

## Governance Policy

**Vision:** Grow - Flourish - Achieve

**Mission:** Growing Flourishing Achievers through an innovative and sustainable learning environment that fosters academic excellence with holistic development.

### 1. Introduction and Purpose

GEMS Founders School – Masdar City is committed to strong, transparent, and effective governance that supports high-quality education, student wellbeing, and continuous school improvement. This Governance Policy establishes the framework through which the school is directed, overseen, and held accountable.

The policy aligns with: - ADEK School Governance requirements - GEMS Education governance principles - UAE laws and national education priorities.

The purpose of this policy is to:

- Define governance structures and roles
- Clarify responsibilities and decision-making authority
- Promote ethical conduct and accountability
- Support strategic leadership while safeguarding operational independence

### 2. Governance Structure

#### 2.1 Governing Board / Local Advisory Board (LAB)

The school shall establish a Local Advisory Board (LAB), which functions as the school's Governing Board in line with ADEK requirements and GEMS Education expectations.

The LAB is advisory in nature and provides strategic guidance, oversight, and challenge to the school leadership, while respecting the operational authority of the Principal.

#### 2.2 Relationship with GEMS Education

GEMS Founders School – Masdar City operates under the GEMS Education Group. Strategic oversight, financial support, human resources, legal services, and procurement are provided by GEMS corporate offices. The LAB works collaboratively with the Principal and GEMS Education to support school performance and compliance.

### 3. Roles and Responsibilities

#### 3.1 Role of the Local Advisory Board

The LAB:

- Upholds the vision, mission, and values of the school and GEMS Education
- Provides strategic advice on school improvement priorities
- Monitors school performance, standards, and outcomes
- Reviews self-evaluation, inspection findings, and stakeholder feedback
- Supports and challenges the Principal through professional dialogue
- Ensures compliance with ADEK regulations and UAE laws - Promotes safeguarding, wellbeing, and ethical conduct

The LAB does not engage in:

- Day-to-day school operations
- Staff appointments or dismissals
- Individual complaints or grievances
- Financial management beyond oversight and assurance

### 3.2 Role of the Chair

The Chair of the LAB: - Leads meetings effectively and ensures good governance practices - Sets agendas in collaboration with the Principal - Encourages constructive challenge and inclusive participation - Ensures decisions are reached fairly and transparently - Oversees adherence to this Governance Policy and Code of Conduct

### 3.3 Role of the Principal

The Principal:

- Has full authority over the day-to-day operation of the school
- Is accountable to the LAB and GEMS Education for school performance
- Provides accurate, timely reports to the LAB
- Implements approved policies and strategic priorities
- Ensures compliance with ADEK regulations and safeguarding requirements.
- The Principal serves as a non-voting member of the LAB.

## 4. Composition of the Local Advisory Board

The LAB shall consist of 5–10 members.

Membership includes:

- The Principal (ex officio, non-voting)
- Parent representatives
- Staff representatives
- External independent members with relevant expertise
- Membership shall reflect diversity of skills, experience, gender, and cultural background.
- No member represents a single stakeholder group; all members act collectively in the best interests of the school.

## 5. Appointment, Tenure, and Succession

Members are appointed through a transparent vetting process led by the Chair and Principal  
Appointments are subject to LAB approval.

Members serve a term of up to three years, renewable subject to performance and LAB approval  
New members serve a one-year probationary period.

Vacancies may be filled at any time to ensure continuity.

A register of members and declared interests shall be maintained by the school.

## 6. Meetings and Decision-Making

- The LAB meets at least three times per academic year
- Additional meetings may be convened as required
- A quorum is achieved when a majority of voting members are present
- Decisions are made by consensus where possible; otherwise, by majority vote
- The Chair holds a casting vote where required
- Agendas and papers are circulated at least one week in advance.
- Minutes: - Are formally recorded - Include actions and responsibilities - Are reviewed and approved at the subsequent meeting

## 7. Ethical Conduct and Conflicts of Interest

All LAB members must:

- Act with integrity, professionalism, and impartiality
- Adhere to the GEMS LAB Code of Conduct
- Declare any actual or potential conflicts of interest
- Maintain confidentiality at all times

Breaches of conduct are investigated by the Chair (or a nominated governor where the Chair is implicated) and may result in removal from the LAB.

#### 9. Safeguarding and Child Protection

The LAB ensures that:

- Safeguarding and child protection policies are in place and effective
- The school complies with UAE Child Protection Law
- Safeguarding is a standing item on governance agendas

#### 10. Performance Review and Self-Evaluation

The LAB conducts an annual self-evaluation of its effectiveness.

Governance practices are reviewed against ADEK and GEMS expectations.

Findings inform training, succession planning, and governance improvement.

#### 11. Training and Induction

All LAB members:

- Receive induction at the start of their term
- Undertake ongoing governance and safeguarding training
- Are encouraged to visit the school to better understand its context

#### 12. Review of the Governance Policy

This policy shall be:

- Reviewed annually by the LAB
- Updated in response to changes in ADEK regulations, UAE law, or GEMS Education requirements

Approved by: Local Advisory Board

#### Signatures:

Chair of Governing Board:



Principal / CEO:



Date:

20 August 2025

**Next policy review date:** 10 August 2026

## Appendix A – Decree of the Formation of the Governing Board

### School Governing Board / Governance Committee

**Purpose:** Provides oversight and strategic direction in alignment with the ADEK Governance Policy. Ensures compliance, ethical conduct, and performance monitoring.

#### Composition & Membership:

**Chair:** Berna Bouwer

**Members:** Principal/CEO, Vice Principal, Governors (see below).



#### Decree for the Governing Board / Governance Committee

**Preamble:** In accordance with the ADEK School Governance Policy (Effective AY 2024/25; Compliance AY 2025/26), the Governing Board is established as the supreme committee for the School.

**Policy References:** ADEK Governance Policy, Compliance Policy

#### Authority & Functions:

- Approve governance structure and scheme of delegation
- Delegate responsibilities to committees and monitor compliance
- Ensure accountability, transparency, financial oversight, ethical leadership

**Meeting Frequency:** At least once every term, minimum quarterly. **Quorum:** at least two-thirds of voting members.

**Reporting:** Minutes forwarded to members of the board and lodged with ADEK upon request.


**Review:** This decree is reviewed annually each August.

#### Signatures:

Principal / CEO:



Chair of Governing Board:



Date: 20 August 2025