

Ramallah Friends School

Constitution for the Board of Trustees

1. Preamble

1.1. Establishment of the school

Ramallah Friends School is a coeducational pre-K through 12th grade school operating on two campuses in the cities of Ramallah and El Bireh, in the State of Palestine. The entities formerly known as Girls Training Home, Boys Training Home, Friends Girls School and Friends Boys School are now subsumed under the single name of Ramallah Friends School, hereafter also referred to as the School. The two campuses are currently known as the Lower School and the Upper School.

1.2. Ownership of the school

Ramallah Friends School is a wholly-owned operating entity of Friends United Meeting, a 501(c)3 not-for-profit organization incorporated in the State of Indiana, USA and operating on four continents.

1.3. Legal status and affiliations

1.3.1. Friends United Meeting

Friends United Meeting is registered as a Branch of a Charitable Society/Foreign Organization with the Palestinian National Authority (certificate number QR-0239-F). As such, it owns, manages and operates Ramallah Friends School as a ministry for the benefit of the Palestinian community. All land, buildings and other assets are the property of Friends United Meeting. The school is not separately registered as a legal entity.

1.3.2. Ministry of Education

Ramallah Friends School operates under two operating licenses from the Ministry of Education of the Palestinian National Authority issued in the names of “Ramallah Friends School – Upper School” and “Ramallah Friends School – Lower School” (formerly Friends Boys School and Friends Girls School respectively).

1.3.3. International Baccalaureate

Ramallah Friends School is an IB World School in association with the International Baccalaureate Organization, based in Geneva Switzerland.

1.3.4. Friends Council on Education

Ramallah Friends School is a member of the Friends Council on Education, based in Philadelphia PA USA.

1.3.5. Christian Educational Institutions in Palestine

Ramallah Friends School is a member of the Christian Educational Institutions in Palestine, based in Bethlehem, Palestine.

1.4. Short history of RFS governance

Ramallah Friends School was founded in 1869 by Friends Sibyl and Eli Jones from New England Yearly Meeting, and became a ministry of Five Years Meeting (now Friends United Meeting) when that body was created in 1902. For many decades, FUM appointed American Friends to serve as the Principals of the Girls and Boys Schools, with the Boys School Principal serving as the *de facto* coordinator of the two schools and liaison with FUM. In the 1960s, 70s and early 80s, the Boys School Principal had two advisors from the local community to consult with on school affairs. The RFS Board of Trustees was established in the early 1980s when a group of parents approached FUM and suggested the creation of a local board to support FUM in the governance of the school. FUM responded positively to this initiative and a board, made up primarily of Ramallah community members, was established with a constitution describing its authority. This first constitution underwent revisions at key points in the school's evolution, the most significant of which was the creation in 2001 of a Head/Director position to manage both campuses as a direct FUM employee. This new constitution was written in 2017-18 by a joint committee of the FUM General Board and the RFS Board of Trustees, and was intended to give much clearer guidance to the BOT in its governance role within the Quaker decision-making ethos and in relation to the management role of the Head of School and the ownership role of FUM.

1.5. Purpose/Mission

[to be extracted from existing Board documents and/or updated by the Board]

1.6. Quaker identity

For Ramallah Friends School, its identification as a "Quaker school" is about much more than a recognition of the School's history. The Quaker identity of the School is reflected in its style of governance and oversight, where communal decision making through consensus engages all parties concerned in sincere, Spirit-led discernment to reach a resolution that is in the best interest of all. The relationship between faculty/administration and the students, one which sees students and staff as companions in the learning process, is a manifestation of the importance Friends place on valuing and embracing every member of the community. The relationship between the School and the surrounding community is also indicative of the strong Quaker influence on the institution, as seen by the emphasis on environmental sustainability in the curriculum, and the importance of stewardship of the physical plant in the daily operations of the School. Finally, the School's Core Values

(outlined below) are directly tied to Quaker values of Peace, Integrity, Community, Equality, and Stewardship.

1.7. Core values

1.7.1. Excellence in Education – Quaker education calls for high academic standards and the willingness to experiment with new methodology and curricula.

1.7.2. Developing the Whole Person – Quaker education is committed to helping each member of the school community realize his or her physical, mental, spiritual, and social potential and that every person is different with varying abilities that must be developed to the full extent.

1.7.3. Helping Each Person Recognize Their Responsibility to Society – Quaker education is committed to nurturing character traits as integrity, simplicity, honesty, non-violence, cooperation and compassion as well as encouraging freedom of thought and expression.

1.7.4. Equality – Quaker education believes that all people are equal before God regardless of gender, creed, culture, color, disability or social status.

2. Board of Trustees

2.1. Purpose of the Board

The Board of Trustees of Ramallah Friends School is appointed by, and accountable to, Friends United Meeting for good governance of the School according to the duties and powers enumerated below. Acting jointly, and in partnership with Friends United Meeting, the members of the Board have fiduciary obligations to the School, including the duties of care (e.g. attentiveness and prudence in performing Board duties), loyalty (e.g. acting in the interest of the School, avoiding self-dealing and conflicts of interest), and good faith (e.g. sincere intention to be fair, open, and honest), as well as the duty to safeguard the mission of the school with respect to accountability, transparency, sustainability, responsiveness, rule of law, stability, equity, inclusion, empowerment, and broad-based participation. The Board works in close collaboration with the Head of School to support that person's management responsibilities.

2.2. Composition

The Board of Trustees shall consist of the Head of School, ten at large members and four other members, for a total of fifteen members.

2.2.1. The Head of School serves *ex officio* as a member of the Board of Trustees.

2.2.2. At large members

The at large members of the Board consist of ten voluntary members who shall not be employees of the School. Their qualifications are listed below.

2.2.3. Other members

The other members of the Board consist of the Principals of the Upper and Lower School, and one representative of the employees from each campus, to be elected according to their own procedures.

2.3. Qualifications of at large members

The Board of Trustees as a whole should include a breadth of professional expertise and community interests. In particular, the Board should include:

2.3.1. At least one member who is a member or active attender of Ramallah Friends Meeting.

2.3.2. At least two members who are, or have recently been, parents in the School.

2.3.3. At least one member who is a graduate of the School.

2.3.4. Members who bring professional expertise in the areas of education, law, business, fundraising, accounting and construction.

2.3.5. Depending on the needs of the Board, Friends United Meeting may appoint a non-resident member of the Board for the purpose of strengthening the understanding of Quaker education.

2.4. Terms of service

2.4.1. The term of a Board member begins on September 1, unless otherwise minuted by the FUM General Board.

2.4.2. At large members are appointed for an initial one-year term. Should their service prove fruitful, they may be reappointed to two consecutive three-year terms. After serving seven years, there must be a gap of three years before an individual becomes eligible for reappointment. In exceptional circumstances, Friends United Meeting may extend any Board member's continuous service beyond seven years, on a year to year basis.

2.4.3. The two staff representatives serve two-year non-renewable terms. An individual may be eligible for reelection after a gap of two years from the previous term of service. If a staff representative ceases to be employed by the School, their membership in the Board ceases immediately.

2.4.4. Any at large member who is absent without apology from three consecutive meetings of the Board, or who submits their resignation in writing to the Clerk of the Board and the General Secretary of FUM, shall be eligible for replacement.

2.5. Expectations of service

At large members of the Board are expected to:

- attend all regular and specially-called meetings of the Board
- serve on at least one Board committee
- take an active interest in the life of the School, including attending special events
- make individually-appropriate contributions, including financial contributions, to the school each year
- solicit others within the relevant spheres of influence to make contributions to the school
- make known any conflicts of interest in relation to their governance responsibilities as a Board member

2.6. Manner of appointment

2.6.1. The ten at large members of the Board are appointed by the Friends United Meeting General Board. New board members may be suggested by current Board members, by the Head of School, by Ramallah Friends Meeting, by the FUM Nominating Committee, or by any other interested party. The PTA may suggest potential board members according to their bylaws. The suggestions are reviewed by the FUM General Secretary and Director of Global Ministries, with input from the existing RFS Board, and in light of the overall composition and competencies needed on the Board. The Director of Global Ministries then presents a list of nominees for General Board approval.

2.6.2. The Head of School and the two Principals serve by virtue of office.

2.6.3. The two staff representatives are elected according to the procedures of the respective staff communities.

2.7. Duties and Powers

2.7.1. Policy and Strategy

- 2.7.1.1. On behalf of Friends United Meeting, exercise responsible governance of Ramallah Friends School as set out herein, and report regularly to the FUM General Board

- 2.7.1.2. Undertake long-range and strategic planning; monitor and evaluate the school's progress toward its strategic goals
- 2.7.1.3. Determine the appropriate educational and management policies for the school, facilitate the Head of School's implementation of these policies, and report to the FUM General Secretary any deviations from these policies
- 2.7.1.4. Safeguard, articulate and promote the mission, vision and strategic goals of the school to all stakeholders and the community at large

2.7.2. Fundraising

- 2.7.2.1. Review and approve fundraising, public relations and communications policies for the school
- 2.7.2.2. Collaborate with Friends United Meeting to raise financial support sufficient for the operations, special projects and long-term sustainability of the school

2.7.3. Finance

- 2.7.3.1. Regularly review and approve financial policies for the school
- 2.7.3.2. Approve an annual operating budget
- 2.7.3.3. Approve budgets for special projects and capital investments
- 2.7.3.4. Review financial reports from the Finance Director and Finance Committee, and take appropriate action in response to issues arising
- 2.7.3.5. Recommend auditors for the school
- 2.7.3.6. Approve the annual audited accounts

2.7.4. Physical Plant

- 2.7.4.1. Develop and maintain a long-range plan for the school facilities, and monitor progress in the implementation of the plan
- 2.7.4.2. Approve proposals for new construction and major renovation

2.7.5. Staffing

- 2.7.5.1. Regularly review and approve human resource policies for the school
- 2.7.5.2. Approve the overall staffing policy profile of the School as part of the annual budgeting process
- 2.7.5.3. Participate in the development of the job description of the Head of School, as initiated and managed by the FUM General Secretary, in preparation for approval by Friends United Meeting
- 2.7.5.4. Participate in the hiring of the Head of School, as initiated and managed by the FUM General Secretary, in preparation for approval by Friends United Meeting
- 2.7.5.5. Participate in the evaluation of the Head of School as initiated and managed by the FUM Director of Global Ministries
- 2.7.5.6. Offer the Head of School advice regarding the minimum requirements for experience and qualifications of members of senior management staff. Upon the beginning of the hiring process for a senior management staff position, the Head of School shall seek input from the Board, shall include one or more members of the Board in the selection committee, shall receive such input as is offered, and shall endeavor to build consensus in preparation for an appointment by the Head of School.

2.8. Quorum

The quorum for a duly-seated meeting of the Board of Trustees shall consist of no fewer than six of the ten at large members. Other members (the Head of School, Principals, and staff representatives) do not count toward the six members required for a quorum.

2.9. Method of decision making

It is the experience of Friends that if we are open to the Spirit of God in the making of our decisions then unity can be reached on even the most difficult and apparently contentious of issues. In all meetings, Board members hold the meeting in a spirit of prayer and worship. Members give unhurried consideration to all proposals and opinions. All members have equal rights and privileges in attendance and participation in decision-making at meetings. When speaking in a meeting, members express their sense of what God intends for the organization, not personal opinion or for personal benefit. Those who wish to speak indicate to the

clerk that they wish to be heard and do not begin to speak until the clerk gives permission. The concerns and doubts of a sincere minority must be carefully considered before a decision is made. The goal is to reach substantial unity. It may be that some members will not be in favor, but the decision may nevertheless be adopted. When there is much difference of opinion, the clerk should postpone a decision to a subsequent meeting to allow more time for prayer, deliberation and research. It is the responsibility of the clerk to determine that a decision agreeable to those in attendance has been reached. Decisions are recorded in writing as a minute.

2.10. Minutes

The Board, and all of its committees, shall keep minutes of all meetings. Such minutes, once approved by the Board/committee at its next meeting and signed by the clerk, become a matter of public record and shall be available for inspection by any stakeholder who so requests, with the exception that minutes of closed sessions or other confidential matters may be sealed for confidentiality purposes for a maximum of 25 years. Minutes of the Executive Committee are always considered confidential, but the substance of the Executive Committee's report should be included in the minutes of the next full Board meeting. Copies of all minutes shall also be submitted to Friends United Meeting.

2.11. Schedule of meetings

The full Board shall meet not fewer than four times per year. A calendar of Board meetings will be established in September of each year. Additional meetings may be held at the call of the Presiding Clerk, or by request of at least six at large members. Notice of, and the agenda for, such additional meetings must be given at least seven days in advance of the meeting.

2.12. Closed sessions

The Presiding Clerk may, in certain circumstances or for certain types of agenda items, call for a closed session in which only at large members of the Board and the Head of School remain in the room.

3. Presiding Clerk

3.1. The Presiding Clerk of the Board is appointed by Friends United Meeting from among the at large members of the Board for a three-year renewable term.

3.2. The duties of the Presiding Clerk are:

3.2.1. To collaborate with the Head of School in constructing an agenda and the preparation of relevant documents for each meeting of the Board.

- 3.2.2. To moderate the Board discussions in such a way that all perspectives are respectfully considered and unity is sought in decisions.
- 3.2.3. To ensure that accurate minutes of all discussions and decisions are recorded, circulated, approved, signed and filed.
- 3.2.4. To ensure that all Board committees are functioning at a high level, and that all Board members are actively engaged in the work of the Board.
- 3.2.5. To communicate and interpret the decisions of the Board to all stakeholders, and to represent the Board in public settings, as needed.
- 3.2.6. To work closely with the Head of School in monitoring the faithful implementation of the Board's decisions.

4. Recording Clerk

- 4.1. The Recording Clerk of the Board is appointed by the Board, and may be a member of staff or other non-Board member.
- 4.2. The duties of the Recording Clerk are:
 - 4.2.1. To accurately record the substance of all discussions and decisions of the Board.
 - 4.2.2. To prepare minutes for circulation and approval.
 - 4.2.3. To ensure that approved minutes, and all attachments and supporting documents, are appropriately filed, both in the School's permanent record, and with Friends United Meeting.

5. Head of School

The Head of School is appointed by, and accountable to, Friends United Meeting for the right management of the School. The Head serves on the Board of Trustees in an *ex officio* capacity and works in close collaboration with the Board and its committees to support the work of good governance. The Head of School is the leader of the staff and is responsible for all hiring and human resource matters, within the policy and budgetary parameters established by the Board. The full duties of the Head of School are stated in the job description as approved by Friends United Meeting.

6. Committees of the Board

- 6.1. Executive Committee

6.1.1. Composition

The Executive Committee consists of the Presiding Clerk of the Board, the Head of School and one other at large member of the Board, to be appointed by the Board at its September meeting each year for a one-year renewable term.

6.1.2. Duties

The Executive Committee carries the full powers of the Board to make decisions of a time-critical nature between meetings of the Board. All actions of the Executive Committee must be reported to, and either ratified or amended by, the next meeting of the Board.

6.2. Finance Committee

6.2.1. Composition

The Finance Committee shall have four full members: two at large members of the Board, plus the Head of School and the Finance Manager, both ex officio. The at large Board members are appointed by the Board at its September meeting for a one-year renewable term.

6.2.2. Duties

The Finance Committee is responsible for preparing all finance-related matters for Board consideration, and for monitoring compliance with the Board's financial policies and decisions. The Finance Committee also recommends the appointment of auditors for approval by FUM, and oversees the preparation and presentation of the annual independent audit.

6.3. Development and Fundraising Committee

6.3.1. Composition

The Development and Fundraising Committee shall have three full members: two at large members of the Board, plus the Head of School, ex officio. The at large Board members are appointed by the Board at its September meeting for a one-year renewable term.

6.3.2. Duties

The Development and Fundraising Committee is responsible for securing resources for the operation and development of the school by cultivating a strong annual fund program, by organizing special events and appeals, and by supporting the major gifts work of the staff. This committee is also responsible for ensuring that each member of the Board makes individually-appropriate contributions, including financial contributions, to the school every year.

6.4. Academic Policy Committee

6.4.1. Composition

The Academic Policy Committee shall have five full members: two at large members of the Board, the Head of School, ex officio, and the Principals of the Upper and Lower Schools, both ex officio. The at large Board members are appointed by the Board at its September meeting for a one-year renewable term.

6.4.2. Duties

The Academic Policy Committee is responsible for recommending to the Board appropriate academic standards and policies for the school, including proposals to launch new academic or co-curricular programs or to discontinue any such programs.

6.5. Facilities Committee

6.5.1. Composition

The Facilities Committee shall have four full members: two at large members of the Board, plus the Head of School and the Facilities Manager, both ex officio. The at large Board members are appointed by the Board at its September meeting for a one-year renewable term.

6.5.2. Duties

The Facilities Committee is responsible for recommending to the Board a master site plan, maintenance policies and any major facilities improvements. The committee also oversees major construction and renovation projects.

6.6. Working groups

The Board may appoint time-limited working groups as needed to accomplish specific tasks or projects.

6.7. Staff participation in committee work

The Head of School may invite any member of staff to assist in the work of any committee, but those staff members are not considered full members of the committee for the purpose of decision-making.

6.8. Expert participation in committee work

The Presiding Clerk of the Board may invite external experts to assist in the work of any committee, but those experts are not considered full members of the committee for the purpose of decision-making.

7. Operating Provisions

- 7.1. Fiscal year
The fiscal year of the school shall begin on September 1 and end of August 31.
- 7.2. Legal Counsel
Legal Counsel is retained by the School and available through the Head of School to the Board for consultation on general routine matters relating to actions or decisions of the Board. In addition, the attorney may be called upon to handle matters related to legal and tax regulations, claims by or against the School or its staff, insurance problems, and contracts entered into by the Board. Legal Counsel shall review policy on a regular basis to monitor whether it is in agreement with all current relevant laws.
- 7.3. Compliance with applicable laws
It is the intention of Ramallah Friends School and Friends United Meeting to comply with all relevant applicable laws and regulations, except in such case as Christian integrity may demand otherwise. If a situation of conscientious objection to legal mandate arises, the Board shall minute its deliberation and decision on the matter, and shall review its position at least every two years.
- 7.4. Severability
If any clause of this Constitution is found to be unenforceable under any applicable legal system, the rest of the document shall remain in force.
8. Amendments
This Constitution may be amended by the General Board of Friends United Meeting, upon recommendation of the General Secretary.
9. Dissolution
In the event of the dissolution of Ramallah Friends School, all assets shall be the property of Friends United Meeting and shall be designated for not-for-profit purposes for the benefit of the Palestinian community.
10. Approval
Approved by the FUM General Board at a duly seated meeting of the Board on 22 June 2018 at Old Chatham, NY, USA.

Ron Bryan, Presiding Clerk
Rosemary Zimmermann, Recording Clerk