



XCL International School Penang, School Advisory Board INSTRUMENT OF GOVERNANCE

1. Purpose

The primary function of the School Advisory Board ("SAB") is to act as an advisory body which will have an overview of the activities of the School and make recommendations to the Principal and the Board of Governors (BOG).

2. Authority of School Advisory Board Members

SAB members have authority only when acting as a part of the SAB in session or as a result of specific instructions by the SAB. The SAB shall not be bound in any way by any action taken or statement made by any individual SAB member, except when such action taken or statement made is during a SAB meeting or as a result of specific instructions by the SAB. The SAB is accountable to the XCL Board of Governors.

3. SAB Responsibility

- 3.1 The SAB advises on matters concerning the School's strategic educational philosophy and educational planning with a view to safeguarding the reputation of the School and to ensure that it operates within the ethos of the XCL Education group.
- 3.2 The SAB receives survey results and the Principal's reports on inspection reports and provides market, parent and student feedback on the School's performance. The Principal should also provide the SAB with a report at each of its regular meetings.
- 3.3 The SAB or representative members of the SAB should meet with the Board of Governors as part of XCL's annual inspection of the School.
- 3.4 The SAB acts as an appeal body for the exclusion of a student.
- 3.5 The Chair of the SAB, BOG and the Principal may bring any issue to the SAB within the scope of the remit of the SAB.
- 3.6 The SAB shall keep minutes of its meetings.
- 3.7 The SAB will evaluate itself on an annual basis.
- 3.8 For clarity
 - All financial matters are overseen by the Board of Governors.
 - The SAB does not function as a decision-making body but can make recommendations to the BOG and the Principal.
 - The SAB does not deal with day-to-day operational issues.
 - The SAB is not a channel to express a governor's own, another parent's or any staff member's individual grievances or concerns.

4. SAB Structure & Composition

4.1. Members

The members of the SAB are appointed in accordance with the selection process as explained in Appendix A. The CEO of XCL Education will be the titular President of the SAB. The total number of members in the SAB is to be determined by the BOG. All members of the SAB are appointed strictly on a volunteer basis and will not be financially compensated for their participation on the advisory board.

The SAB consists of the following members:

Voting Members:

- Two internal members nominated by the Board of Governors
- Not more than three (3) Independent Governors
(Of which one (1) will be voted Chair and one (1) will be voted Vice Chair)

Non-Voting Members:

- Principal; and

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- School Head of Finance (who will also act as secretary)

The Chair and Independent Governors will normally (but not necessarily) be parents or ex-parents of the School, or a professional with a background in education.

The Principal will always be invited to attend with the exception of matters relating to his/her performance. The Chair may invite other attendees on a case-by-case basis.

The President shall appoint the three independent Governors and other members of the SAB nominated or elected in accordance with these By-laws and the selection process set out at Appendix A. The term of office will be concurrent with two school academic years.

4.2. Eligibility

The SAB should have members with knowledge and experience of the matters which are likely to come before it. It should, therefore, ideally have members, whether they are nominated by BOG or independent with the following professional expertise:

- Education
- Safeguarding
- Property
- Legal (the expertise should be in relevant statutes/regulations of the particular territory in which the SAB operates.)
- Management

It may not be possible for a SAB to embrace all the particular professional skills that may be required. Governors may consider seeking independent professional advice, particularly when considering potentially contentious issues.

4.3. Responsibilities

Chair

The Chair shall be elected from among the Independent Governors by a simple majority vote of the voting members of the SAB during the first SAB meeting following completion of the Selection Process, and appointed by the President. The Chair shall: -

- Preside over all meetings of the SAB, enforce the rules governing meetings and provide for the efficient conduct of business.
- Ensure that each new SAB member is provided with a personal copy of the SAB By-laws and access to the School Policy Manual.

Vice Chair

- The Vice Chair shall be elected by a simple majority vote of the voting members of the SAB during the first SAB meeting following completion of the Selection Process, and appointed by the President.
- In the absence of the Chair, the Vice Chair shall assume the duties and powers of the Chair.

The Secretary

The Secretary will be the school Head of Finance. The Secretary is responsible for:

- The administrative arrangements for meetings of the SAB.
- Preparing and circulating in advance the agenda and supporting papers for meetings of the SAB.
- Preparing and agreeing with the Chair of the SAB appropriate minutes of the meetings of the SAB and circulating the same to all members of the SAB.
- Be responsible for the accurate recording and dissemination of minutes of the SAB.
- Be responsible for drafting and disseminating the formal correspondence of the SAB and maintaining the files of all SAB correspondence and maintaining the SAB historical archives.
- In all these matters, the Secretary should whenever necessary consult the Chair of the SAB.

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SAB Members shall: -

- A. Serve on a SAB committee (if applicable) if so requested by the SAB.
- B. Be prepared for all SAB meetings and committee meetings on which the member serves.
- C. Each member of the SAB shall keep strictly confidential and not disclose to any person not a member of the SAB in any manner whatsoever, in whole or in part, any Confidential Information, save with the unanimous consent of the Board of Governors. 'Confidential Information' shall have the meaning defined in the Confidentiality Agreement which shall be signed between the School and each member of the SAB.

4.4. Term

Voting Members

- A. The Chair will serve a two-year term (i.e., two school academic years) and may reapply for successive terms under the Independent SAB Selection Process outlined in Appendix A.

Non-Voting Members

- A. Each non-voting member shall serve on the SAB for as long as he/she holds the post of Principal or Head of Finance respectively. In respect of such non-voting members, newly appointed members assume, and retiring members relinquish, their duties upon the date of announcement of the appointment or retirement.

4.5. Removal of SAB Members

- A. If an employee of XCL Education or a XCL School is appointed to the SAB in his or her capacity as a XCL Education or a XCL School employee then that member shall be automatically removed from the SAB if he/she ceases to be an employee of XCL Education or a XCL School as the case may be.
- B. The President shall have the right to remove a member from the SAB if it is determined that the behaviour or actions of that SAB member is detrimental in any way to the reputation and function of the School, any other XCL School or any of the School's affiliates.

4.6. Vacation of Office

- A. If an Independent SAB member resigns or is removed during his/her term of office, BOG shall have the right to appoint a new Independent SAB member from the persons nominated from the selection process or defer appointment of a new Independent SAB member at its discretion pending a new selection process.
- B. If an Independent SAB member nominated by XCL Education resigns or is removed, BOG shall nominate a new SAB member to fill the vacancy.

5. SAB Meetings

- A. The SAB will meet at least twice per academic year ("Regular Meetings") other than when a special meeting is called at the discretion of the Chair ("Emergency Meeting"). The following academic year's Regular Meeting schedule shall be set by the end of June of the current academic year.
- B. The meetings shall not be open to staff, parents or others save to the extent they are invited to attend.
- C. The SAB will set agree objectives for the School, led by the Principal, for the current academic year and monitor the School's progress against the set objectives.
- D. No SAB meeting shall be deemed to be in session unless there is a quorum of voting members present. A quorum shall be constituted where more than 50% of the SAB voting members are present.
- E. The Secretary shall schedule all meetings and circulate an agenda with supporting documentation to all members of the SAB in line with the following minimum notification periods:
 - a. Regular Meetings; at least ten (10) business days in advance
 - b. Emergency Meetings; at least one (1) business day in advance
- F. If a quorum is not present then the meeting shall be adjourned until the same time one business day later. The attending voting members at that meeting shall constitute a quorum.
- G. SAB meetings shall normally take place by a combination of a gathering of members, by video conference or face to face.

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- H. A simple majority of voting members is required to pass SAB resolutions in all cases except resolutions and/ or amendments stipulated in Section 6.
- I. All Regular Meetings of the SAB will be closed and limited to members as indicated under Section 4.1.
- J. All SAB minutes of meetings will be available to all SAB members and BOG and other parties as designated by BOG.

5.1. Agenda Items

- A. The Agenda should consist of any item which in the opinion of the Chair falls within the remit of the SAB under Article 3 and which will enable the SAB to make an informed judgment on the reputation of the School, its academic standards and its standing in the community.

5.2. Voting

- A. The Chair is generally expected to guide SAB to decisions by consensus. However, in the case when a vote is necessary, each SAB member will have one vote, save for the Chair who will have a casting vote in the event of deadlock.

6. Amendment of the By-Laws

- A. The By-laws may only be amended with a two-thirds majority vote of the full voting SAB and with the approval of the BOG.
- B. Unless specifically stated otherwise, revised By-laws shall take effect immediately upon approval by the BOG.

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APPENDIX A

School Advisory Board

Independent School Advisory Board Member Selection Process

This document describes the formal process of the nomination and selection of Independent School Advisory Board members.

Overview of Selection Process



Administration

- The Principal has the task of handling the administrative work required for the selection process. His responsibilities will include the following:
 - set out dates,
 - post announcements,
 - collect nominations and applications,
 - set up and administer the technical implementation side of the voting itself, and
 - formally announce the results.

Announcement

- A public announcement will be made to all parents that the school is looking for suitable candidates to be Independent SAB members.
- At the same time, an email will be sent to the Board of Governors, the current SAB and the Principal to inform them that they may nominate suitable candidates to be Independent SAB members.

Applications and nominations

- Applications and nominations should be made by those who are interested in applying for the position by the completion of the application or nomination form.
- In order to be significant contributors to SAB, the applicants would be expected to satisfy the following criteria:
 - The applicant should ideally have experience and a standing in the community that would be able to provide value to the School.
 - The applicant must be aware of the general functions and proceedings within the School.
- The application period shall be open for up to two (2) weeks.

Nominations

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- A call for nominations will be sent via email to the BOG, the SAB and the Principal. This call will be sent twice - once at the opening of the nomination period, and a second "final call" for nominations on the day before the period closes;
- Members of the BOG, the SAB and the Principal are eligible for placing nominations;
- Eligible members may nominate any number of candidates they deem appropriate to undertake the role of a Independent SAB member;
- The nomination period shall run for the same two (2) weeks as the application period.

Short-Listing & Contact Nominees

- The Principal will review the pool of candidates who apply or who are nominated and prepare a shortlist of not more than 6 candidates.
- In order to ascertain the suitability of the candidates, at the discretion of the Principal interviews may be conducted but are not mandatory.
- This short-listing and contacting process should ideally be completed within one (1) week.

Final Nominations and Appointment

- The BOG will rank the short list and nominate the candidates to be appointed as Independent SAB members.
- The President will appoint those nominated by BOG.
- The nomination and appointment shall be completed within one (1) week.

Formal Invitations

- Formal invitations from the President will be sent to the Independent SAB members confirming their appointment to the SAB.
- In the case, where an invitation is rejected, a formal invitation will be sent by the President to the next person on the list.

Election and Appointment of Chair

- The voting members of the SAB will by a simple majority vote elect the Chair who shall be one of the Independent members. The elected Chair will be formally appointed by the titular President of the SAB, who is the CEO of XCL Education Group.

Mid-term Appointment Process

Should an Independent Governor step down prior to serving out the full term (which shall be 2 school academic years), BOG shall have the right to appoint a new Independent SAB member from the persons nominated from the selection process or defer appointment of a new Independent SAB member at its discretion pending a new selection process.

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