

ADVISORY COUNCIL REGULATIONS

1. Background

- 1.1 The European School in Central Asia was officially registered in the Kyrgyz Republic in December 2010, with plans to open in summer 2011. Information on the school is available on the School website www.europeanschool.kg
- 1.2 The official governing bodies of the European School in Central Asia are the 'Assembly of Founders', the 'Supervisory Board', and the 'Management Board'. The school Charter is available to download from the School website www.europeanschool.kg
- 1.3 The Assembly of Founders delegated most of their powers to the 'Supervisory Board' on February 7, 2011, after defining the composition of the Supervisory Board as noted below in Article 1.4. The Founders retain the right to elect three members of the Supervisory Board, a right of veto over decisions of the Supervisory Board and the right to approve any changes to the school Charter, before submission to the Ministry of Justice.
- 1.4 On February 7, 2011 the Assembly of Founders decided that the school will have a Supervisory Board of 9 members, *"with 3 members elected by the Founders, 3 members elected by the Parents Association, and 3 members elected by an Advisory Council representing recognized institutions in the Kyrgyz Republic with an interest in supporting development of the school. Board members will normally serve for a 3-year term and may be re-elected twice (i.e. maximum 9 years). Terms of the first elected Board members will be fixed at 1, 2 and 3 years (based on the number of votes received) so that 1/3 of the Board seats are elected every year after the first year."* Until the full Supervisory Board is elected, the school will operate with a Supervisory Board initially formed by five Founders, with additional members co-opted as required to support school development.
- 1.5 The Management Board is appointed by the Supervisory Board, comprising one or more senior staff of the school. The roles of the Supervisory Board and Management Board are defined in the Charter, and supplemented by regulations approved by the Supervisory Board. Both bodies have legal obligations for management of the school.
- 1.6 The Advisory Council and the Parents Association are non-judicial organisations that are given rights by decision of the Founders to each elect three members of the Supervisory Board, provide guidance to the Supervisory Board and contribute to the development of an outstanding educational institution.
- 1.7 These Advisory Council Regulations are approved by both the Assembly of Founders and the Advisory Council of the European School in Central Asia. Nothing in these regulations may contradict the Charter of the European School, registered in the Ministry of Justice on December 1, 2010.

2. Purpose of the Advisory Council

- 2.1 The Advisory Council will represent permanent institutions in the Kyrgyz Republic with an interest in development of the school.
- 2.2 The Advisory Council will help to set and maintain the ethos and direction of the school and have the right to elect three members of the Supervisory Board.
- 2.3 The Advisory Council will take the lead in enabling the school to strengthen cultural relations between the European Union and the Kyrgyz Republic, providing the opportunity for future leaders of the country to be educated in a pro-European, pluralistic, socially responsible environment.

3. Membership of the Advisory Council

- 3.1 The initial membership of the Advisory Council will be at the invitation of the Chair of the Advisory Council, including possible representation from the Minister of Education, Ambassadors of countries with an interest in the school, representatives of major investors, representatives of the International Business Council and the Bishkek Business Club, and representatives of international financial organizations and development partners.
- 3.2 The Advisory Council is expected to have from nine to twenty-seven members, but no formal limits are set.
- 3.3 After the inaugural meeting of the Advisory Council, any proposed invitations to new members to join the Council must be approved by a majority of existing Advisory Council members before any formal invitation is made.
- 3.4 Membership of the Advisory Council is conferred from the date of written acceptance by the member (by letter or email), in response to written invitation to join the Council from the Chair of the Council.
- 3.5 Members agree to work in good faith to promote the best interests of the school using their personal and professional resources to help develop and maintain an outstanding educational institution.
- 3.6 Members agree to abide by these Regulations and to support the school in meeting the conditions of the Charter.
- 3.7 Members may leave the Advisory Council at any time by submission of written resignation to the Chair of the Advisory Council.
- 3.8 Membership in the Advisory Council automatically lapses if a member does not attend Advisory Council meetings for a period of 12 months without reasonable explanation for absence.
- 3.9 Membership in the Advisory Council may be revoked by a majority vote in the Advisory Council, for any reason decided by the Advisory Council. For example: for activities incompatible with Advisory Council membership.
- 3.10 Membership in the Advisory Council will be published on the website of the school, including very brief biographical information and an email contact address for each member.

4. Chair of the Advisory Council

- 4.1 The Chair shall supervise the affairs of the Advisory Council and represent the Advisory Council in external relations.
- 4.2 The initial Chair of the Advisory Council, appointed by the Assembly of Founders, is Emil Umetaliev, founder of Kyrgyz Concept. He will serve as Chair for an initial period of three years. After this period, the Advisory Council will elect the Chair from amongst the members of the Council.
- 4.3 The Chair of the Advisory Council must stand down at the end of their three-year term but may be re-elected once, to serve a maximum of two consecutive terms of three years as Chair (i.e. maximum six years as Chair).
- 4.4 The Chair may resign at any time by notice in writing to members of the Advisory Council. The members of the Advisory Council may also remove the Chair at any time, by a majority vote of all members of the Advisory Council.

- 4.5 If the Advisory Council does not have a Chair, the members must arrange to elect a new Chair within three months. The new Chair will serve for three years from the date of appointment.
- 4.6 The Chair of the Advisory Council may nominate a Vice Chair at any time to perform all of the duties of the Chair when the Chair is unable to perform such duties for any reason.
- 4.7 If the Chair is absent and has not appointed a Vice-Chair, the members of the Advisory Council may elect an Acting Chair to fulfil the duties of the Chair until a permanent appointment is made.

5. Powers of the Advisory Council

- 5.1 The Advisory Council shall:
- (i) elect three members (30%) of the Supervisory Board;
 - (ii) make recommendations to the Supervisory Board on any aspects of development and management of the European School for the purpose of promoting the aims of the European School;
 - (iii) discuss and evaluate the Development Plans and Annual Report of the European School and make recommendations on any issue to the Supervisory Board;
 - (iv) discuss and evaluate the Annual Financial Statement of the European School and the reports of any auditor appointed by the Supervisory Board and make recommendations on any issue to the Supervisory Board;
 - (v) decide on any other issues included on the agenda of Advisory Council meetings, as envisaged in these Regulations.
- 5.2 The Advisory Council may:
- (i) initiate any charitable fundraising events or activities designed to support the School;
 - (ii) appoint any Committees as required to support its activities;
 - (iii) do anything else that is compatible with these Regulations and the Charter of the School.

6. Meetings of the Advisory Council

- 6.1 The Advisory Council meets not less than three times per year and may fix the times of its own meetings and any procedures not defined in these Regulations.
- 6.2 Notification about a meeting of the Advisory Council shall be sent to all members by email one week prior the meeting, unless at least 60% of the members decide to shorten this period.
- 6.3 The Chair of the Advisory Council and the Executive Director of the European School are jointly responsible for articles 6.1 and 6.2.
- 6.4 A quorum of the Advisory Council is the presence of at least 50% of the members.
- 6.5 Each member of the Advisory Council has one vote. Votes are taken by a majority of members present at a meeting of the Advisory Council. In case of equal votes on any question, the Chair has the casting vote.
- 6.6 Members may nominate an alternate individual to attend Advisory Council meetings and to vote on their behalf. Such nomination must be in writing and is only valid for a single meeting.
- 6.7 Voting by email is permitted for:
- (i) Voting for elections to the Supervisory Board;

- (ii) Approval of an invitation to a prospective new member of the Advisory Council, which is considered approved when a simple majority of the existing Advisory Council have sent positive responses;
 - (iii) Other time sensitive issues and it is not practical to schedule a Council meeting.
- 6.8 All email approvals must be noted in the minutes of the next official Advisory Council meeting.
- 6.9 Official minutes of Advisory Council meetings will be prepared by the Executive Director of the School (or their nominee) and approved by the Chair of the Advisory Council before circulation to Advisory Council members. Minutes will be circulated within 10 working days of Council meetings and will be reviewed for accuracy and matters arising at the next meeting of the Advisory Council.
- 6.10 Minutes of Advisory Council meetings will be published on the school website.
- 6.11 All Supervisory Board members and Management Board members may normally attend Advisory Council meetings in a non-voting capacity, except when confidential matters are under discussion, as decided by the Chair of the Advisory Council.

7. Election of Members of the Supervisory Board by the Advisory Council

- 7.1 The Advisory Council will elect three members (30%) of the Supervisory Board.
- 7.2 The initial election of three Supervisory Board members will take place soon after formation of the Advisory Council. Of these three members, the one receiving most votes will have a three-year term on the Supervisory Board, the second a two-year term and the third a one-year term. Where candidates receive equal votes in the election, the Advisory Council will hold a separate vote on which candidate will serve, three, two or one year terms, as appropriate.
- 7.3 Annual elections thereafter will elect one member of the Supervisory Board for a three-year term. Members of the Supervisory Board may be re-elected twice, i.e. they may serve for maximum nine years on the Supervisory Board.
- 7.4 If one of these Supervisory Board members leaves the Supervisory Board before the end of their term for any reason, the Advisory Council will elect a replacement to serve the remainder of the term, provided more than 9 months remains before the term of service officially ends. Where the remaining term of service is less than 9 months, the position will be left vacant and the annual election will be held as normally planned.
- 7.5 Supervisory Board members elected by the Advisory Council are expected to represent the interests of permanent institutions in the Kyrgyz Republic in the development and management of the school.
- 7.6 Any person based in the Kyrgyz Republic may be nominated for election to the Supervisory Board, using the form in Annex 1. Nomination forms are valid when fully completed, including signature of one member of the Advisory Council.
- 7.7 All valid nominees will be invited to make a brief presentation to an Advisory Council meeting, in advance of the election vote for members of the Supervisory Board.
- 7.8 Voting may take place at a meeting of the Advisory Council or by email.
- 7.9 The nominee receiving the most votes is elected to join the Supervisory Board, provided the number of votes for this nominee is over 50% of the full Advisory Council membership. If the vote fails for any reason, the Advisory Council must organise another vote within one month.

8. Obligations of the Advisory Council

- 8.1 The Advisory Council is a non-judicial organisation and has no legal obligations.
- 8.2 The Advisory Council is governed by these Regulations and is obliged to adhere to them.

9. Finance and Support for Advisory Council meetings and activities

- 9.1 The Advisory Council is not a legal entity, so does not have its own funds or financial responsibilities.
- 9.2 The European School in Central Asia, or any members of the Advisory Council, may provide facilities and support for meetings and other activities of the Advisory Council by mutual agreement.
- 9.3 The Executive Director of the European School in Central Asia is responsible for providing support to the Chair of the Advisory Council in organising meetings of the Advisory Council, providing communications with members of the Council and between the Advisory Council and other bodies of the school.
- 9.4 Members of the Advisory Council are not paid for their duties, nor are any expenses reimbursed.

10. Introducing changes and amendments to these Regulations.

- 10.1 Amendments may be proposed and approved by a meeting of the Advisory Council, then submitted to the 'Assembly of Founders' for confirmation, or proposed and approved by a meeting of the 'Assembly of Founders' and submitted to the Advisory Council for confirmation.
- 10.2 Changes to these Regulations only come into effect after approval by both the Advisory Council and the Assembly of Founders.

11. Miscellaneous

- 11.1 The working languages of the Advisory Council and of its meetings shall be English and Russian. Simultaneous translation for meetings shall be provided by the European School, provided the European School has funds available for this support.
- 11.2 No member of the Advisory Council shall receive any remuneration or can benefit financially from the European School except: (i) interest, the amount having been declared beforehand, on funds loaned to the School; (ii) payment for a service or a supply received by the European School on reasonable terms. The provisions of this Article shall not affect the remuneration of any employee of the European School.
- 11.3 No member of the Advisory Council has the right to state that they are acting on behalf of the European School, without prior written approval of the Supervisory Board.
- 11.4 All members of the Advisory Council have the right to state that they are members of the Advisory Council and to inform others of the role of the Advisory Council of the European School and of their own role within it.
- 11.5 All members of the Advisory Council have the right to circulate to others any non-confidential documents or information issued by the European School or the Advisory Council. Members must keep confidential any confidential information released to them by the Advisory Council, if the information has been specifically declared as confidential.

12. Approval and Signature

Approved by the Assembly of Founders on 7 March 2011



Signed

Date 8 March 2011

Mark Witschi, Chair

Approved by the Advisory Council on **xxdatexx**

Signed

Date _____

xxx, Chair

Annex 1: Nomination form for Advisory Council elections to the Supervisory Board

ESCA Supervisory Board Nomination Form - Month, Year

Nominee Name: _____

Position Title: _____

Organization: _____

Brief Profile: (around 100 words professional and personal summary to be added to the school website if elected) _____

Commitment: I confirm that I wish to be elected by the Advisory Council of the European School to serve on the Supervisory Board of the European School for up to three years. If elected to this position I confirm my commitment to abide by the Charter of the School and the Regulations of the Supervisory Board and to use my personal and professional abilities to contribute to the development and management of the School as an outstanding educational institution. I confirm that to the best of my ability, I will represent the interests of the permanent institutions in the Kyrgyz Republic serving on the Advisory Council of the School.

Signature of Nominee: _____

Date: _____

Nominated by Advisory Council member

Name: _____

Signature: _____

Date: _____

The completed form must be given to the Chair of the Advisory Council or the Executive Director of the European School before **xxdatexx.**