

Board Meeting--October 20, 2009: 6:00-7:30

Composition of the Board of Directors

Position	Nominee	Initials	Date of Entrance
President	Ms. Katherine Dueholm	KD	August 27 th 2008
Vice President	Mr. Paul Echaniz	PE	April 6 th 2009
Secretary	Mr. Fred Armand	FA	March 5 th 2008
Treasurer	Mr. Celsius Lodder	CL	March 15 th 2006
Board Member	Ms. Annika Markovic	AM	August 27 th 2008
Board Member	Mr. Christopher Veenstra	CV	April 6 th 2009
Board Member	Ms. Glória Portella	GP	November 7 th 2007
Board Member	Mr. Neil Storey	NS	March 15 th 2006
Board Member	Mr. Ottmar Müller	OM	August 15 th 2007
Headmaster	Mr. Craig Johnson	CJ	July 2006

Joined this session: none

Resigned this session: none

Attendance

Present:

Signature

Katherine Dueholm, President

Paul Echaniz, Vice President

Fred Armand, Secretary

Celsius Lodder, Treasurer

Annika Markovic

Chris Veenstra

Glória Portella

Neil Storey

Ottmar Mueller

Absent:

None

Call to order 6:00pm

1. *Approval of Minutes*
 - a. *CV moved to approve; CL second; Minutes approved*
2. *President's Report (5 minutes)*
 - a. *Friday, November 13 at KD's home for Faculty Event*
 - b. *U.S Charge D'Affairs visited EAB to tour the school with CJ, FA, and KD*
 - c. *EAB's tech team is working on a pamphlet illustrating the associate benefits*
3. *HOS Report. (20 minutes)*
 - a. *IB Program: Survey of four constituent groups will happen first semester and will serve as the foundational benchmark for future surveys.*
 - i. *Students, parents and teachers involved in IB program will be invited to a presentation and informational session with Bd.*
 - ii. *FA asked about funding and grants for future IB training*
 - b. *Teacher Assessment Portfolio Process:*
 - i. *In October all Foreign Higher teachers will be informed about "updates and changes to contract extensions."*
 - ii. *FH teachers sign a letter of intent for the following year; Leadership Team reviews each of them.*
 - iii. *The lack of a high quality formal evaluation tool, and data collection from the past has made it difficult to make clear, due-process-based, personnel decisions.*
 - iv. *Leadership Team is committed to rectifying this issue and, in parallel, towards making the necessary personnel decisions to ensure EAB remains a top quality school.*
 - c. *Finance Committee Meeting:*
 - i. *Three options for timing of replacing Business Manager (30 days, January, end of school year). Business Office is currently functioning well.*
 - d. *Summation on Security Issue will go out in next Headmaster's Spotlight*
 - i. *Suggestion to have Security Coordinator visit a board meeting*
 - ii. *Etienne Singleton from RSO has been a great support to EAB and Security Office*
 - e. *Request for other embassies' Charge d'Affairs to visit EAB*
4. *Review of Miami Conference (5 minutes)*
 - a. *KD, CJ and Barry Dequanne attended*
 - b. *Focus on governance –*
 - i. *appropriate role for board;*
 - ii. *how role functions best;*
 - iii. *finances;*
 - iv. *several of the American schools in Brazil were represented;*
 - v. *opportunities to team with other schools from Brazil and the Brazilian educational minister;*

- vi. appropriate board member party line being: "I'm sorry, I can't help you— please talk to the administrator/teacher/HOS" and then follow up with the appropriate administrator.
- c. HOS—most don't survive more than three board chairs—
 - i. importance of continuity –
 - ii. when a new HOS comes in, the board often thinks they have to change things rather than build their political capital
- d. Stronger schools spent time training boards in governance
- e. Average international head's tenure is 2.4 years

5. *Old Business: (5 minutes)*

- a. **DONE:** A proposal to reimburse the 1.7 million from Capital Dev to Operations. The charge:
 - i. Move as much of the amount over as quickly as possible without putting operational revenue in jeopardy.
 - ii. Add "payment back to CF" as a new line-item on cash flow report shared with fincom every month.
- b. **NOT DONE:** Have the proposal from the consultant, on Business Office Operations, translated for Oct's meeting and set up a presentation on: What do we get for the R\$30,000 and what are estimates of what the entire process (with outsourcing figured in) will cost?
- c. **DONE:** Monies from the sale of the apartments moved to a "contingency fund." Policy: Access to contingency funds requires FinCom approval.
- d. **DONE:** Monthly FinCom meeting time and date to be set.
- e. **DONE:** Operational Policies Regarding Refunds and Interest:
 - i. *Tuition:* The school will refund all pre-paid Tuition for quarters not attended. The official withdrawal of a student will mark the end of their stay at EAB. The Accounts Receivable dept. will determine refunds accordingly.
 - ii. *Association:* The school will refund all pre-paid Association fees for semesters not attended. The official withdrawal of a student will mark the end of their stay at EAB. The Accounts Receivable dept. will determine refunds accordingly.
 - iii. *Capital:* The school will refund all pre-paid Capital funds for years in school not attended. The official withdrawal of a student will mark the end of their stay at EAB. The Accounts Receivable dept. will determine refunds accordingly.
 - 1. Note: The capital fee is configured for a minimum of three years.
 - iv. *Late Interest:* There will be no exemptions made for late fees owed the school. This policy applies to self-paying clients as well as companies and/or embassies.
 - v. Note: Any exemptions to the above policies are at the discretion of the Headmaster.

6. *Committee Reports:*

- i. Finance (10 minutes)
 - 1. New Budget information now including:

- a. contingency line
 - b. monthly cash flow report
 - c. reimbursement of internal loan to capital
 - d. assets & liabilities report
- ii. Legal (10 *minutes*)
 - 1. Greater concern of organization of school rather than the actual legal issues
 - 2. Greatest concern right now is related to the school's tributary immunity, being the Head's responsibility to make sure that all the legal procedures presented by the Legal Committee's Partial Report (October 2009) are going to be followed in order to guarantee the school's non-profit certificate.
 - 3. Craig and Celsius can oversee the day-to-day runnings of the business office, but not a legal and forensic audit of the school, so Gloria and Craig will arrange an audit and proposal with an external consultant. Bd will receive communication on this issue by October 23, 2009
- iii. Nominations (5 *minutes*)
 - 1. Committee met to discuss the profile of the type of desired board member
 - 2. Board will invite select focus group participants to share feedback in the effort to identify potential candidates for future members
 - 3. Formal board training proposed once a year at the Spring Board Retreat, as well as a welcoming dinner for all new board members
 - a. Identify a pre-determined issue for each existing board member to share with new board members (i.e. history, not talking about administrative issues, strategic plan, etc)
 - b. Funding for board training typically granted by State Dept
 - 4. Board Self-Evaluation also discussed and will be elaborated on in the future
 - 5. Any suggestions for potential board members are welcome
- iv. Policy (5 *minutes*)
 - 1. See attached report (need to get from Chris)
- v. Audit (5 *minutes*)
 - 1. Discussion of whether a FinCom member can be an Audit Committee member, and it has been decided there is no conflict.
 - 2. Three Audits are needed:
 - a. Financial (Craig and Gloria will make rec)
 - b. Regular
 - i. Business Office is now asking for three (we should ask for a regular audit from one company and the other from a separate body)
 - c. Systems

