



Effective From	AY 2024/25 (Fall term)
Compliance From	AY 2025/26 (Fall term)

## SCHOOL POLICY

on

# GOVERNANCE



### Introduction

Strong governance is critical in ensuring that a school follows a clear strategic plan, maintains high standards for teaching and learning, and makes decisions that are in the best interests of the school community. It is key to maintaining clear oversight and accountability for school operations and finances and for monitoring the ongoing performance of the school and its leadership team. This policy sets out the basic requirements for schools and owners of schools in establishing an effective governance structure and processes.

### Purpose

- Ensure that all schools have an effective governance structure in place, overseen by the Governing Board.
- Set out ADEK’s requirements for the membership, terms of reference, and ethical conduct of governing boards and corporate boards.
- Set out ADEK’s expectations in relation to the management and record of governance meetings.

## Definitions

<b>Board Member</b>	An individual who is appointed, elected, or officially designated to sit on a board as a result of their position.
<b>Casting Vote</b>	The deciding vote (when all votes are equally divided).
<b>Committee</b>	A specialized body permanently or temporarily created by the Governing Board to support the board in the delivery of its functions. The committees' membership, terms of reference, and delegated responsibilities are defined by the Governing Board.
<b>Conflict of Interest</b>	A situation when an individual's financial, personal, social, or other interest(s) might be reasonably deemed to compromise their judgment, decisions, or actions in relation to their responsibilities as a member of the Governing Board.
<b>Corporate Board</b>	A decision-making body representing an entity, external to the school, that has partial or full ownership of a school or a network of schools in Abu Dhabi.
<b>Governance</b>	The structures, rules, processes, and procedures by which a school is directed, and its activities overseen. These structures, rules, processes, and procedures are designed to ensure accountability, transparency, quality, integrity, and stakeholder representation and participation (UNESCO, n.d.).
<b>Governance Rules</b>	A document setting out the structures by which a school is governed, including the membership and terms of reference for the school governing body, the scheme of delegation by which authority is transferred from the school governing body to committees and individuals, the membership and terms of reference of any committees, and the procedure for appointing members to the school governing body and its committees (UNESCO, n.d.).
<b>Governing Board</b>	The governing body of a school, appointed by the school owners, and including qualified representatives and parents. The Governing Board is the senior authority of the school, with responsibility for the overall governance of its activities.
<b>Non-Voting Member</b>	A member of a Governing Board or committee who is present in an advisory or informing capacity and does not have voting rights.
<b>Parent</b>	The person legally liable for a child or entrusted with their care, defined as the custodian of the child as per the Federal Decree Law No. (3) of 2016 Concerning Child Rights (Wadeema).
<b>Scheme of Delegation</b>	A reference document showing what authority the Governing Board has delegated to committees or individuals, under the powers of its own Terms of Reference (NCVO, n.d.).

<b>Service Term</b>	The length of a term for an appointed or elected member of a Governing Board or committee.
<b>Terms of Reference</b>	The official scope and limitations of a Governing Board's or committee's activities.
<b>Voting Member</b>	A member of a Governing Board or committee with rights to vote on decisions.
<b>Voting Rights</b>	The rights accorded to a member of a Governing Board or committee to vote on decisions.
<b>Quorum</b>	The number of members of a Governing Board that are required to be present, represented by no less than two-thirds of the members, for the Governing Board to legally carry out its functions.



## Policy

### 1. Governance

#### 1.1 Governance Rules:

1. Schools shall develop their Governance Rules in line with this policy, and relevant laws and regulations of the UAE. The Governance Rules shall be published on the school website and include the following as a minimum:
  - a. The overall governance structure including details of corporate governance if applicable.
  - b. The terms of reference and membership of the Governing Board.
  - c. The scheme of delegation to any committees or individuals.
  - d. The terms of reference and membership of any committees.
  - e. The procedure for appointing members to the Governing Board and committees.
  - f. The criteria for selection of board members.
  - g. The competencies and skillsets expected of board members.
2. New schools shall submit their Governance Rules to ADEK, as part of their Provision License Letter (PLL) application for approval, at least 3 months before the issuance of a school's Temporary License, in line with the [ADEK School Licensing Policy](#). Schools shall submit any amendments to their Governance Rules to ADEK for approval before any such amendments are enacted.
3. Schools shall effectively communicate their Governance Rules.

### 2. Governing Board

2.1 Overview: Schools shall appoint a Governing Board, which is the senior authority and governing body of the school, in line with ADEK's requirements.

2.2 Size of the Governing Board: The Governing Board shall consist of a minimum of 5 voting members and 1 non-voting member, and a maximum of 15 members (commensurate with the size of the school), including the Chair.

#### 2.3 Members of the Governing Board:

1. Voting Members: The Governing Board shall comprise the following voting members:
  - a. Ex-Officio Members: The owner of the school or their representative shall be an ex-officio member, either as the Chair or as a general voting member.
  - b. Parent Representative: The Governing Board shall include at least one parent representative, elected by the parents of the school. Parent members are expected to represent the interests of the parent body, and not their own personal interests or the specific interests of their child(ren).
  - c. Teacher Representative: The Governing Board shall include at least one teacher representative, elected by the teaching staff of the school. Teacher members are expected to represent the interests of the teaching body, and not to defend their own personal interests.

- d. Independent Members: The Governing Board shall include at least 1 external independent member, appointed by the board and ideally an individual with significant experience and expertise in the education sector.
    - 1) The Governing Board is also encouraged to appoint an external independent member who is a representative of local business, to support the school in achieving its objectives.
  - e. Chair: The Chair shall be appointed from the voting members of the board and undertake the responsibilities (see [Section 2.11 Terms of Reference](#)). The mechanism for their appointment shall be defined in the school's Governance Rules.
- 2.** Principal: The Governing Board shall include the Principal as a non-voting member. The Principal shall attend the meetings of the Governing Board to provide advice, respond to questions, and deliver reports regarding the school's operations and performance.
- a. If the Principal is unable to attend a meeting, the Vice Principal shall attend it in their place.
  - b. The Principal or Vice Principal shall not attend any meeting of the Governing Board where the board is discussing the performance or remuneration of the Principal or at any other time when the Chair deems the Principal's presence to be inappropriate.
- 3.** Student Representative: Schools are authorized to include student representatives as members of the Governing Board. Such representatives shall be Cycle 3 students, have a demonstrated history of leadership, and be elected by the student body to represent them.
- a. Schools are authorized to award voting rights to student representative(s). Such decisions shall be made by the Governing Board, subject to the owner's approval.
  - b. Where student representative(s) are non-voting members, their presence and participation in board meetings shall be at the discretion of the Chair.

**2.4** Each member of the Governing Board shall adhere to the Governing Board's collective responsibilities, as set out in the Terms of Reference below (see [Section 2.11 Terms of Reference](#)). No member shall bear personal liability for any decision taken unless the decision is found to have lacked integrity (e.g., arising from a conflict of interest).

**2.5** Appointment of Members: Schools shall ensure that:

- 1.** The procedures for appointing or electing members to the Governing Board are clear and transparent.
- 2.** When appointing members to the Governing Board, the continuity and institutional knowledge of the board are preserved.
- 3.** Members of the Governing Board possess a good conduct certificate and are familiar with the UAE national identity and cultural values.
- 4.** Members have the appropriate and relevant skills, qualifications, experience, and expertise to fulfill their roles, and the board (as a whole) has an appropriate balance of skills and experience.

- a. The Governance Rules shall require board members to have relevant skills and competencies: the ability and willingness to learn, communication skills, critical thinking, creative thinking, and a collaborative mindset.
- b. Relevant areas of expertise outside of education include law, financial management, social services/student wellbeing and protection, human resources, marketing, project design, construction, etc.

**2.6 Tenure of Members:** Schools shall ensure that:

1. The service term of a member of the Governing Board is limited to a maximum of 3 years. Schools are authorized to appoint a member or members for an additional term or terms via the selection process, in accordance with the school's Governance Rules.
2. The owner is exempt from the restriction on service term length.
3. If a member does not complete their term (e.g., due to resignation or dismissal), a replacement member shall be appointed for the remainder of the service term, subject to the selection process.

**2.7 Quorum:** Any meeting of the Governing Board shall have at least two-thirds of board members in attendance to achieve quorum.

**2.8 Frequency:** Schools shall stipulate that the Governing Board must meet at least once every 3 months, at the request of the Chair or the Owner of the school.

**2.9 Open and Closed Meetings:** Schools shall allow meetings of the Governing Board to be open or closed, at the discretion of the Chair as defined below:

1. **Open Meeting:** Relevant stakeholders (i.e., parents and teachers) are authorized to observe the meeting.
  - a. Schools are authorized to conduct open meetings. In case of such meetings, schools shall share the agenda and expectations with the attendees.
2. **Closed Meeting:** Only voting board members, the Principal, and individuals specifically invited by the Chair are authorized to attend the meeting.
3. **Closed Executive Meeting:** Only voting board members are authorized to attend the meeting.

**2.10 Voting and Decision-Making:** Schools shall set out the following principles in their Governance Rules:

1. It is expected that decisions by the Governing Board will be reached by consensus and after due discussion. However, where a vote is required, decisions shall be made on the basis of a majority of those attending and voting at a meeting where quorum is achieved.
2. Only voting members are authorized to cast a vote. Principals and any other non-voting members shall not have voting rights (except if a student representative is given that right).

3. In the event of an equal number of votes being cast, the Chair shall have the casting vote.

2.11 Terms of Reference: Schools shall ensure that the terms of reference of the Governing Board include the following provisions:

1. Responsibilities in relation to ADEK:
  - a. Ensure that the school operates effectively in line with ADEK's regulations, policies, and other requirements.
  - b. Respond to any directives issued by ADEK that require action to be taken by the school or the school governing body, for example, in relation to inspection outcomes and compliance issues.
2. Responsibilities in relation to the school:
  - a. Define the mission and vision of the school and ensure the school provides a high-quality of education that leads to expected educational outcomes and meets the interests of stakeholders and regulators.
  - b. Approve the school's strategic, developmental, and operational plans.
  - c. Review and approve new school policies and amendments to existing policies and ensure that all policies are regularly reviewed and up to date to be in alignment with ADEK requirements.
  - d. Act as the school's primary financial authority, ensuring that proper books of accounts are kept, approving the annual budget and financial statements, and bearing overall responsibility for the school's assets.
  - e. Delegate authority to the Principal for the execution of strategic and operational plans, policies, and budgets approved by the Governing Board.
  - f. Act as the school's primary legal authority and, as such, ensure that systems are in place for meeting all the school's legal and contractual obligations, including those arising from contracts and other legal commitments made in the school's name.
  - g. Act as the employing authority for all staff at the school, with responsibility for benchmarking and reviewing models related to remuneration, benefits, and conditions of employment.
  - h. Ensure compliance with all applicable federal and local laws, regulations, and policies related to schools.
  - i. Govern risk, information, and technology in a manner that supports the school in achieving its strategic objectives, in line with the [ADEK School Digital Policy](#).
  - j. Ensure that the school's buildings and facilities are constructed, in line with the [ADEK School Buildings and Facilities Policy](#) and in line with relevant laws and regulations of Abu Dhabi and the UAE.
  - k. Investigate formal complaints against the school and take appropriate action in accordance with the school's Complaints Policy.
  - l. Promote ethical values and practice in the school's plans and activities, in line with the UAE national identity and cultural values.
  - m. Take decisions in the best interest of the school, taking care not to let conflict of interest override the school and ADEK's policies (e.g. practicing selective preferential treatment such as not taking warranted disciplinary measures (or reversing a disciplinary decision taken by the school) against students who may be related to the Governing Board members.
  - n. Actively engage in key school events.

- o. Ensure the appointment of board members with specific responsibilities (e.g., safeguarding, inclusion), as per the requirements in other policies and as per ADEK's requirements.
  - p. Nurture partnerships between the school and the wider community.
3. Responsibilities in relation to the Principal:
    - a. Appoint and review the performance of the Principal, in line with the [ADEK School Employment Policy](#), and where required, dismiss the Principal after obtaining ADEK's approval.
    - b. Hold the Principal accountable for the effective implementation of board-approved plans and policies, in line with the school's mission, vision, values, and approved budget.
    - c. Ensure that the Principal maintains an up-to-date master copy of all policies and procedures, in line with the [ADEK School Records Policy](#).
  4. Responsibilities in relation to the Governing Board:
    - a. Monitor and evaluate its own performance and effectiveness as school governing body of the school.
    - b. Carry out its proceedings and duties in an ethical manner.
  5. Responsibilities of the Chair: Facilitate the efficient and effective functioning of the Governing Board by:
    - a. Moderating discussions, ensuring that different perspectives are considered, and resolving conflicts.
    - b. Fostering a culture conducive to good governance, including a constructive working relationship between the Principal and other board members.

#### 2.12 Ethical Requirements:

1. Schools shall communicate the following ethical requirements to their board members:
  - a. Board members are obliged to follow the [ADEK School Professional Code of Ethics Policy](#), [ADEK School Values and Ethics Policy](#), [ADEK School Cultural Consideration Policy](#), this policy, and the *Code of Conduct for Education Professionals in General Education* (MoE, 2022) and associated school policies in performing their roles.
  - b. Board members are required to declare any personal interest that might be reasonably deemed to compromise impartiality, conflict with their duty as a member, and/or result in private benefit.
  - c. Prospective or existing board members are not authorized to give any financial or other gifts to existing board members. Members are not authorized to accept such gifts on behalf of themselves or the school to secure or maintain the membership of an individual on the Governing Board.
  - d. Board members are required to keep the content of Governing Board discussions strictly confidential other than that disclosed by the school (see [Section 6. Records](#)). This requirement applies even after the end of a member's service term, provided disclosure is not legally required.
2. Schools shall ensure that any suspected breach of the above requirements is formally investigated, and where a breach is found, the member in question is removed from the Governing Board.



3. Schools shall ensure that any member of staff who are dissatisfied with any ethical practice or standards may raise a complaint via the school complaints committee as per the [ADEK School Compliance Policy](#) or via the school's whistleblowing mechanism as per the [ADEK School Values and Ethics Policy](#).

**2.13 Board Effectiveness Self-Evaluation:** The Governing Board shall conduct an annual review of its own effectiveness, by developing an internal self-evaluation framework, which includes feedback from the Principal (and other stakeholders as appropriate).

**2.14 Remuneration of Governing Board Members:** Governing Board members shall serve in an honorary capacity and without remuneration, except for board-approved school-related expenses.

**2.15 Board Offices:** The Governing Board and owners shall not have a permanent office based at the school and shall not disrupt the regular operation of the school by visiting it daily.

### 3. Corporate Board

**3.1 Corporate Board (if applicable):** When applying for an ADEK license (new/renewal), schools that have external corporate boards (e.g., owned by a corporation, in a branch campus structure, or are part of a network of schools) shall identify their relationship with the Governing Board including the following:

1. Organizational Structure
2. Corporate Board Membership
3. Accountability Mechanisms
4. Operational Mechanisms
5. Financial disclosures (e.g., percentage shared profit margin)

**3.2 Schools with Non-UAE based Corporate Boards (if applicable):** In the event that the Corporate Board is a legal entity based outside of the UAE, schools shall establish a Governing Board within UAE, consisting of local representatives, in line with the membership requirements of the Governing Board (see [Section 2. Governing Board](#)).

1. The Governing Board shall have a channel to communicate with the existing Corporate Board outside the UAE, by having a member of the Corporate Board serve as a member of the Governing Board within the UAE.

### 4. The Principal and Vice-Principal

**4.1 Roles:** The Principal has the highest authority in the school and is accountable to the Governing Board or Corporate Board and committees (as applicable). The Vice Principal is the Principal's deputy and stand-in during leave of absence and representative who supports the Principal's leadership role.

1. The Principal shall not be the school owner or one of its owners, directly, indirectly, or the owner's representative. The Principal shall not be a first- or second-degree relative to the school owner or one of its owners.
2. In line with the [ADEK School Staff Eligibility Policy](#), the Principal and Vice-Principal shall adhere to educational leadership standards and requirements.
3. Depending on the size and organization, schools may have more than 1 Vice Principal.
4. Schools shall have a succession plan to delegate the Principals' responsibilities to the Vice Principal (or the designated Vice Principal if there are multiple) and ensure the continuity of the school's operations in the case of leadership gaps, including sharing tasks to mitigate the risk of disruption should succession be activated, in line with the [ADEK School Employment Policy](#).

#### 4.2 Responsibilities Towards the Governing Board: The Principal shall:

1. Prepare and submit documentation related to the school's governance (e.g., organizational structure, policies) to the Governing Board for approval.
2. Keep the Governing Board informed and up to date about any directives and communication from ADEK.
3. Disclose any potential personal conflict of interest to the Governing Board in a timely manner and recuse themselves from situations giving rise to a perceived conflict of interest.

#### 4.3 Responsibilities Toward Schools: The Principal shall:

1. Be accountable for all aspects of the day-to-day operation of the school.
2. Lead the evaluation of the school's performance to identify priorities for continuous improvement and raising the standards of education, in line with the [ADEK School Quality Assurance Policy](#).
3. Provide instructional leadership and management and monitor teaching and learning.
4. Set and manage the school budget.
5. Follow up on the maintenance of school buildings, resources, and facilities.
6. Convey any directives and communication from ADEK to relevant members of the school community by acting as a mediator.

#### 4.4 Responsibilities Towards ADEK: The Principal shall:

1. Have the authority to establish rules, procedures, and educational standards at the school in a manner that is consistent with ADEK's requirements.

2. Notify ADEK of any legal violation or any non-compliance identified by the Governing Board with the potential for serious impact within 24 hours of identification of such violation or non-compliance.
3. Act as the primary contact person for the school and as a communication channel between the school and ADEK. The principal is authorized to nominate a member of staff to manage this communication and ensure that logistical matters are dealt with in a timely and appropriate manner.
4. Respond in a timely manner to any request from ADEK.

## 5. Committees

### 5.1 Formation of Committees:

1. The Governing Board shall have the following mandatory committees:
  - a. School Complaints Committee, in line with the [ADEK School Compliance Policy](#).
  - b. School Development Committee, in line with the [ADEK School Quality Assurance Policy](#).
  - c. Behavioral Management Committee, in line with the [ADEK School Student Behavior Policy](#).
  - d. Appeals Committee, in line with the [ADEK School Student Behavior Policy](#).
  - e. School Health and Safety Committee, in line with the [ADEK School Health and Safety Policy](#).
  - f. School National Identity Committee, composed of a minimum of 3 UAE National parents, dedicated to promoting UAE national identity and culture in schools.
  - g. Any other committee required by ADEK school policies (e.g., Wellbeing Committee, etc.)
2. The Governing Board is authorized to create additional committees to support the board's activities and assist it in its functions as required, including but not limited to committees to support the following areas:
  - a. Financial affairs.
  - b. Health and safety.
  - c. Student protection.
  - d. School curricula and resources.
  - e. School buildings and facilities.
  - f. Human resources.
3. The Governing Board shall determine the membership and terms of reference of these committees.

## 6. Records

- 6.1 Minutes: Schools shall ensure that all minutes of the meetings of the Governing Board are recorded and made available to ADEK on request. Schools shall publish any relevant decisions made by the Governing Board that affect relevant stakeholders.

## 7. Compliance

- 7.1 This policy shall be effective as of the start of the Academic Year 2024/25 (Fall term). Schools are expected to be fully compliant with this policy by the start of the Academic Year 2025/26 (Fall term).
- 7.2 Failure to comply with this policy shall be subject to legal accountability and the penalties stipulated in accordance with ADEK's regulations, policies, and requirements, notwithstanding any other penalties imposed by Federal Decree Law No. (31) of 2021 Promulgating the Crimes and Penalties and its amendments or any other relevant law. ADEK reserves the right to intervene if the school is found to be in violation of its obligations.



## References

- Federal Decree Law No. (3) of 2016 Concerning Child Rights (Wadeema)
- Federal Decree Law No. (31) of 2021 Promulgating the Crimes and Penalties and its amendments
- Ministry of Education (MoE). (2022). *Code of Conduct for Education Professionals in General Education*.
- The National Council for Voluntary Organizations (NCVO). (n.d.). *Delegating Decisions to Committees and Employees*.
- United Nations Educational, Scientific and Cultural Organization (UNESCO). (n.d.). *Concept of Governance*.

### Publication

2024 (September) ADEK\_School\_Governance Policy\_v.1.1

Department of Education and Knowledge, Abu Dhabi (ADEK)

This policy applies to Private and Charter Schools in Abu Dhabi. However, any circular issued prior to this policy or issued specifically for Charter Schools thereafter supersedes the requirements of this policy.

Past version:

2024 (January) ADEK\_School\_Governance Policy\_v.1.0

