



ISS COUNCIL AND COMMITTEE CODE OF CONDUCT

In the interests of accomplishing the mission of ISS and effectively nurturing a collegial community of trust and mutual respect, each council and committee member, both new and returning, signs a Council Code of Conduct annually, which stipulates the expectation, responsibilities and standards of behaviour detailed below.

For committee members that are members of individual committees, and are not council members, this Code of Conduct and clauses within should be read as pertaining to the committees on which they serve only and is in force for the lifetime of those committees only.

1. Legal Obligations of all Committee Members¹

A committee member must:

- (a) act in accordance with the Companies Act and the general law
- (b) act in accordance with the Articles of Association (s.103)
- (c) only exercise powers for the purposes for which they are conferred (s.103)
- (d) act in the way the member considers, in good faith, would be most likely to promote the success of the School for the benefit of its Members as a whole (s.104)
- (e) exercise independent judgement (s.105)
- (f) exercise reasonable care, skill and diligence (s.106)
- (g) avoid conflict of interest (s.107, 109)
- (h) not accept benefits from external parties (s.108)
- (i) declare their interest (s.109)

2. Commitment to the Mission

ISS's stated mission is "ISS is committed to rigorous and high academic standards and instillation of ideals of life-long learning and responsible global citizens. We strive to ensure that every student leaves ISS with an international understanding, an ability to think critically, act with compassion, care about themselves and others and display the attributes of School Wide Learner Outcomes." All of the Council's deliberations and efforts are directed towards advancing this stated mission of the school, the related Student Learner Outcomes, and the overall interests and well-being of the students of ISS.

3. Standards of Behaviour

The Council views diversity and different points of view as a source of strength. Council and committee members commit to respect and to listen to each other, to contribute input candidly and constructively, and to work to understand differing points of view, building towards a broad consensus as much as possible.

Council and committee members respect and diligently guard the confidentiality of discussions and the materials prepared to support them. Council members agree to not release or divulge information that is confidential, or that the Council member should

¹COMPANIES ACT 2015 (Fiji) <http://www.fiji.gov.fj/getattachment/f518cbbc-16ad-4383-8661-cf9e0817ffb3/Act-3---Companies-Act-2015.aspx>

reasonably know is information that is confidential, including information that is considered by Council in confidence.

Council and committee members understand the critical importance of effective communication.

The Council seeks to continuously improve its own and the schools performance. The Council and committee priorities are agreed upon at the start of the school year, and evaluations of the performance of the Council collectively are conducted annually.

4. Behaviour in the Community

The Council and committee members support the Head of School, the school and its mission collectively and individually. Council members strive to be highly visible and engaged in the school community. Council and committee members must “walk the talk” exhibiting behaviours that reflect the core values of the school: integrity, fairness, respect and collegiality. Council and committee members seek to promote trust and mutual respect within our community. Council and committee members are expected to lead by example in striving for a positive, constructive and cooperative climate when interacting with students, parents, faculty, staff, administration, fellow council and committee members and any non-ISS community members.

5. Decisions of the Council

In decision-making and in the performance of their role, Council members will take account of the diverse current and future needs of the school, provide leadership and promote the interests of the School.

All Council members recognise the need for the Council to speak with ‘one voice’. That decisions of the Council are that, ‘the decision of the Council’. Members cannot, therefore, publicly state the opinion of the ‘Council’ without prior decision of the Council. All other opinions are therefore the opinion of the individual not of the Council.

Members can ‘if deemed appropriate’ speak in opposition to the council decision but should do so only when considered in the ‘best interest of the school’.

Deliberations and casting of votes by Council members during decision making is considered a confidential matter.

6. Governance versus Operation

Council and committee members are expected to adhere to their roles of governance and leadership, not management. Community members often recognize individual trustees as Council or committee members, and this imposes the need for extra caution in terms of what Council or committee members do and say. Individual Council or committee members do not become involved directly in specific management, personnel or curricular issues. Council and committee members are expected to separate the needs of the school from the needs of any particular child or constituency. Council and committee members focus on ISS policies, strategic direction, and business in Council and committee meetings, and use appropriate channels to raise issues and concerns as parents.

7. Working through Proper Channels and Process

Council and committee members work cooperatively and positively through the established channels at ISS for communications and decision-making. Council and committee members, individually and collectively respect the importance of process in civil community and endeavor to utilise and improve such channels.

The Council and Council members must treat with fairness, impartiality and respect all input received from members of the school community and directs and follows up on such input in accordance with the Council norms and processes, including established procedures and channels of communication for complaints or grievances. Due diligence is exercised in assessing inputs to, and actions proposed by, the Council.

8. Leadership in Giving

The success of a learning community is based on the individual contributions of many, and as leaders at ISS, the Council has a unique opportunity to shape the culture and philanthropic spirit of the School. Through personal involvement as members of the Council, individual members *learn* and *live* the value of contributing to society and the school's mission comes alive.

As a model for parent and community involvement, the Council is expected to set the standard for others. As leaders within the community, the Council has shown its commitment to personal involvement at ISS. By demonstrating leadership in service and giving, the Council provides the appropriate model for the community.

9. Conflicts of Interest

Members of the ISS Council and committees should be considered "independent" from the School's operations, with the exception of the Head of School, who serves as both an employee and board member. Such independence is required to ensure that each council and committee member is able to make decisions without regard to personal from such decisions and such that the School is able to make decisions without regard to the impact upon any individual council or committee member(s). Such personal impact should also be considered for immediate family members of council and committee members.

In order to ensure the independence of the members of the Council and committees, actual and perceived conflicts of interests must be minimised. When an actual or perceived conflict of interest is identified, measures must be taken to ensure that such conflicts do not impact rational business decisions of either the Council or the School's management. Potential conflicts may occur when:

1. ISS vendors are owned or controlled by members of the Council or committees or their impact immediate family members, or
2. ISS Council members utilise the same vendors in their private life/business as those used by ISS.
3. ISS employs immediate family members of council or committee members, either in a part-time or full-time paid capacity (note: employment in a volunteer capacity is an exception).

Individuals with such conflicts may not be invited to join the ISS Council. If such a conflict arises, it is the obligation of the council member to disclose the conflict.

10. Breaches of the Code of Conduct

Breaches of the Code of Conduct will be dealt with through the ISS Grievance Policy and continual breaches may result in the removal of the Council or committee member.

I agree to abide by the Code of Conduct at ISS as outlined above

.....
Name

.....
Signed

.....
Date