

## Kellett School Board's Code of Conduct

### The Purpose of the Code

- 1 Kellett School Association Limited ("**Company**") is a company limited by guarantee under the Hong Kong Companies Ordinance. Its directors are referred to in its Articles of Association ("**Articles**") as "Governors"<sup>1</sup>. The Governors are directors of the Company. The Governors duties and rights are principally to be found in the *Companies Ordinance*, cap. 622<sup>2</sup>, and the Articles<sup>3</sup>.
- 2 This Code sets out the manner in which each Governor agrees to exercise her or his duties and rights as a Governor with a view to ensuring the successful operation of the Company and the School, which the Company operates pursuant to the terms of the leases on which the School's campuses are located, the *Education Ordinance*, cap. 279, and the directives of the Education Bureau.
- 3 Before any general meeting at which members will be asked to vote on a resolution for the appointment of a Governor a candidate will be asked to confirm in writing to the Board of the Company that in the event of their election they will agree to sign the Code and abide by its terms.

### General Matters

- 4 The Company's purpose is to operate the School
- 5 The Board sets the School's strategic aims, ensures that the necessary financial and human resources are in place for the School to meet its objectives and review management performance. The Board sets the Company's values and standards (in practice largely those of the School) and ensures that its obligations to its members and the School community are understood and met.
- 6 The formulation of educational policy, that policy's implementation and the management of the School is the responsibility of the Board's 2 executive Governors, namely, the Principal and the Director of Finance, and the Management Committee established pursuant to Article 75 (together the "**SMT**"). They are assisted as necessary by the specialist Board committees established pursuant to Articles 65 and 66.
- 7 The Chairperson of the Board elected from time to time (in practice annually at the first Board meeting of the calendar year) pursuant to Article 62 serves as the principal contact between the non-executive Governors and the SMT between Board meetings and supports the SMT in carrying out their function.
- 8 Each Governor shall endeavour:

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<sup>1</sup> Article 2

<sup>2</sup> In particular sections 465 - 466

<sup>3</sup> See principally Articles 57 to 71, 78 to 83 and 88 to 90

- a) to act fairly and impartially at all times,
  - b) to act in a manner which is aligned with the policies, values and standards of the School,
  - c) to give priority to the welfare of the School as a whole rather than any particular special interest including any of their own children.
- 9 Save as expressly authorised by a resolution of the Board no Governor has the power or authority to agree, or purport to agree, any policy or contract on behalf of the Company.
- 10 Every Governor agrees:
- a) to submit to peer evaluation on an annual basis.
  - b) that in the event of a Governor either themselves having a complaint, or having been notified by a parent or third party of a complaint, about a matter, which they believe requires action, in the first instance to notify the Principal and the Chairman.

#### **Meetings and decisions of the Board**

- 11 Each Governor acknowledges that matters discussed at Board meetings, and information received generally by them in their capacity as Governor, are confidential and agrees to respect this confidentiality when discussing matters concerning the School's affairs with parents.
- 12 Each Governor agrees that during meetings of the Board she or he will:
- a) treat other Governors with respect,
  - b) be open and honest with other Governors,
  - c) aim to make constructive comments, and
  - d) look to build consensus amongst the Board.
- 13 Each Governor acknowledges and agrees that:
- a) it is important that individual Governors explain constructively to parents, staff and pupils the policies, decisions and acts of the Board and/or the SMT;
  - b) it is important that Governors do not in conversations with parents, staff or pupils say things, which are likely to undermine confidence in the Board and the SMT; and

- c) in the event of a Governor having a serious objection or concern about any particular policy, decision or act of the Board and/or the SMT to raise this clearly and openly at a Board meeting.

- 14 Every Governor will use his or her best endeavours to attend every Board meeting. Where attendance is not possible then the Governor shall notify the secretary to the Board in advance.

### Term Limits

- 15 A Governor will resign before the annual general meeting prior to the date when her or his last child at the School will leave by virtue of them completing their education.
- 16 Each Governor agrees that in the event of it becoming likely that one of their children at the School will leave to join another School they will offer to resign. Unless the Board considers that there are good reasons to do otherwise the resignation will be accepted in sufficient time prior to the next annual general meeting to allow sufficient time for a member to put themselves forward for appointment to the Board in place of the departing Governor.
- 17 No Governor shall serve for more than 12 years unless the Board considers that there is good reason for them to do so.
- 18 The Chairperson will normally be chosen from Governors who have served 3 years or more on the Board and shall serve as Chairman for no longer than 6 years unless the Board considers that there is good reason for them to do so. Upon ceasing to be Chairperson will normally be expected to resign as a Governor.

### Miscellaneous

- 19 Every Governor will take reasonable steps to keep herself or himself informed of matters concerning the School and to be visible and engaged in the School community.
- 20 Each Governor commits to undertake a fair share of responsibilities of the Board, including service on committees or working groups that may be established from time to time.
- 21 Each Governor agrees to disclose to the Board any conflict of interest (whether pecuniary or otherwise) which he or she may have concerning any issue to be considered by the Board and understands and acknowledges that measures may need to be put in place to minimise the perception of improper conflict.