



Articles and Instruments of Governance – The UG School

Background

The UG School operates independently as part of the University of Georgia. They have financial autonomy but receive support, both operationally and financially if required.

Preamble

In recognition of the importance of strong leadership, accountability, transparency, and sound governance, UG School Tbilisi adopts this Constitution in accordance with the COBIS Code of Good Governance to ensure the highest standards of education, safeguarding, and operational excellence.

Article I: Name and Purpose

Section 1: Name

The name of the institution shall be **UG School Tbilisi**, hereafter referred to as "the School."

Section 2: Purpose

The School exists to provide a high-quality British-style education in Tbilisi, Georgia, promoting academic excellence, student well-being, integrity, and global citizenship. The Board operates to uphold these values and the operation of the School

Article II: Governance

Section 1: Governing Body

The governing body of the School shall be known as **the Board of Governors** (hereafter "the Board").

Section 2: Responsibilities of the Board

The Board shall be responsible for:

1. Setting the strategic direction of the School in conjunction with the School Principal
2. Ensuring financial sustainability.
3. Holding the Principal to account for educational performance and operational management.

4. Promoting the well-being and safeguarding of students.
 5. Ensuring compliance with legal, regulatory, and accreditation obligations.
 6. Upholding transparency and a sense of ethical responsibility and purpose in all operations of the School.
 7. Maintaining oversight of Health and Safety, including cyber threats.
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Article III: Composition of the Board

Section 1: Membership

The Board shall consist of:

- **Chair of the Board**
- **Safeguarding Governor (DSG)**
- **Governor with Oversight of Health and Safety**
- **Governor with oversight of all other general matters**

The total number of Board members shall be no fewer than 4 and no more than 10.

Section 2: Appointment

- Independent and appointed governors shall be selected through an application to the Chair of the Board
 - The decision to appoint new Governors rests with the consent of the existing Board with the final approval of the Chair of the Board.
 - All appointments are subject to vetting and compliance checks.
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Article IV: Terms of Service

Section 1: Duration

- There is no set term for Governors to serve.
- After a one-year break, former governors may be reappointed or re-elected.

Section 2: Renewal

- Renewal of terms is subject to performance review and Board approval.
 - The Chair may serve for a maximum of two terms (6 years), unless otherwise approved, after which the tenure can continue.
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Article V: Meetings

Section 1: Frequency

- The Board shall meet at least **once per term**.
- Additional meetings may be convened as necessary.

- A termly Safeguarding review meeting shall be held with the DSG, Principal and DSL. The Chair may also attend.

Section 3: Decision-Making

- Decisions shall be made by discussion and vote.
 - In the event of a tie, the Chair shall have a casting vote.
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Article VI: Committees

Should they wish, The Board may establish temporary or permanent committees to support its functions, including but not limited to:

- Finance & Audit Committee
- Education & Safeguarding Committee
- Governance & Nominations Committee

Each committee shall have a clear remit, membership, and reporting structure.

Article VII: Conflict of Interest

Section 1: Declaration

- All Board members must **declare any potential, actual, or perceived conflicts of interest** at the earliest opportunity.

Section 2: Register of Interests

- A **Register of Interests** shall be maintained and updated annually.

Section 3: Management

- Any member with a conflict must **recuse themselves** from relevant discussions and decision-making.
- Failure to declare a conflict may lead to disciplinary action, including removal from the Board.

The conflict of interest is to be declared below.

Article VIII: Code of Conduct

All members of the Board shall:

- Act in the best interests of the School and its students.
 - Uphold the values of integrity, transparency, and accountability.
 - Maintain confidentiality on all sensitive matters.
 - Undergo regular training and self-evaluation.
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