

GEMS School Governance Standards Policy

This policy has been approved for operation within:	ALL GEMS Schools		
Status	Required		
Owner	GEMS Education		
Date effective from	1 st January 2026	Date of next review	31 st December 2027
Review period	Yearly	Version	1.0

1. Policy application and purpose

Purpose

Governance standards for schools outlines governance requirements that apply to all relevant elements within GEMS Education schools. For the purposes of this document, “Governance” refers to all arrangements that establish authority and accountability for decision making within GEMS Education and GEMS Education schools including, but not limited to, education standards, operations, financial management, compliance and risk management.

The Board of GEMS Top Co (“GEMS Education”, “GEMS”, “the company”) bases ultimate responsibility for all decision making at GEMS Education. The Board delegates its authority to one or more of Board sub-committees, management committees and members of management team through established processes.

Application

- These standards apply to all GEMS Schools within the UAE and Qatar.
- New schools have up to six (6) months to comply with these standards.
- Where there is conflict between these standards and applicable law or regulatory requirements, the stricter requirement shall apply.

2. GEMS Corporate Governance

GEMS Education Board sets the direction for the Company and holds the ultimate authority and responsibility for all decision making within the Company. The Board discharges its obligations through established processes and procedures and a range of Board sub-committees.

GEMS Education Board has three sub-committees:

- Risk and Assurance Committee (“RAC”)
- Remuneration Committee (“REMCOR”)
- Investment Committee (“IC”)

Board and Board sub-committees discharge their responsibilities based on established terms of reference approved by the Board, shareholders and shareholder representatives.

From time to time, special Board Committees are constituted to oversee specific, material projects that require Board-level oversight. E.g. material acquisition, shareholder rotation etc.

GEMS Corporate Secretariat office, working in conjunction with the office of the Chief Risk and Assurance Officer (“CRAO”), is responsible for defining and managing all aspects of GEMS Education Corporate Governance except financial management. Arrangement pertaining to Financial Management are delegated to Chief Financial Officer (“CFO”) of the company.

3. School Governance Structure

School governance defines the structure to ensure that each school is governed in-line with GEMS Education and regulatory requirements. School governance also establishes clear decision rights between the Governing Board and the Principal in provision of oversight of education quality, financial performance, compliance and risk management. GEMS Education standards are communicated in form of policies and standards which schools are expected to always adhere to.

Governing Board or Local Accountability Board

The Governing Board or Local Accountability Board (collectively referred to as “**School Board**” hereon) is the highest oversight body within a school.

The School Board is responsible for:

- Overseeing the development and execution of school strategy, incl. key strategic priorities.

- Monitoring compliance with regulation and internal policies (e.g. safeguarding).

The principal runs day-to-day operations and is accountable to the School Board for delivery and performance against all performance pillars within the school.

The School Board can be supported by sub-committees for specialist or core areas such as safeguarding, health and safety, inclusion etc.

The School Board must evidence compliance through disciplined routines including regular meetings, documented agendas and minutes, clear quorum and voting rules, and an annual effectiveness review.

These governance standards and key policies should be visible, current, and ready for regulatory review, as required.

Local Accountability Composition

The following groups must be represented on the School Board:

- Up to 3 independent members – criteria as follows:
 - Professionals (from lawyers, finance, technology etc.)
 - Educational members (from universities, authorities etc.)
- Parents – at least 2 with following segments represented:
 - Emirati
 - Student of determination or SEN
 - One primary and one secondary
- School Management – Principal.
- GEMS corporate – one Head of department, another principal from another cluster.

The chair of the Board school must rotate at a three-year interval.

Conflicts of interest on part of any member of School Board must be declared and managed, and confidentiality must be maintained.

Frequency

The School Board should meet at least four times a year:

- Twice in term 1, with 1st meeting being induction and strategy setting.
- 1 meeting each in term 2 and term 3

Quorum for School Board meetings is two thirds of voting members. Decisions are made by simple majority. The Chair has a casting vote in case of a tie.

Minutes must be recorded, approved, and retained. Minutes must be available for review upon request.

The School Board must complete an annual effectiveness review, including feedback from the principal.

4. Exceptions

Provisions outlined in section 3 above provide a consistent framework for establishing and discharging school level governance within GEMS Education. However, it is recognized that in certain cases, different or additional requirements may be more suitable given the context of the school based on elements such as size, curriculum, demographic or age.

In these cases, exceptions to the standards are allowed when supported by sound rationale and approval

All exceptions to standards must be supported by written rationale and approved by the cluster EVP – Education and Chief Education Officer. A record of all exceptions must be maintained by the School Compliance Officer (“SCO”).

The tenure of the Chair of School Board can be extended up to 5-years with approval from Chief Education Officer and CRAO.

5. Other Governance and Delegation

In addition to the governance arrangements described in Section 3, GEMS provides Delegations of Authority for risk management and compliance decisions. These delegations ensure that sensitive matters are reviewed at the correct level, remain consistent across schools, and are supported by proper documentation and registers where required.

Financial Management

Decision making authority over financial management is governed by the Financial Delegation of Authority approved by the Board. School Finance must remain within approved budgets and operate in conjunction with the relevant Finance Business Partner. Approvals must be obtained in line with the DOA prior to commitment or payment.

Risk Management and Compliance

For risk management and compliance matters, schools are required to adhere to guidelines and direction outlined within policies issued by the Risk and Assurance division of the Company.

For specialist risk management areas, such as Safeguarding and Health and Safety, schools are required to work in close partnership with their respective cluster leads in implementation of required risk management policies and standards, as well as while dealing with complex cases.

For management of compliance matters, School Compliance Officers (SCOs) act as the single point of contact for school leadership, with support from Cluster Compliance Officers and VP, Compliance.

All exceptions to risk management and compliance policies are to be approved by the Chief Risk and Assurance Officer.

Conflict of Interest

Conflict of Interest is a situation where a personal interest could interfere, or be perceived to interfere, with an individual's duty to act in the best interest of GEMS. This includes actual, potential, and perceived conflicts, such as personal relationships in reporting lines, vendor selection where a relationship or ownership interest exists, outside employment, or any benefit that could impact impartial decision making.

Conflicts of interest can arise in schools and must be disclosed and managed transparently. Declarations must be approved and recorded as follows:

- Senior Management COI declarations: REMCOM
- School Principal COI declarations: EVP Education and CRAO
- Heads of Department COI declarations: CRAO
- All other employees COI declarations: Principal for school-based employees or Head of Department for non-school based employees, and CRAO or Compliance delegate as applicable.

Gifts and Hospitality

Gifts and hospitality create bribery and conflict of interest risk if they are excessive, frequent, timed around decisions, or intended to influence a business outcome. Staff must only offer or accept gifts and hospitality that are reasonable, proportionate, and for a legitimate business purpose, and must never offer gifts to Government or Public Officials.

Approval thresholds apply as follows and certain items must be recorded in the central Gifts and Hospitality Register maintained by Compliance:

- Gifts up to USD 500 per person offered or received: Compliance approval, followed by declaration in the central register
- Gifts over USD 500 per person offered or received: Prohibited and must be declined
- Class gifts pooled from parents up to USD 300: Declaration in the central register
- Class gifts pooled from parents above USD 300: Prohibited; must be declined.
- Hospitality up to USD 100 per person offered or received: Line Manager approval

- Hospitality over USD 100 and under USD 500 per person offered or received: Compliance approval, followed by declaration in the central register
- Hospitality over USD 500 per person offered or received: Prohibited and must be declined

Donations, Charitable Contributions and Sponsorships

Donations and sponsorships must be lawful, transparent, properly documented, and must not be used to secure improper advantage. Donations to individuals should be avoided. Sponsorships above the defined threshold require formal agreements and appropriate termination and compliance clauses.

Approval thresholds apply as follows:

- Donations up to AED 2,000 and sponsorships up to AED 10,000: School Principal or Head of Department
- Donations AED 2,000 to AED 10,000 and sponsorships AED 10,000 to AED 25,000: CRAO
- Donations AED 10,000 to AED 25,000 and sponsorships AED 25,000 to AED 50,000: CEO
- Donations above AED 25,000 and sponsorships above AED 50,000:
Board Risk and Audit Committee

6. Ownership and Periodic Review

GEMS Governance Standards document is jointly owned by GEMS Risk and Assurance and Central Education departments.

The standards will be made available on the Company's intranet for all Personnel. It will also be provided to all Other Personnel upon their initial engagement with the Group if they are not provided with access to the Intranet.

These standards will be reviewed at least every two years or earlier if there are material regulatory changes, significant incidents, audit findings, or changes to the GEMS governance model.