

Board of Directors Commitment Letter

SAMPLE LETTER – TO BE SIGNED BY THE MEMBERS OF THE BOARD OF DIRECTORS

Dear Member of the Board of Directors,

You have been elected as a member of the Board of Directors of the French International School “Victor Segalen” Association Limited (the “School”). The Board of Directors is the governing board of the School and represents the debenture holders of the School, both Individual and Corporate. The Board is responsible for strategy, the financial wellbeing of the school, and all matters other than pedagogical matters relating to the students. As a member of the Board, you are in a position to make a significant contribution to the School and its students. The vitality of the School depends on your commitment, and imaginative and caring leadership. You and the other members of the Board are trust holders of all that is important to the life of the School and, as such, need to be clear about your responsibilities, and duties under the law.

The Board of Directors generally meets every six to eight weeks on Friday mornings commencing at 8:00am in the 5th Floor administrative offices of the School. As a Board of Director, you must participate, and are expected to provide patronage, in one or more committees or taskforces (more below). Committee meetings are held at various times during the school year, as necessary for the working of the particular committee. Directors are encouraged to attend all Board meetings, but must attend at least 75% each School year, and are expected to attend the meetings of the committee or taskforce to which they are assigned. There are additional school meetings and social events during the School year, and Directors are strongly encouraged to attend these events as well. You acknowledge and appreciate that the appointment as a Director is a serious, and valuable, commitment to the betterment of the School.

The agenda for the Board of Directors monthly meetings is distributed at least one week prior to the meeting along with the draft minutes of the previous month’s meeting and any committee reports or presentations. Board members are expected to have read all distributed papers prior to the meeting and should not take time at the meeting to go through issues which were either discussed at previous meetings and are outlined in the minutes or are explained in the committee reports. If Board members have questions on the minutes or reports they should contact the relevant committee chair or staff member.

The agenda for the meetings will include (1) approval of the minutes and (2) brief updates from (a) the Chairman, (b) committee chairs if a vote is necessary, (c) the Executive Director, (d) the Consul General and (e) the Headmaster(s). The remainder of the time will be spent discussing pressing issues, strategy or general Board education. Issues raised by the committees or members of staff for a vote must be on the agenda and, if not, it should not be passed on the same day unless specifically requested. Votes will be decided by a majority of Directors entitled to vote and present either in person or by proxy.

Each Director will be assigned to a minimum of one committee or task force. Most committee work is accomplished during the school year and can be done either by in-person meetings, conference calls or emails. It is expected that issues relevant to the committee are debated as necessary at the committee level with input as needed from members of the School community or outside counsel, legal or otherwise. Once an issue has been debated to a level satisfactory to the chair of the committee, any issues on which a vote is needed must be raised at a Board of Directors meeting, along with recommendations from the committee. It is an advantage that a Director possess genuine, subject-matter, experience in whatever committee they are assigned. For example, it may not be appropriate for a Director without solid, practical, experience as a lawyer to be allocated to the Legal Committee, but this will be considered on a case-by-case basis.

Deliberations and discussions of the Board of Directors, both at the Board and committee level, are confidential. Members are obliged to respect confidentiality and to sign a Confidentiality Agreement each year.

Directors should reflect the diversity and interests of the School at large. That is, they should not be focused solely on their individual interests or background but rather on the whole of the School community. The Board of Directors possess, amongst other legal duties, a fiduciary duty which must be upheld at all times. At the same time, while representing all School debenture holders, a Board member's individual perspective as related to his or her constituency or professional background or otherwise will be valuable to the work of the Board and the School. Board of Directors members are not spokespersons for the School and should not comment in the name of the Board or School, unless they have been asked to as part of an initiative or specific outreach effort.

As elected leaders of the School, Directors have a responsibility to support the School, both with their financial support and amongst the School community. Board members have responsibility to participate in School fundraising efforts. Board members are expected to keep the Board informed of any changes of contact information.

I am asking each Director to review and sign off on the following areas of personal commitment. These are your responsibilities as a member of the Board of the School:

1. Attend all Board of Directors meetings. Your presence is valued and your active participation is a critical component of Board deliberations. Therefore, pursuant to the Articles, after four unexcused absences during a six month period, it is assumed that you do not wish to serve and must immediately resign from the Board.
2. Serve on a minimum of one committee or task force. Much of the work of the Board is accomplished through its committees, and your expertise will help move the Board's agenda forward.
3. Read and be familiar with material sent to you in advance of Board and committee meetings. We expect you to read materials relating to service on the Board in a timely manner so that we can use Board time for discussions on pressing topics, strategy sessions, or Board education and growth.
4. Sign and adhere to all necessary policies of the board of Directors, including the confidentiality agreement.
5. Contribute in a positive manner to the workings and deliberations of the Board, abide by the legal obligations of exercising reasonable care, skill and diligence, the fiduciary duties of acting in good faith and in the best interests of the School, avoiding conflicts of interest and exercising your power for proper purpose and all other rules and regulations imposed by law.
6. Make decisions that are unbiased, impartial, and in the best interests of the School. Despite your nationality, or which stream your children attend, when making decisions you should put those distinctions to one side so as not to be unduly influenced by the needs or wants of any one group. You do not, and must not, represent or favour any one particular stream. Your responsibility is to the long-term success of the School as a whole.
7. In all circumstances, to promote positively the decisions taken by the Board.
8. Adhere to the Articles of Association and bye-laws of the School, including the rules regarding conflicts of interest set out in Articles 17 and 18 of the Articles of Association.

Just as you have responsibilities to the School, you also have the right to expect that the School will fulfil its responsibilities to you as a member of its Board of Directors:

1. You can anticipate a judicious and respectful use of your time. The asset of time is one of the most vital resources busy people, such as you, have. We are committed to using your time in a manner that will return value to your personal contribution. If we fail in our attempt, please let me know.
2. We will get important information – including meeting agendas, minutes, financial reports, committee updates, and reports requiring action – to you in a timely manner before each meeting. We will also keep you informed about any critical events or concerns that may arise between meetings. Please let me know if the format of our reports does not facilitate your participation in the Board's work. Are they too

long, detailed or confusing? Can you ask the important questions that need to be asked from the information provided?

3. We will provide you with an orientation to the Board and the School and ongoing training and education to help you be the most effective Director you can be.
4. We will provide directors and officers' liability insurance. The School carries coverage for wrongful acts committed by Directors while performing directors duties and indemnifies against reasonable costs of defence proceedings, damages, judgments, and settlement costs up to US\$11,000,000 in aggregate. Wrongful acts covered include any error, misstatement, misleading statement, neglect, breach of trust, breach of warranty, of authority or breach of duty. Wilful negligence or criminal activity are not covered.

Please feel free to contact me whether it is with questions or concerns on School and Board issues or with praise of school and board accomplishments. The quality of the School depends upon a committed, knowledgeable, and involved Board of Directors.

I look forward to serving with you and accomplishing results that will make a difference in the lives of our very special students. If you concur with these responsibilities, I would appreciate your signature of commitment. Please return one copy to me.

Yours sincerely,



Arnaud de Surville
Chairman of the Board of Directors

I agree to the aforementioned responsibilities and to comply with the Articles of Association and Bye-Laws of the School and to the Board of Directors Commitment Letter.

Name & signature