

Appendix 3

The Model for a School Board

All Shell schools and Shell affiliated schools should have a School Board, the responsibility of which is to:

- Determine the overall direction of the school within Group Business Principles and the Group Education Policy.
- Advise the Operating Unit about trends and issues affecting the future of the school.
- Advise the head teacher about trends and issues affecting the future of the school.

In order to fulfil its responsibility, the School Board will:

- Encourage high levels of co-operation and communication between the school community (staff, parents, and children) and the Operating Unit.
- Produce an annual report for the Operating unit, parents and the Education Services Department on the way in which it has fulfilled its responsibility.
- Participate in agreed procedures for the appointment of a head teacher and deputy head teacher.
- Recommend the suspension and termination of the contract of the head teacher and deputy head teacher when necessary. Any such recommendation must be taken within company employment procedures, including target setting and the formal review of staff functions.
- Receive an annual report from the head teacher. This report should contain information about: staff numbers, professional development activities, pupil numbers, assessment results, school improvement plan, school reviews (when applicable) and school budget.
- Approve and advise on any change of the schools strategic plan, within the framework set out in the Shell schools vision and the Shell School's handbook.
- Approve the budget of the school in conjunction with the HR department, or the line manager to whom the Head teacher reports.
- Approve and advise on the maintenance plan of the school building.
- Hold an annual staff functioning review with the Head teacher (carried out by the HR representative, or the line manager to whom the Head teacher reports).
- Approve the holiday schedule and teaching hours per academic year (centrally by HRRX).

In addition, the school board will consider any issues referred to it by Senior Management of the OUs.

The School Board will consist of:

1. The Managing Director at the location (or another senior manager nominated by the MD).
2. The HR Manager, or the line manager to whom the Head teacher reports.
3. A senior host country manager.
4. The Head of Education Services for Shell International.*

5. A Shell parent of a child currently in the school, who is either the chairman of the Parent Teachers Association or elected for this particular role.
6. The head teacher as an *ex officio* member with no voting rights.

** If there are legal restrictions on having board members who are not resident in the host country, the Head of Shell Education Services Department will remain as an adviser to the school board.*

The quorum for any meeting of the school board will be three members, one of who must be the Managing Director (or representative) or the HR Manager (or equivalent).

Material decisions can only be taken in the presence of the accountable party in the location or in Shell's Education Services Department, as described in the matrix below. In case of dispute, the final decision will rest with the accountable party.

School Governance.

In case of any dispute the accountable party on location or in Shell Headquarters, as explained in the following matrix, will take the final decision.

Area	Responsible	Accountable	Consulted	Informed
Vision and mission within Group business principles and Shell education policy	HRRX	HRRX	Board + HT	Board + HT
School's direction and long term planning (strategic plan)	HT + HR/OU	HT + HR/OU	HRRX + Board	Board + HRRX
Understanding view of stakeholders	Board	Board	OU + HQ	HT + HR/OU
Representing the School in host country	HT + HR	HT + HR	OU	Board
Representing the school outside host country	HT or HRRX (within the Shell context)	HT or HRRX (within the Shell context)	HR/OU (Wn)	Board
Advise the OU on trends affecting future of the school	HT + HR/OU + Board	Board	OU	HT + HR/HRRX
Appointment or termination of contract head teacher and deputy	HR/OU + HRRX	HR/OU+ Board + HRRX	Board + HRRX And OU	HT
Quality of learning	HT	HT	HRRX	Board

Quality of provision	HT	HR/OU + Board	HRRX (Wn)	Board
Pupil numbers	HT + HR/OU	Board	HT + HR/OU	HRRX + Board
Teaching hours and holidays	HT	HT + HRRX	HRRX	Board + HRRX
Staff numbers and staff functioning review	HT	HT + HROU (Wn)	Board + HRRX (Wn)	Board + HRRX
Professional development of staff	HT	HT + HR/OU	HRRX	Board + HRRX
Decision on what Curriculum used by the school	HRRX + HT	HRRX		HR/OU + Board
Report of meetings of parents teachers Association (or similar body)	HT	HT	HRRX (Wn)	HR/OU + Board
School Improvement plan	HT	HT	HRRX	HR/OU + Board
School reviews and attached action plans	HT	HT	HRRX	HR/OU + Board
Maintenance of building + furniture+ educational materials	HT	HT + HR/OU + Board	HRRX (Wn) + OU (Wn)	Board
Role and performance of the school in the Shell community	HT	All	HRRX (Wn)	
School budget	HT + HR/OU	HT + HR/OU	Board	OU
Internal and external communication	HT	HT	HR/OU + HRRX	Board
Appointment or termination of contract of Teachers and other staff	HT	HT + HR/	Board + HRRX	Board + HRRX
Annual report (covering areas as mentioned in statute)	HT	HT	HR/OU + HRRX	Board + HRRX
Annual Staff functioning review with HT	HR/OU	Board	HRRX (Wn)	HT

Explanation of abbreviations:

HT = Head teacher (and deputy head teacher)

HR = HR manager who is line manager of head teacher, and consults with owning business senior management.

HRRX = Head of Education Department in Central HR in Shell Head Quarters, The Hague (who will consult the Shell Manager of Expatriate Policy, WCL when necessary).

Board = School Board of Governors.

OU = Operating unit that owns the school

HQ = Shell Head Quarter in The Hague

Wn = When necessary

Letter to a new Parent Governor.

Shell Schools and affiliated Shell schools On boarding New School Governors

Dear Board member,

We are very pleased you have volunteered as a member of the board of governors of our Shell School or Shell affiliated School. You are taking on an important role, which we hope you will enjoy and find personally satisfying. We hope this document will help you to fulfil your role as a board member to it's your best capacity. If you have any questions you can always contact the Head of Shell Education Services: Henk.VanHout@shell.com

Basic Principles

- As company schools set up with specific business purpose, these schools are different from many others. The difference has to be reflected in their governance.
- Shell schools are owned and operated by Operating Units in the locations, adherence to local legislation and have a duty to adhere to the Shell General Business Principles and the Group Education Policy.
- Line management responsibility for a school is delegated to a particular individual – usually the HR Manager of the OU. This person is directly accountable to the Business (OU) that owns the school.
- While certain responsibilities can be delegated further, such delegation does not detract from the line manager's accountability or from the owning business' duty.
- There is a clear distinction between governance roles and executive roles. In a school, the Head Teacher has executive responsibility to act within the overall policy and direction set by the

governing board, and a right to fulfil that responsibility without the day-to-day involvement of whoever fulfils the governance role.

The School Board

There are benefits to the HR Manager (or equivalent) delegating some of his or her responsibilities to a school board. These include:

For the school's owner:

- A broader range of perception of the school's direction and performance

For parents and other stakeholders:

- A degree of representation

For the Head Teacher

- A broader understanding of the views of stakeholders

The model

Each Shell school and Shell affiliated school is expected to have a School Board, the responsibility of which is to:

- Determine the overall direction of the school **within Group Business Principles and the Group Education Policy.**
- Advise the Operating Unit about trends and issues affecting the future of the school.
- Advise the Head Teacher about trends and issues affecting the future of the school.
- Advise the Head Teacher on short and longer term strategic decisions.
- Advise the Operating Unit on short and longer term strategic decisions related to the school.

You will see that having determined the overall direction of the school within the Group Business Principles and the Group Education Policy, the role of the School Board is largely advisory.

In order to fulfil its responsibility, the School Board will:

- Act in the interest of the school against the context of the role of the school in relation to the company and the role of the school against the context in relation to the community.
- Act as a unit and speak with one mouth outside the board meetings.
- Confidentiality – items discussed remain confidential and should not be disclosed to persons outside the Board unless otherwise agreed.

- Avoid a conflict of interest between their role as a board member and their private situation (maybe as a parent who has children in school).
- Take decisions in line with the shared mission and vision statement of Shell schools and Shell affiliated schools.
- Encourage high levels of co-operation and communication between the school community (staff, parents, and children) and the Operating Unit.
- Produce an annual report for the Operating unit, parents and the Education Services Department on the way in which it has fulfilled its responsibility. This should be a short and simple report, focusing on main achievements and strategic way forward.
- Be informed about agreed procedures for the appointment of a Head Teacher and Deputy Head Teacher. (In most cases this will be the responsibility of the HR manager or his equivalent that sits on the board).
- Ensure that its actions are consistent and reliable.
- Recommend the suspension and termination of the contract of the Head Teacher and Deputy Head Teacher when necessary. Any such recommendation must be taken within company employment procedures, including target setting and the formal review of staff functions.
- Receive an annual report from the Head Teacher. This report should contain information about: staff numbers, professional development activities, pupil numbers, assessment results, school improvement plan, school reviews (when applicable) and school budget.
- Approve and advise on any change of the schools strategic plan, within the framework set out in the Shell schools vision and the Shell Schools' handbook.
- Approve the budget of the school in conjunction with the HR department, or the line manager to whom the Head Teacher reports.
- Approve and advise on the maintenance plan of the school building.
- The HR representative, or the line manager to whom the Head Teacher reports annually reports to the board about staff appraisal of the Head teacher.
- Approve the holiday schedule and teaching hours per academic year (centrally by HRR/R)

Thank you again for volunteering to be a board member. We greatly appreciate your commitment which we are sure will benefit the Group and, most importantly, the children in Shell and Shell affiliated schools.