

Governance and Policy Committee Report covering the 2019-2020 Academic Year

Committee Scope and Mandate

In June 2019 the ISPP Board of Trustees elected to combine the Governance Committee (GC) and the Policy Committee (PC) into a single Governance and Policy Committee (GPC) for the academic year 2019-20, due to complementarity of mandate and work. The specific tasks for the GPC were defined during the Board of Trustees retreat in September 2019. From September 2019 to March 2020, the GPC met seven times. The merged GC-PC format was efficient and the GPC recommends that these committees continue jointly as the GPC in 2020-21.

Covering the GC and PC responsibilities described in the ISPP Policy Manual, the GPC facilitates the ISPP Board of Trustees in making informed decisions about ISPP's legal, institutional and policy structures. Specifically, the GPC leads the assessment, development, recruitment and election of the ISPP Board of Trustees; reviews and updates school and Board governance policies, procedures and structures; develops and follows up Board and Director goals; and facilitates the Annual General Meeting (AGM) in April each year.

ISPP Legal Restructuring

ISPP's legal and governing structures have grown organically to meet the evolving needs of a growing school. With the building of ISPP's campus, the structures became increasingly complex, with corporate entities created to take loans and own land. A corporate entity was also created for ISPP in the United States with the intent of taking an American loan. Ultimately, this was not followed through. The current Board and Director have decided to consolidate the various legal entities into a simpler, fit-for-purpose structure that is controlled at any given time by the ISPP Association through the Board and Director. To do this, the GPC has worked first to fully understand the existing legal structure, developed a plan for a new legal structure, obtained legal opinion from our Cambodia-based legal counsel, and begun to create the new structure while winding up the prior, superfluous structures including the US-based corporation. All of these processes are underway at the time of writing this report. That an appropriate legal structure is established and maintained, allowing ISPP to fulfil its purpose and mandate, to hold loans and to own land, is part of the new five-year Strategic Plan and as such will be revisited and reported on annually.

Charter Revision

As with the legal structure, ISPP's Charter has been revised over time. In 2020-21, revision will again be necessary to align with the new legal structure. The GPC has started a draft revision of the ISPP Charter into bylaws and articles. When the new legal structure is finalised, the revised Charter will also be finalised, presented to and voted upon by the ISPP Association at a Special Meeting of the Association that will be called by the Board (existing Charter article 8.2). This Special Meeting will take place at an appropriate date in the future – preliminarily in the first term of the 2020-21 school year.

Policy Review

The Policy Committee regularly reviews sections of the ISPP Policy Manual on a rotating basis to ensure a complete revision cycle every three years. With a new Director, Charter and legal structure, the Board decided that the Policy Manual will be revised in its entirety in 2020-21. To ensure no obvious problems or oversights for the 2019-20 school year, in September 2019 the GPC (assisted by additional Board members) read through the entire Policy Manual to check that no urgent revisions were required. Through this exercise, various needs and gaps were identified; these will be tackled during the 2020-21 policy revision.

Board and Director Goals

The GPC is responsible for ensuring that the Board and the Director set and work towards goals each year. The Director Goals were approved in the autumn 2019 and progress reviewed at the March 2020 Board meeting. The Board Goals were set at the Board Retreat in September 2019 as follows:

1. The Board will propose an amended Charter for the Association's ratification by the AGM with accompanying legal status/structure recommendations.
2. The Board will present the approved Strategic Plan to the members of the Association at the AGM.
3. The Board will complete the approved transition plan to provide support to the new head of school that ensures continuity and transfer of information by the end of semester 1.

Of these Board goals, 2. and 3. have been achieved. To the first goal, it became clear that the legal restructuring would need to precede the Charter revision. As such, the GPC has concentrated on the legal restructuring, and a draft Charter revision has been prepared. It will be adjusted and finalised immediately after the legal restructuring and presented to the Association for a vote. A Board self-assessment is planned according to schedule in April 2020.

Annual General Meeting and Board of Trustee Elections

At the proposal of the GPC, the Board decided in February 2020 to move to electronic voting for the Board of Trustees election. At the time of writing, the elections software is in place and ready to open for voting on April 8th. The decision to move to electronic voting was fortuitous as it allows elections to go ahead despite the campus being temporarily closed to students and parents due to the CoVid-19 pandemic. Similarly, the AGM will be called for and held online. The results of the elections of new Trustees will be announced at the AGM. The GPC has ensured that the AGM is called, and all documents and reports prepared and sent out in compliance with the existing Charter.

Looking ahead: 2020-21 academic year

In addition to the cyclical responsibilities of the GPC (on boarding of new Board members, Board and Director goal setting and follow-up, election management and AGM), the GPC must 1) finalise the legal restructuring process, 2) complete Charter, bylaws and articles revisions to fit the legal restructure, and 3) revise ISPP's policy manual to align with the new Charter and governance structure. The GPC must call the ISPP Association to vote on the revised Charter during the 2020-21 academic year.

GPC Members

The GPC has consisted of Clarisse Kehler Siebert (Chair), John Collins (Chair, Board of Trustees & Governance and Leadership sub-committee), Jenny Pearson (Chair, Strategic Planning/ past Chair, Policy Committee), Gareth Jones (ISPP Administration), Emily Johnson (ISPP Faculty), Jen Grant (PCO). Thank you to all for contributing expertise, time and energy. As with all ISPP committees, GPC meetings are announced in ISPP's Weekly Announcements and are open to parents of the ISPP community.

This GPC Report is respectfully submitted by Clarisse Kehler Siebert, Chair of the ISPP Governance and Policy Committee 2019-20.

Phnom Penh, April 1st, 2020