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THE BRITISH SCHOOL OF AMSTERDAM

CODE OF CONDUCT for the MANAGEMENT BOARD

The British School of Amsterdam (BSA)
1 January 2026

1. Scope and Purpose

This document contains the Code of Conduct (*CoC*) for the Management Board (Bestuur) (*MB*) of The British School of Amsterdam (*BSA, School* or *Organisation*), an entity established as a Stichting (Foundation) under Dutch law. It aligns with Dutch standards of good corporate governance, and the School's Articles of Association (*AoA*). This CoC outlines the ethical standards and operational principles for the Management Board of the BSA. As the executive body, the Management Board is responsible for the school's realisation of its goals, its strategy, and its long-term (financial) health.
This CoC is published and available, similarly to the CoC for the Supervisory Board (Raad van Toezicht) *(SB)* on the school's website.

2. Principles Dutch Governance

The school's Management Board operate under the following (Dutch) governance principles:

- **Statutory Goals and Prohibition of Payments:** The foundation is driven by its purpose as stated in the AoA (paraphrased: Providing British Education in the Netherlands) and cannot primarily benefit founders or directors. Funds must be used for the stated purpose; Surpluses must serve the purpose of the foundation.
- **Foundation:** The BSA, as a Stichting is a legal entity (legal person), allowing it to own assets, enter contracts, and sue/be sued. As an "orphan entity" it has no owners, shareholders or members.
- **Management Board:** The Management Board is currently composed of the Principal, who shall chair the Management Board, and the Bursar.
- **Collective Responsibility:** While tasks are divided between the Principal and the Bursar, the Management Board is collectively responsible for all decisions and the general course of affairs.
- **Integrity and Honesty:** Management Board members must act with honesty and transparency, prioritising the foundation's interests above personal gain or the interests of specific stakeholders.
- **Compliance:** The Management Board must strive to adhere to Dutch and local law, the Articles of Association (AoA), and the WNT (*Wet Normering Topinkomens*) and following the practice of Dutch and international codes of good governance. The WNT is currently not applicable to the BSA's private education status.
- **Responsibility & Liability**
    - **Board Control:** The Management Board holds all powers and manages the foundation.
    - **Liability:** The entity is liable for its commitments and debts. Management Board members are in principle not personally liable for debts.
    - **Oversight:** The Supervisory Board and its members (supervisory board members) are responsible for oversight and are in principle not subject to directors' liability.
- **Risk Control:** Management Board holds an explicit responsibility for establishing and maintaining a robust risk management and internal control framework, focusing on long term success and viability for the organisation.

PRINCIPAL
Ciaran Harrington

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3. Oversight by the Supervisory Board (Supervisory Board)

The Management Board is accountable to the Supervisory Board following the following standards:

- **Transparency:** The Management Board is obligated to provide the Supervisory Board with all necessary information, solicited and unsolicited, to allow the Supervisory Board to perform its oversight role.
- **Approval:** Major strategic decisions, as defined in the Articles of Association, require prior Supervisory Board approval.
- **Evaluation:** The Management Board must participate in an annual (self-)evaluation and a formal performance review conducted by the Supervisory Board.
- **Decision-Making Deadlock:** If the Principal and Bursar disagree on a material matter or decision, the issue must be escalated to the Supervisory Board for mediation or resolution.

4. Professional Conduct and ethical standards of behaviour

Management Board members are expected to uphold the following standards of behaviour at all times:

- **Integrity**: Management Board members act with integrity and honesty in the long and short term interests of the organisation.
- **Equity and Fairness:** in all dealings, avoiding arbitrary decisions, unfair discrimination and favoritism.
- **Respect:** in dealing with all staff, students, and stakeholders.
- **Professional behaviour:** with appropriate diligence, competence and dedication.
- **Confidentiality:** Management Board members are bound by a duty of confidentiality and protection regarding all sensitive information concerning the school, its staff, and its students, which extends beyond their term of office.
- **Ambassadorship:** Management Board members are expected to act as positive ambassadors for The BSA. Public statements, social media activity, or external communications must reflect the school's core values and professional reputation.
- **Legal and Regulatory Adherence:** The Management Board is responsible for upholding all applicable local laws and regulations and ensuring this commitment is reflected throughout the entire organisation.
- **Training:** Management Board members undergo periodical training on the corporate ethics (and BSA's Code of Conduct), anti-bribery policies, practice and developments in good governance standards, and data protection.

5. Absence and Incapacitation

- **Incapacitation, absence:**
  - A temporary or permanent physical or mental inability to perform duties, or
  - A structural absence from duties due to personal reasons without prior agreement.
  - Putting the organisation's operational continuity or reputation at risk
- **Obligations:** MB members are expected to (self) report in case of material concerns of incapacitation and must prioritise the foundation's interests and operational continuity.
- **Consequences:** The SB can according to law and the Articles (art 6) temporarily suspend a member of the MB.
- **Process:** the process following a report of absence or incapacity must
  - Be led by an SB member or independent and competent third party
  - Follow a process that is fair, respectful and confidential
  - include opportunities for the principle audi alteram partem
  - focus on a supportive action plan with the aim to return to work
  - Follow regulations as stipulated in the Articles and applicable legislation
  - Explore accommodations or interim arrangements before initiating removal, such as a leave of absence or reduced duties.

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6. Conflict of Interest

Management Board members must ensure the foundation's interests are always paramount:

- **Prevention:** Any semblance of a conflict of interest must be avoided in operating or decision-making.
- **Disclosure:** Any potential conflict (e.g., a family member working for a supplier) must be:
    - Recorded in the Transparency Register accessible to the Supervisory Board and auditors.

- **Abstention:** The conflicted member must not participate in discussions or decision-making regarding the matter.
- **Approval:** Management Board decisions with respect to a matter involving a conflict of interest with one or more members of the Management Board in a private capacity shall be subject to the prior approval of the Supervisory Board.
- **External Positions:** Holding ancillary positions (e.g. board seats in other organisations) requires prior written approval from the Supervisory Board to prevent any conflict of interest or "overboarding" (excessive time commitment). Such permission should not be unreasonably withheld.

7. Gifts, Favors, and Anti-Corruption

- **Gifts from Third Parties (Suppliers, Parents), Staff or Board Members**
    - Management Board members may only accept gifts or favors with a value **below €50**.
    - Gifts with a value **above €50** must be logged in the Transparency Register accessible to the Supervisory Board. These gifts are ideally shared or raffled off among the wider team or staff body
    - Gifts in **cash or gift cards** from third parties cannot be accepted.

- **Anti-Bribery:** The Management Board is strictly prohibited from offering, giving, soliciting, or accepting any bribe, kickback, or improper personal payment.

8. Adherence to CoC and School Policies

Policies applicable to employees at the BSA, in principle equally apply to Management Board members to the extent relevant. This includes the whistleblowing policy and the Staff Code of Conduct.

9. General Representation and Commitment

- In accordance with Dutch law for foundations and the BSA's Articles of Association, the school is represented by its Management Board members either jointly or individually.
- Information about BSA's representatives of the organisation (i.e. Management Board members) must be recorded in the Chamber of Commerce relevant register to provide clarity and avoidance of doubt and third parties can rely on this information.
- If certain tasks or responsibilities are delegated, for example to the leadership team, or other members of staff, the Management Board retains its final responsibility, and the limits of authorisation as stated below equally apply.

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Authority and representation are organised within the rules and limits below for internal oversight and financial security.

Transaction type and its value within 1 year*	**Requirement**
Operational commitments < €25,000	Single Approval by Principal or Bursar
Operational commitments €25,000 - 100,000	Alignment between 2 Management Board members needed
Operational commitment > € 100,000	Prior Supervisory Board approval needed**
Agreements > 24 months AND > € 50.000 per year	Prior Supervisory Board approval needed
Agreements of a sensitive or unusual nature with a potentially significant impact on the school's reputation	Prior Supervisory Board approval needed
Capital commitments (Capex) < €50,000	Alignment between 2 Management Board members needed
Capital commitments (Capex) > €50,000	Prior Supervisory Board approval needed
Appointments and dismissals of Staff with a value > € 100.000	Prior Supervisory Board approval needed

** to a single beneficiary*
*** with the exceptions of:*

- *Salary & pension payments*
- *Payment of taxes*
- *Transfers to or between accounts of the BSA*

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10. Closing statements & signatures

Violations of this Code may lead to formal warnings or dismissal by the Supervisory Board, in compliance with the Articles of Association, Dutch Labour Law, and the Employment contracts in place.
In cases of discrepancies between this code and the Articles, the Articles will take precedence. In cases of discrepancies between this code and local law and regulations, local law and regulations will take precedence.
This CoC is reviewed at least every three years by the Management Board and Supervisory Board.

Signatories

Role	Name	Signature	Date Signed
Chair of the Supervisory Board	Hans Moltmaker		1 January 2026
Principal	Ciaran Harrington		1 January 2026
Bursar	Sebastiaan van Haver		1 January 2026