responsibilities and authorities of the Chairs (“the Chair”) include:

- Representing the School’s Governing Body or its committees
- Taking responsibility for the execution of resolutions passed and decisions taken by the Governing Body and Executive Committee and abide by recommendations;
- Providing leadership to the Governing Body and chairing meetings of the Governing Body;
- Ensuring that the Governing Body acts efficiently, fulfils its responsibilities and discusses all its significant issues on a timely basis;
- Calling Governing Body/Committee meetings, setting meeting agendas and chairing meetings;

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- With the assistance of the Clerk, developing and approving the agenda of each meeting, taking into consideration any recommendations / issues that the Governors and the School's Governance Committees propose to be included in the agenda;
- Ensuring sufficient information reaches the Governors in a timely manner and ensuring that the Governing Body and committees makes decisions based on sound and clear information;
- Encouraging the process of discussion, constructive criticism, and the expression of opinions and viewpoints during Governing Body / committee meetings, decision-making and voting;
- Identifying and addressing any development needs of Governors, with a view to enhancing the overall effectiveness of the Governing Body;
- Supervising the role performed by the Clerk and ensure that Governing Body minutes are accurately recorded and circulated to, and approved by, all Governors;
- Setting objectives for the Governing Body and committees; defining action plans for the Governing Body and Committees and obtaining the approval of the Governing Body where required and,
- Following up on the works of the committees to ensure that they are performing the assigned tasks and submitting follow-up reports to the Governing Body.

- **CLERK TO THE GOVERNORS (EXECUTIVE COMMITTEE AND AGBAC)**

The responsibilities and authorities of the Clerk to the Governors ("the Clerk") include:

- Monitoring the frequency of Governing Body meetings and ensuring that the stated requirements for the minimum number of meetings held are met;
- Following Governing Body-specified procedures with regards to the circulation of information between Governing Body and Committees/Project Groups, in addition to specifying the dates of any meetings held and taking minutes of applicable meetings;
- Minuting all discussions, Governor suggestions and voting results occurring during meetings, and maintain minutes of meeting as an obligatory record;
- Making these records available to regulatory bodies / inspectors, Governor (as appropriate) and,
- Bound by confidentiality of privileged information, the Clerk has authority to access all information / reports submitted to the Governing Body and Committees for the purposes of reporting and documenting.

- **CODE OF CONDUCT**

The Governors must:

- Respect the confidentiality of privileged information which comes before the Governing Body and ensure not to discuss confidential matters of the Governing Body outside meetings;
- Recognize that authority rests with the Governing Body as a whole, not with individual Governors;
- Avoid any conflict of interest and be open about potential conflicts of interest;
- Attend all regular Governing Body meetings and special Governing Body events insofar as possible;
- Be on time for meetings, come prepared and informed of issues to be considered and discussed;
- Participate in the consideration of all matters before the Governing Body;
- Provide advance notice and information about issues to be raised;

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- Consider all viewpoints and actively listen to the opinions of other Governors and attendees prior to making final decisions;
- Take decisions based on the facts and one's own independent judgment on what is best for the school, instead of for individuals or special interest groups;
- Support the Governing Body's decisions publicly even though a decision may not reflect one's personal viewpoint;
- Avoid raising individual concerns or matters unless they have implications that concern the Governing Body; and
- Treat other Governors, as well as the School's Principal and staff with respect and consideration.

#### • **TRAINING AND DEVELOPMENT**

The Governors are expected to:

- Develop their skills and experience, related to their specific roles and to take opportunities to visit the school and get to know staff and the work of the school.
- Deepen their knowledge and skills through appropriate training programs and events held in the school and elsewhere.

#### • **MEETINGS AND DOCUMENTATION**

The following must be adhered to:

- The Clerk is responsible for monitoring the frequency of Governors meetings in liaison with the Chairs of both groups.
- Executive Committee meetings are required to be convened by the Chair at the request (in writing) of any three Board members. Invitations to meetings should be distributed by the Clerk to the Governors and Guests at least five working days prior to the meeting and must specify the meeting date and time, meeting venue / method.
- The Chairs will finalize the agenda for meetings and ensure circulation (along with any supporting documentation) to all Governors and Guests (where relevant) in a timely manner, to enable proper review of the relevant information and facilitate appropriate decision-making, through the Clerk.
  - Governors are free to suggest items to be included in the agenda of the Board meetings at least five working days in advance, and its addition is subject to the Chair's approval. Should an item not be approved for addition in the agenda, the Chairs will provide suitable reasoning to the respective Governor in writing;
  - At the discretion of the Chairs and with consent of the majority of the Governors in attendance, Governors may raise additional items during meetings not originally included in the relevant agenda.
- If the Chairs are unable to attend any meeting, they must appoint a Vice-Chair to conduct the meeting.
- If the Clerk is unable to attend any meeting, the Chair may designate a Deputy Clerk, or a Governor, to serve as a minute-taker in his / her place.
- Governors are not permitted to delegate the right to attend meetings to others.
- When required, Guests may be invited to attend meetings (in whole or in part), but only with prior permission from the Chair.

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- The minimum quorum for meetings will be a majority of Governors. The Clerk and any Guests in attendance will not be counted towards the minimum quorum.
- Board meetings must be of a sufficient duration of time to enable proper deliberations by the Governors and any Guests in attendance on matters presented for discussion / decision-making.
- Decisions taken by the Executive Committee during its meetings will be determined by consensus. If a vote is tied, the vote of the Chair will determine the result. Governors will be required to sign on decisions / resolutions made will during meetings. Decisions / resolutions may be circulated by the Clerk to relevant individuals subject to the Chair's approval.
- Governors must exclude themselves from any discussion or decision / vote arising in a conflict of interest and must advise the Clerk of the same for it be minuted.
- The minutes of each Board meeting must be taken by the Clerk and will become part of official records. Minutes must clearly detail:
  - o Meeting reference number, date, time, and venue;
  - o Names of attendees and absentees;
  - o Key discussions undertaken;
  - o List of supporting documents provided;
  - o Key decisions / resolutions taken and / or actions agreed;
  - o Persons responsible for executing / following up on decisions / resolutions taken and / or actions agreed within fixed due dates; and
  - o Individual objections to particular decisions / resolutions taken.
- All Board meeting minutes drafted by the Clerk should be reviewed by the Chair prior to its circulation to all Governors and any Guests (if applicable).
- Policies will be reviewed annually where required to meet statutory regulations or best practice expectations that would affect external accreditations, or every two years otherwise. Policies will be reviewed by the Principal in the case of school produced policies and then passed to the Director of Education for review. The policy will then be passed to the Executive Committee for comments, and a final version then agreed between the Director of Education and Principal to be presented to the Executive Committee for final approval.
- Where a policy is produced by the Executive Committee, a draft will be agreed by the Executive Committee and then presented to the Principal for comment and discussion. Final adjustments will be made and a final version produced by the responsible member of the Executive Committee.

## RELATED DOCUMENTS

Document Title	ID / Reference No.
Governance Document Management Policy	DU/1.2.1
Delegation of Authority Policy	DU/1.2.2

## ABBREVIATIONS AND DEFINITIONS

Abbreviation / Term	Description / Definition
EXECUTIVE COMMITTEE / Board	The Arbor Executive Governing Board

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<b>Abbreviation / Term</b>	<b>Description / Definition</b>
AGBAC / Council	The Arbor Governing Board Advisory Council