



European School LLC

შპს ევროპული სკოლა

"European School" LLC Supervisory Board Policy



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Article 1. General Provisions

3. This Policy is designed on the basis of the Charter of the European School LLC (hereinafter referred to as the "School").

4. The Policy shall define the procedure for calling meetings of the Supervisory Board (hereinafter referred to as the "Board"), the issues to be considered at the meetings as well as the rules and procedures related to proceedings of the Supervisory Board meeting.

Article 2. Composition of the Board

1. The Supervisory Board is the School's governing body, the purpose of which is to ensure the sustainable development of the school and its future well-being.
2. The Board shall consist of at least 5 (five) members. The exact number of Board members, the identity of the Board members and their tenure shall be determined by the Meeting of Partners. A member of the Supervisory Board may be elected/appointed for a tenure of no more than 5 years. The tenure of a member of the Supervisory Board shall automatically extend after its expiration until the General Meeting and the election of new members at that meeting. A member of the Supervisory Board may be elected for a new term.
3. A member of the Supervisory Board may be reappointed to the same position without any restrictions.
4. By decision of the General Meeting of Partners, the chairman and members of the Board may receive remuneration.

Article 3. Powers of the Supervisory Board

The Supervisory Board shall be entitled to:

- a) Approve and supervise implementation of short-term and long-term strategies for the School's development;
- b) Approve the School budget;
- c) Hear reports from the Director and the Administrative Manager of the School annually;
- d) Assess activities of the Director and the Administrative Manager;
- e) Define the tuition fee for the School students/fosterlings, the tuition fee payment procedure and issues related to discounts;
- f) Decide the issue of changing the organizational structure of the school;
- g) Develop and approve the activity policy of the Supervisory Board;
- h) Delegate powers to the Director and/or the Administrative Manager of the School.

Article 4. Rights and Powers of the Board Members

1. Members of the Board shall conduct the School business in good faith. In particular, they shall take care as an ordinary person of sound mind in a similar capacity and under similar circumstances would, acting in the faith that their action is in the best interests of the School. If they fail to fulfil that obligation,

they shall be jointly and severally liable for damages incurred by the School, with all their assets, directly and proximately.

2. Members of the Board, except with the prior consent of the School Partner/ Meeting of Partners, shall not use for personal gain information related to the activities of the School that became known to them in the course of carrying out their duties or by virtue of their official capacity. The above liability may survive the resignation/termination of powers of the persons but for not longer than three years.

3. Duties of the Chairperson of the Board shall be as follows:

- a. Call meetings of the Board;
- b. Preside at meetings of the Board;
- c. Maintain correspondence on behalf of the Board;
- d. Settle all minor policy matters which arise at the meetings. In carrying out these duties, the Chairperson is guided by the policy resolutions of the Board and is required to report to the Board any actions taken;
- e. Prepare the Board meeting agenda.

4. By decision of the Board, the Board members may adopt a supervisory role in the following areas and directions:

- a. Financial matters and investments;
- b. Financial auditing and budgeting;
- c. Monitoring of national and international program implementation.

5. The detailed responsibilities of the board members are defined by Appendix 5 of the present policy.

Article 5. Board Member's Code of Conduct

Each member of the European School Board adheres to the following code of conduct. The members of the Board shall:

- a) Avoid any legal conflict of interest or improper behavior that could result from their position, and shall not use their Board membership for personal interests and gain.
- b) Recognize that a Board member has no legal power as an individual and that decisions can be made only by a simple majority of the full membership of the Board at a duly convened Board meeting.
- c) Take no personal actions that might be detrimental to the School and shall maintain confidentiality of information.
- d) Encourage and respect the free expression of opinion by the Board members and others who seek a hearing before the Board.
- e) Represent the School in good faith and equally and refuse to delegate their responsibilities to special interested groups.
- f) Abide by decisions of the Board in accordance with the established procedure, while retaining the right to express a different option in such decisions in an ethical and constructive manner.

Article 6. Convening and Conducting a Meeting of the Supervisory Board

1. The Supervisory Board meeting (including an extraordinary meeting) is convened and held in accordance with the procedures established by the Law of Georgia "On Entrepreneurs" and the School Charter.

2. The Chairman of the Supervisory Board, a member of the Supervisory Board and/or the entity's Director shall have the right to convene a meeting of the Supervisory Board.

3. Minutes of the Board meeting shall be drawn up at all meetings of the Board, which shall include the decisions made at the Board.

4. It shall be not necessary to convene a Meeting of the Supervisory Board if the following procedure is followed when making a decision:

4.1. The body/person authorized to convene the meeting shall send the agenda containing the issues to be resolved and the draft Supervisory Board decision to the members of the Board at their residential or e-mail addresses. The message, together with the draft Board decision and agenda, shall also include the following: a) an indication of the deadline within which the members of the Board must state their position and b) all information/data and documents necessary for making a decision.

4.2. If a member of the Board does not notify the person convening the meeting in writing of his/her consent to the draft Board decision within the period specified in paragraph 4.1. of this policy, he/she shall be deemed to have disagreed with this draft.

5. The decision made in accordance with paragraph 4 of this policy shall be signed by the Chairman of the Supervisory Board or any of its members who have expressed their consent to the said issue. The signatory shall send copies of the Board's decision, indicating the date of the decision, to all members of the Supervisory Board (by the same means of communication by which the decision was made) and also to the person convening the meeting no later than 3 (three) days after the adoption of the said decision.

6. For the avoidance of doubt, when adopting a decision of the Supervisory Board without holding a meeting (based on paragraph 4), the majority of votes shall be calculated from the total number of votes of the Supervisory Board, and the decision shall be adopted in accordance with the procedure established in clause 8.

Article 7. Board Member's Conflict of Interest

1. To avoid a conflict of interest:

a) The Board shall prohibits purchase of goods or services from a company in which a Board member has any financial interest. Exceptions to this rule shall require a recommendation/consent of the Chairman of the Board and an affirmative vote from the majority of Board members, less the concerned Board member(s) who do(es) not participate in making a decision on the issue.

b) The Board members shall not influence hiring of the School personnel.

c) A Board member shall not participate in making a decision (voting) on any issue if there is a personal conflict of interest. The Chairman of the Board shall make the final decision to determine whether or not an actual or potential conflict of interest exists.

d) A Board member shall not take part in any policy decision or discussion related to the family member of the Board member.

e) A Board member shall be required to inform the Board of any business interests he/she has with the School.

f) The Board members shall be required to inform the Board of any other interest or situation that may be perceived as a conflict of interest.

2. If there is a conflict of interest, the Board may make the following decisions:

a) challenge the Board member, resulting in non-participation of the respective Board member in review and voting on the issue causing the conflict of interest.

b) request the Board member to leave the Board meeting during discussion of the issue causing the conflict and the voting.

c) apply to the School Partner/Meeting of Partners with the initiative of dismissal of the Board member.

Article 8. Decision-Making

1. The Board meeting shall be duly constituted if at least more than half of the Board members, including the Chairman of the Board, are present. The Board shall make decisions a simple majority of the full membership.
2. In the event of an equal division of votes, the Chairman's vote shall have the casting vote.

Article 9. Relations between the Board and Director/Administrative Manager of the School

1. The Board shall hold the Director/Administrative Manager of the School responsible for execution of Board decisions and keeping the Board informed about the School activities and problems.
2. The Board as a whole and individuals as members of the Board shall:
 - a) Grant the Director /Administrative Manager full administrative power and hold them accountable for the results;
 - b) Hold meetings of the Board in the presence of the Director /Administrative Manager, unless decided otherwise by the Board.
3. The Director /Administrative Manager shall provide a written report to the Board at least once a year, as well as any time upon request of the Chairman of the Board/Board or on its own initiative.

Article 10. Assessments by the Director and Administrative Manager of the School

1. At the end/after completion of the academic year, the Board shall hear reports from the Director and Administrative Manager of the School. Upon having heard their reports, the Board members shall separately fill out the assessments (Appendix 1 and Appendix 2).
2. The Board members shall be entitled to request any information in a written or verbal form from the Director or Administrative Manager of the School and/or request their opinions on various matters to provide fair and impartial assessments.
3. The Board shall make a final decision in accordance with an assessment system (Appendix 3).

Article 11. Minute-Taking

1. The Secretary of the meeting shall be responsible for taking minutes of the meeting.
2. Minutes of the meeting shall include the decisions made by the Board members on the agenda items.
3. The Chairman of the Board, other members and the Secretary (if the Secretary is the Board member) shall sign the minutes of the meeting.
4. The Secretary shall send a signed copy of the minutes to all Board members by email.

Article 12. Self-Assessment

The Board members shall carry out self-assessment based on Appendix 4.

Article 13. Data Protection and Confidentiality

1. The Board upholds responsible data handling to protect the privacy and security of sensitive information, including student records, financial data, and personnel files.
2. The Director/Administrative Manager shall ensure the establishment of secure data storage and access procedures, in compliance with applicable laws and School policies.
3. Board members shall respect confidentiality obligations and refrain from unauthorized disclosure of any information acquired during their tenure.
4. Should a data breach or concern arise, the Board shall evaluate the situation, support corrective measures, and, if needed, inform the relevant authorities in accordance with legal requirements.

Assessment of activities of the Director		1	2	3	4	5
1	Establishing the School's reputation in the international community					
2	Collaborating with national and international organizations					
3	Setting education standards					
4	Introduction of education standards set by the legislation of Georgia					
5	Defining the School priorities The goal- and result-oriented work Setting goals and drafting an action plan to achieve them					
6	Fulfilling duties and responsibilities according to the Charter of the School and an employment agreement					
7	Management and effective supervision of structural units of the School					
8	Decision-making An ability to integrate different perspectives in the decision-making process					
9	Team work (establishing and maintaining positive partnership with the School community)					
10	Engaging specialists/experts in the decision-making process					
11	Elimination of conflict and decision-making					
12	Improvement of the School management quality					
13	Organizing activities to improve the quality of education (planning and carrying out activities to help students grow and develop)					
Additional opinions/comments regarding the candidate's strengths and weaknesses						

Assessment of activities of the Administrative Manager		1	2	3	4	5
1	Effective knowledge and use of relevant legislation regarding administrative, financial, tax and economic matters					
2	Effective use of the School's financial and material resources					
3	Effective and appropriate use of the School budget					
4	Fulfilling duties and responsibilities according to the Charter of the School and an employment agreement					
5	Management and effective supervision of structural units of the School					
6	Decision-making An ability to integrate different perspectives in the decision-making process					
7	Team work (establishing and maintaining positive partnership with the School community)					
8	Engaging specialists/experts in the decision-making process					
9	Elimination of conflict and decision-making					
10	Improvement of the School management quality					
Additional opinions/comments regarding the candidate's strengths and weaknesses						

Scores and Ratings

a. Assessment Scale

Each criterion is assessed with points 1-5.

1 – Unsatisfactory

- i. – Below average
- ii. – Average
- iii. – Satisfactory
- iv. – Good

b. Assessment of activities according
to the Scores 40-50 - Very

Good

30-40 – Good

20-30 – Satisfactory

10-20 – Average

0-10 – Unsatisfactory

THE BOARD SELF-ASSESSMENT

This form is to be completed by all Board members and submitted electronically to the Board Chairman on an annual basis.

Part One

My individual understanding of the Board membership

	Yes	No
1. As a Board member I am aware of the ES mission, vision and philosophy.		
2. As a Board member I am aware of the role of the Board and that of the Director.		
3. As a Board member I am provided with all the necessary information that will enable me to make informed decisions that relate to ES		
4. As a Board member I was provided with training that helped me better understand my activities as an ES Board member.		
5. As a Board member I reviewed the main legal acts of the School.		
6. As a Board member I come to meetings fully prepared and actively participate in all meetings.		
7. As a Board member I am clear in my opinion that decisions are reached only after study of all available background data and consideration of the recommendation of the Head of School.		
8. As a Board member I understand that confidential materials must not be shared outside the board meeting.		
9. As a Board member I can accept the authority of the majority even when I do not agree with the decision.		

Part Two

Reflections on the activities of the Board

Rate the following statements using the scale outlined below.

1. Fully Agree
2. Somewhat Agree
3. Do Not Agree
4. Unable to Comment

Rating

1. It is easy to approach other members of the ES Board.	
2. Members of the ES Board encourage each other to work as a team.	
3. Members of the ES Board have confidence and trust in each other.	
4. Members of the ES Board are realistic and use common sense when solving school problems.	
5. The Board Chair pays attention to the ideas and opinions of other Board members.	
6. All decisions on the ES Board are based in terms of what is ES for the students	
7. Members of the ES Board attend important school functions regularly.	
8. Meetings of the ES Board are well run, well organized and well managed.	
9. Members receive agenda information well in advance of the Board meeting.	
10. All concerns, complaints and criticisms of the School are submitted to the Director.	
11. The finances of the school are sufficient to support all current program and to sustain the growth and development of the school into the future.	

Part Three

Summary of the Board Chairman

The Board Chair shall collate the results from all surveys and summarize the results below.

<p><u>Summary of Part One Findings</u></p> <p>What has the Board done well?</p> <p>Are there any identified areas for improvement?</p>
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<p><u>Summary of Part Two Findings</u></p> <p>What has the Board done well?</p> <p>Are there any identified areas for improvement?</p>
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Signed:

Date: