



# **Yayasan Bali Island School**

## **Governance Presentation**

**May 2019**



# Purpose

1. Introductions
2. What is a Yayasan (foundation) in Indonesian Law;
3. The authority, role and responsibility of the board;
4. Key points regarding Pengurus (Board of Directors)
5. The relationship between the Board and the HoS;
6. Governance vs. Operations

# Who are we?



## **Pembina / Governing Advisory Board**

Board Chair Gories Mere  
Kamal Kaul  
Tim Watts  
Jerry Filmon

## **Pengurus / Board of Directors**

Board Chair Kib Roby  
Board Secretary Regine Winkler  
Board Treasurer Su Kim

## **Pengawas / Supervisory Board**

Chair Renata Branham  
Member Ratih Nurruhliati

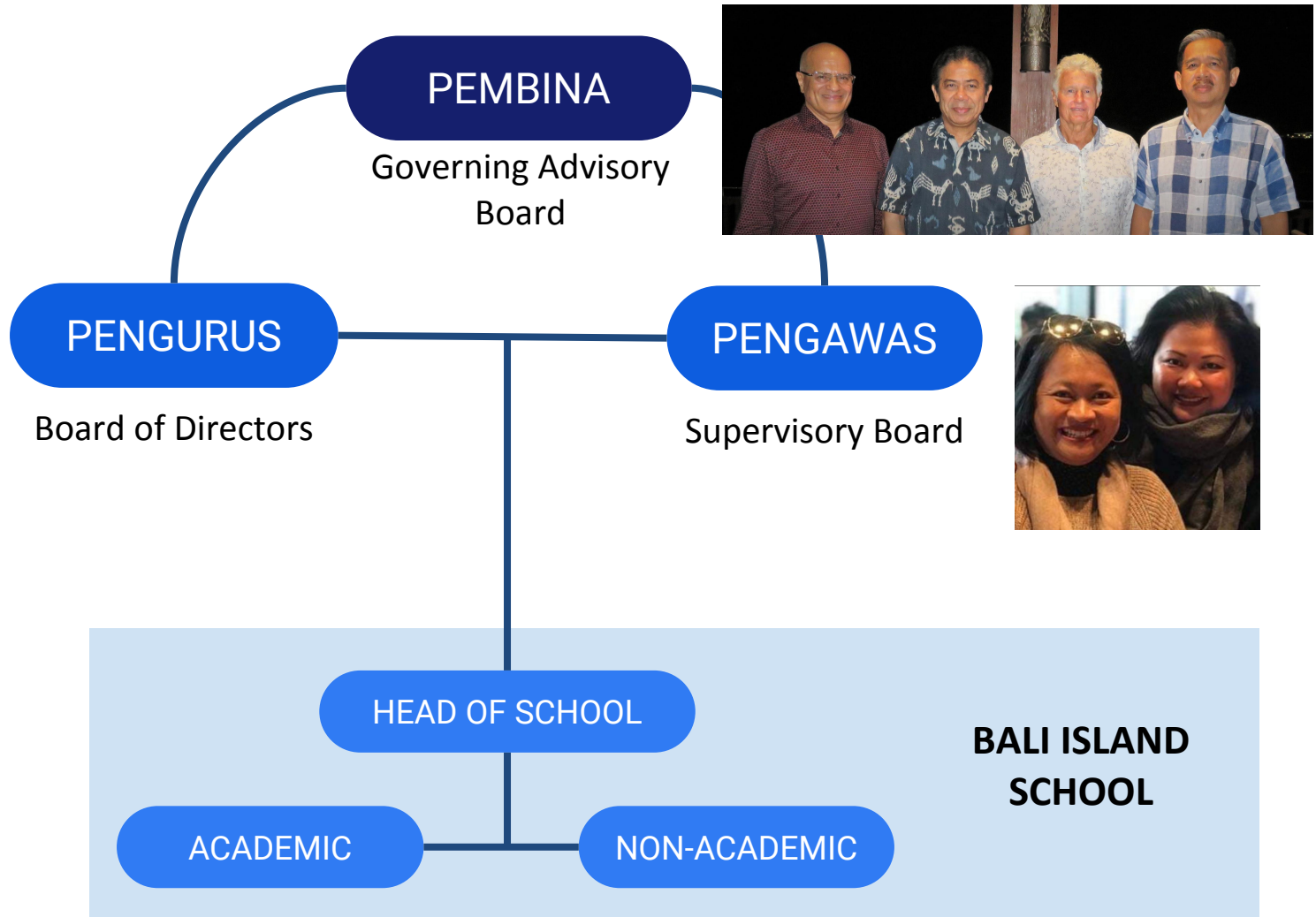




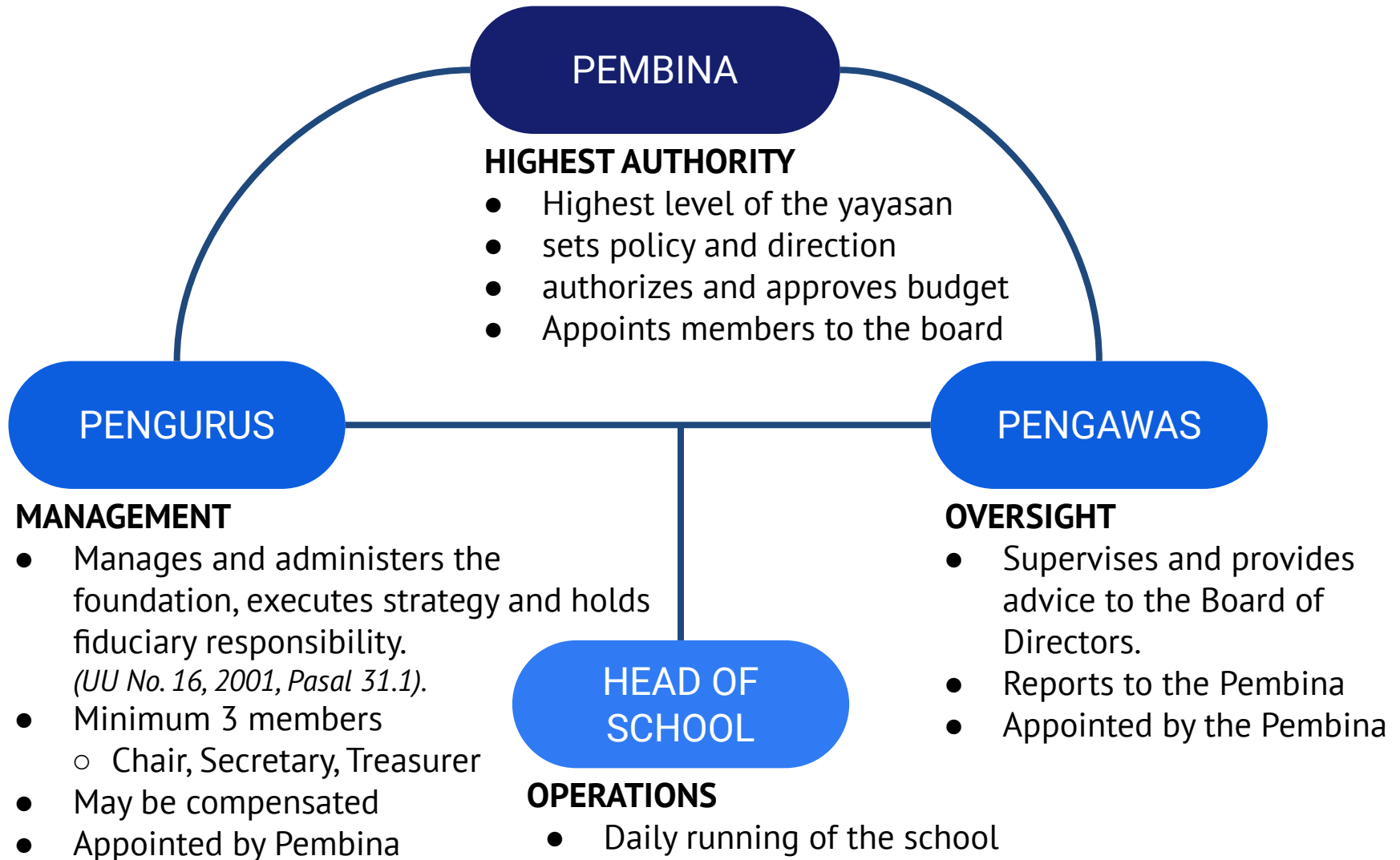
# What is a Yayasan (Foundation)?

- Non-Profit Organization
- The Legal entity under which all schools must sit
- Established through a **Deed of Establishment** (Akta Pendirian)
- Registered through the Ministry of Justice and Human Rights along with the Yayasan's **Articles of Association** (Anggaran Dasar)
- Must have **By-Laws** (Anggaran Rumah Tangga) that establish the overall rules under which the foundation runs

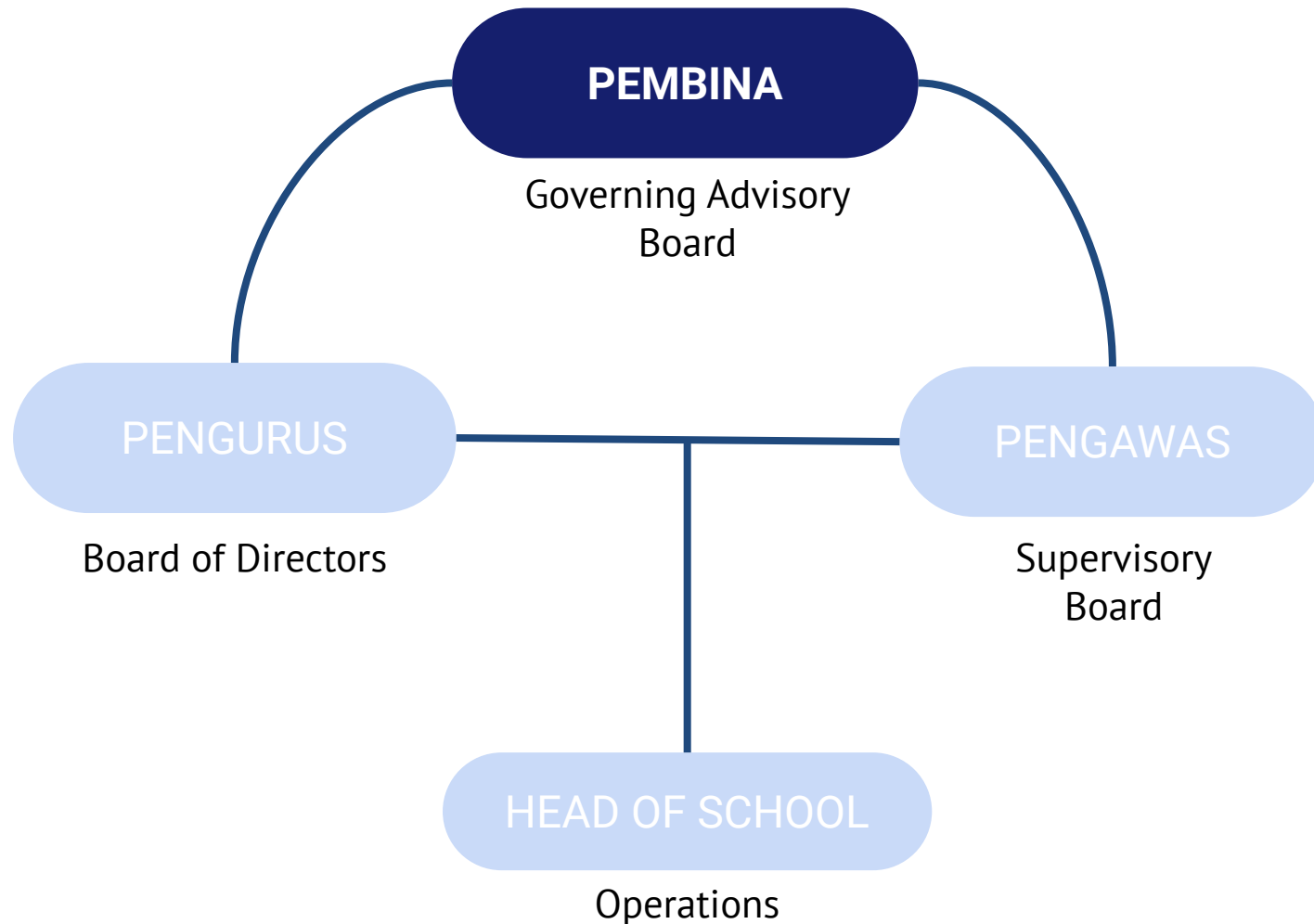
# Foundation Structure



# Foundation Roles



# Pembina (Governing Advisory Board)





# Role of the Pembina (Governing Advisory Board)

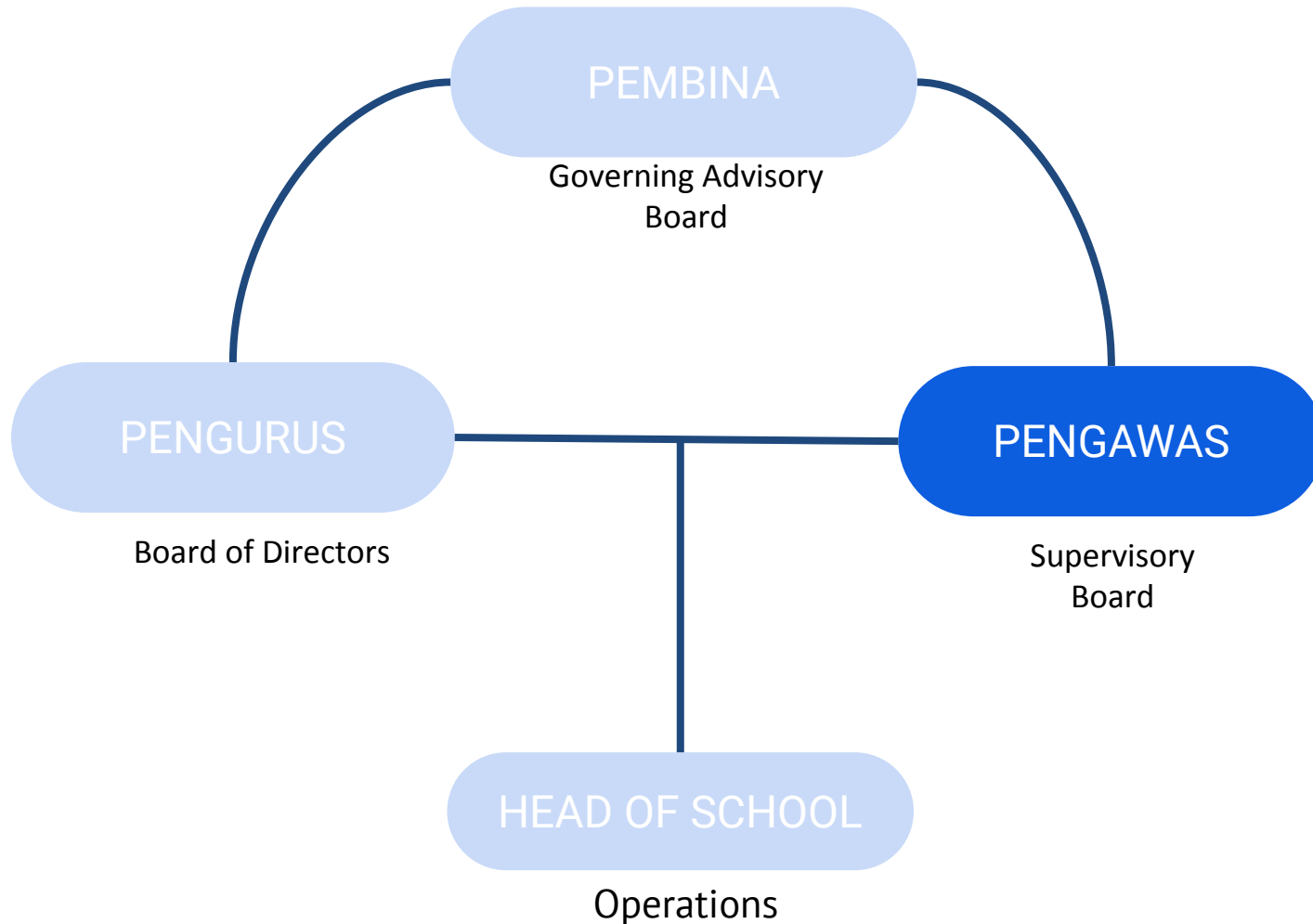
- **Authorize** amendments to the Articles of Association, By Laws and Policies;
- **Appoint** and **Dismiss** members of the Pengurus (BoD) and Pengawas;
- **Authorize** the work program and the annual budget;

The Pembina have the **Final Authority** over the foundation.





# Pengawas (Supervisory Board)





# Role of the Pengawas

To undertake the supervision of and to provide advice to the Pengurus (BoD) in carrying out the activities of the foundation.

Attend meetings run by Board Of Directors.



# Authority of the Pengawas (Supervisory Board)



- May conduct inspections related to the foundation;
- May inspect bookkeeping records and reconcile them with the cash funds;
- May inquire about all actions already carried out by the Pengurus (BoD);
- May issue warnings to, or temporarily dismiss or suspend members of the Pengurus (BoD).



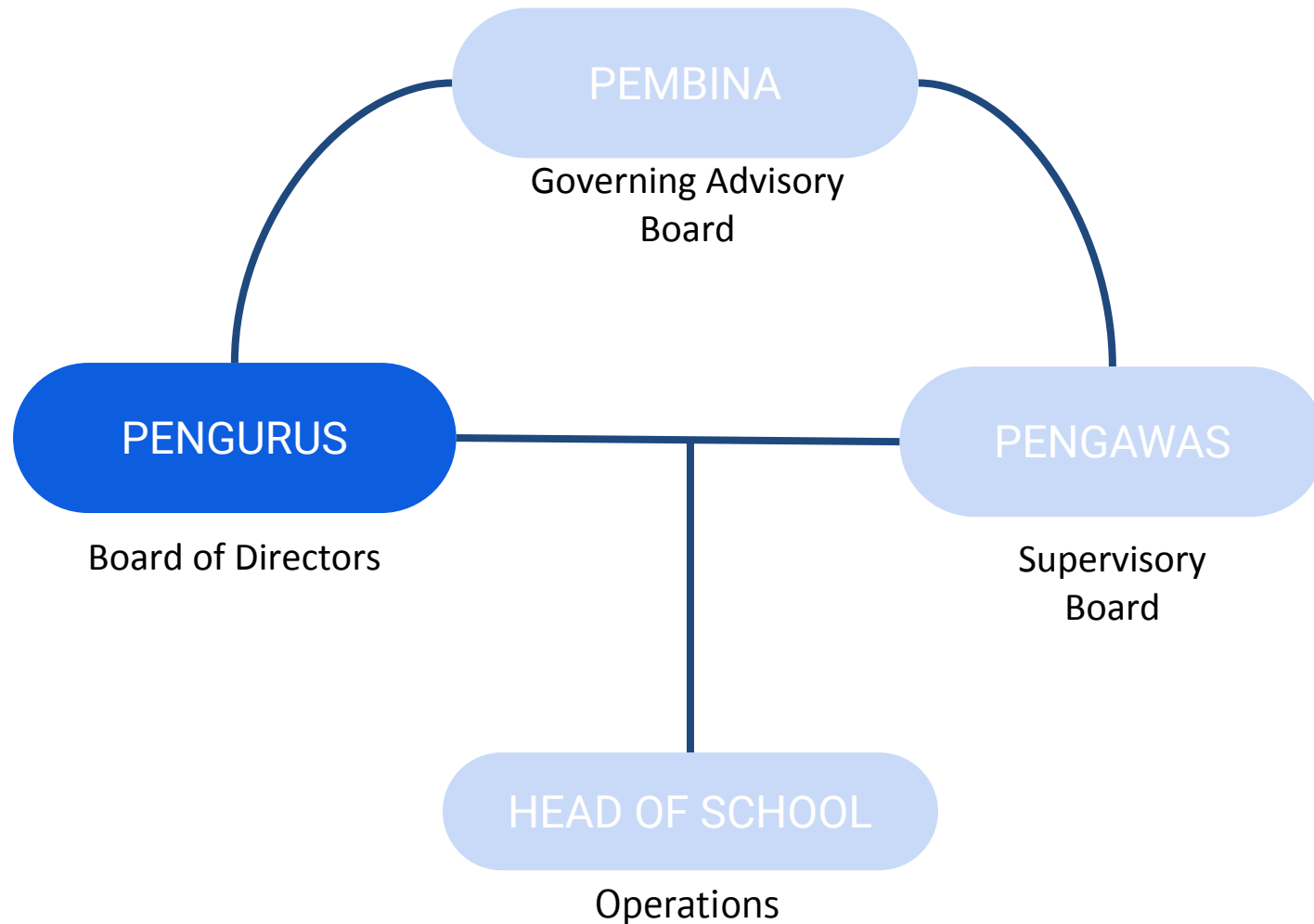


# Authority of the Pengawas (Supervisory Board) continued...

- Report directly to the Pembina;
- Appointed by the Pembina;
- May be dismissed at any time by the Pembina;
- Provide advice, criticism to the Pengurus (BoD) to ensure compliance with all regulations.



# Pengurus (Board of Directors)





# Role of the Pengurus (BoD)

- Has **full responsibility** for the administration and management of the Foundation for the interests and goals of the Foundation.
- **Compose** the work plan and annual budget proposal to be authorized by the Pembina.
- Legal **represents** the Foundation both in and outside of Court.

*(Undang-Undang No. 16, 2001)*

# Restrictions of the Pengurus (BOD)



The Pengurus has **NO** authority to represent the Foundation in terms of:

1. Binding the Foundation as a loan guarantor;
2. Transferring the assets of the Foundation, except with the approval of the Governing Advisory body;
3. Putting a lien on Foundation assets in the interest of another party.

The articles of association restrict the legal authority of the Pengurus to act on behalf of the yayasan.

(UU No. 16, 2001, Pasal 37).

# Key responsibilities of the Pengurus



- Accountable for the financial health of the foundation and its day-to-day management;
- Ensure the strategic initiatives of the Foundation are set and are being achieved;
- Responsible for hiring and reviewing the performance of the Head of School;
- Set the direction and provide feedback to the HoS;
- Perform their duties in accordance with the applicable Job Descriptions.





# Key responsibilities of the Pengurus

continued...



- Support the Head of School;
- Review the draft budget from the HoS for Pembina approval;
- Hold regular scheduled board meetings with the HoS;
- Chair Topic Group Meetings;
- Ensure legal compliance of the Foundation / Yayasan;
- Hold the legal responsibility for the foundation.

# Pengurus Eligibility



- an individual who is competent to act lawfully;
- not allowed to perform the functions of the Pembina or Pengawas;
- appointed for 5-year terms;
- may be reappointed;
- Indonesian citizen / KITAS/KITAP holder

The position is forfeited if:

- The member is deceased;
- Resigns through a written resignation;
- Is found guilty of committing a criminal act based on a court decision and which carries a charge of imprisonment of at least (5) years;
- Is dismissed based on a decision of the Pembina;
- Ends his or her term of appointment.

# Pengurus Eligibility

continued...



Further requirements:

- Individuals who have shown a commitment to supporting the school
- Flexible working hours
- Intercultural understanding
- Team player



# ACCOMPLISHMENTS 2013-2019



- Renegotiated and secured land lease extensions
- Realigned school operating license from “International School” to “Satuan Pendidikan Kerjasama” – in line with change in laws
- Determined the need to purchase land for a new campus
- Purchased land for a new campus
- Appointed 3<sup>rd</sup> party International auditor to conduct annual audit
- Appointed legal counsel
- Instituted strong financial practices through policies
- Initiated marketing program to increase brand awareness of BIS
- Selected and hired a new Head of School
- Achieved a ranking of “A” for our high school license
- Instituted scholarships
- Renovated existing campus

# BOARD PROFESSIONAL DEVELOPMENT



Annually, the BOD attends a minimum of 6 workshops / seminars / conferences in addition to an annual retreat.

2019 March 2-day Child Protection Foundation Workshop – CIS, Jakarta

2018 October “Professional Growth for Continuous School Improvement” at the 14<sup>th</sup> ANPS Leadership Forum 2018, Nusa Dua, Bali

2018 October EARCOS Leadership Conference 2018 in Kuala Lumpur, Malaysia

2018 October Leadership through Partnership – Frankel & DeLessio, EARCOS

2018 March “SPK Indonesia Melangkah Bersama Membangun Bangsa” at SPK school Conference III, Global Jaya School, Tangerang Selatan



# BOARD PROFESSIONAL DEVELOPMENT

continues...



- 2018 January Board Retreat with Denise Walsh, Maya Sanur, Bali
- 2017 October EARCOS Leadership Conference 2017 in Bangkok, Thailand
- 2017 October EARCOS Leadership Conference 2017 in Bangkok, Thailand
- 2017 September “IB Governance” Workshop with Deidre Fischer & Forbes-Harper in Kuala Lumpur, Malaysia
- 2017 January ‘Education in Indonesia in Facing Globalization: Challenges & Hope’ at SPK school Conference II, ACS school Jakarta
- 2016 September “Strategic Goal Setting” Board Retreat with Denise Walsh
- 2015 September Governance as Leadership – Chait & Ryan, Hanoi



# BOARD PROFESSIONAL DEVELOPMENT

continues...



- |               |   |
|---------------|---|
| 2015 August   | Annual Board & HoS Workshop & Retreat with Deidre Fischer   |
| 2014 November | EARCOS Leadership Conference 2014 in Kota Kinabalu, Malaysia  |
| 2014 August   | “Critical Thinking and Objective Setting”, with Bambi Betts   |
| 2013 December | “How to set community group for Strategic Plan and Community Engagement”, with Gail Schoppert                                   |
| 2013 April    | “How to conduct a head of school search, Good Governance & Professional Board Behaviour,” Jim Ambrose,                          |
| 2013 March    | “How to meet expectation of CIS/WASC accreditation team, write policy, and Board Behaviour with the community,” George Robinson |

# How does the Board govern?



***“If I had an hour to solve a problem I'd spend 55 minutes thinking about the problem and 5 minutes thinking about solutions.”***

Albert Einstein





# 3 Modes of Governance



Governance covers three modes of thinking - all being equally important.

	<b>Fiduciary</b>	<b>Strategic</b>	<b>Generative</b>
<b>Board's Central Purpose</b>	Protect Assets	Set the Course	Make Sense
<b>Board's Core Work</b>	Oversight	Foresight	Insight
<b>Key Question</b>	What's Wrong?	What's the Plan?	What's The Question?
<b>Problems are to be...</b>	Spotted	Solved	Framed

Source: Dr. William Ryan: Governance as Leadership Workshop, Hanoi 2015

# Fiduciary



- Establish budgeting system
- Review and Approve Policy
- Annual review and approval of salary & benefits
- Annual review and approval of tuition
- Appoint a third party for annual audits
- Appoint Legal Counsel
- Hire a Tax Consultant
- Hire Financial Controller to oversee Foundation funds
- Hire Marketing Manager to oversee strategic positioning



# Strategic

- Consider the long-term impact of our decisions
- Question if our policies are effective
- Consider the appropriateness of our strategic goals
- Anticipate the ebb and flow of the educational industry
- Ensure we have a clearly defined brand that is effectively communicated
- Consider new, potential markets





# Generative

- How do we measure success at BIS?
  - (academic, character education, activities, service...)
- What is global-mindedness? Is it important to us? Why?
- What are the questions we need to ask in planning for a new campus?
- What is the future of education?



# Framework



## National Laws / International Education Standards / Accreditation Standards

- **Ministry of Education and Culture**
- **Ministry of Manpower and Transmigration**
- **Ministry of Finance**
- **Ministry of Law and Human Rights**
- Articles of Association
- By Laws
- Policy
- International Baccalaureate Organization Authorization
- CIS / WASC Accreditation
- Badan Akreditasi Nasional

# 3 Modes of Governance - Case Study



## **GENERATIVE**

What is educational excellence?

## **STRATEGIC**

How will educational excellence impact our students?

How will educational excellence set us apart from other schools?

Will educational excellence affect the type of teachers we hire?

Will educational excellence affect who we admit, will it change our culture?

## **FIDUCIARY**

What will educational excellence cost?

Will we need to purchase more educational supporting tools?

Can the additional costs be covered?





# **BIS Vision and Mission**

## **Vision**

To be the school of choice for internationally-minded families and a leader of IB World Schools in Indonesia.

## **Mission**

Engaging and empowering globally-minded, confident learners to reach their utmost potential in an active, creative and respectful learning community.





# School Values

Our values are derived from the IB Learner Profile.  
All members of the BIS community strive to be:

- **Reflective**
- **Balanced**
- **Inquirers**
- **Communicators**
- **Open-minded**
- **Risk-takers**
- **Knowledgeable**
- **Thinkers**
- **Principled**
- **Caring**







# Strategic Goals

1. Strive to ensure that the skills, knowledge and understandings essential for learning are integrated into the curriculum for students to reach their utmost potential.
2. Continue to build the means to deliver a high quality international education.
3. Commit to active community engagement within and outside our school walls.
4. Modernize our facilities while keeping an authentic Balinese ambiance.
5. Encourage all employees to be lifelong learners and to be role models of the Learner Profile for our students.





# Governance vs. Operations

- What is the role of the Board?
- What is the role of the HoS?
- How do we know who is responsible for what?



# Chart of Responsibility



TOPIC	WHO DECIDES
<p><b>Strategies:</b></p> <ul style="list-style-type: none"> <li>Mission</li> <li>Existential Issues</li> <li>Major Commitments</li> <li>Head Appointment</li> <li>Fiduciary</li> </ul>	<p>BoD Decision</p> <p>Head Advises</p>
<p><b>Partnership:</b></p> <ul style="list-style-type: none"> <li>Budget-setting</li> <li>Enrollment Target</li> <li>Accreditation</li> <li>Compensation Plan</li> <li>“Brand” of Curriculum</li> </ul>	<p>Shared Decisions “Zone of Accommodation”</p>
<p><b>Operations:</b></p> <ul style="list-style-type: none"> <li>Admission</li> <li>Staffing</li> <li>Academic Program</li> <li>Business Systems</li> <li>Schedules</li> </ul>	<p>Board Advises</p> <p>Head Decision</p>

Adapted from Marc Frankel & Bambi Betts “Deep Dive into Governance” workshop – October 2017 - EARCOS



# How can parents get involved?



## **PTA**

Operates under the Head of School, supports operations with a focus on educational experience for the students

## **TASK FORCE**

Set up by the Head of School to support a specific purpose with a specific time-frame, project based

## **TOPIC GROUP**

Board run groups to support the strategic work of the board



# Recap

## Today's Learning:

- The structure of our Yayasan
- The role of the different board levels
- The responsibilities of the different board levels
- How the Pengurus carry out their function
- Governance vs. Operations



# What's your score?



Who is responsible	Board	Head
May suspend a student for misconduct?		X
Has the final decision for hiring a new principal?		X
Approves a new curriculum?	X	proposed by HOS
Creates the operational budget?		X
Approves capital spending?	X	
Acts as the main spokesperson between the school and the community?		X
Approves changes to the staffing structure?	X	proposed by HOS
Holds a review of the mission and vision?	X	X
Determines whether to replace old computers?		X
Liaises with the ministry of education?	X	X



**Thank You**

**Questions?**