

Board Meeting--September 9, 2009: 12:00-13:30

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

Ottmar Mueller

Absent:

Neil Storey

Call to order 6:11pm

1. *Opening:*
 - a. Approval of Minutes (Action)
 - i. CV moves to approves the minutes
 - ii. FA seconds motion
 - iii. **Motion approved minutes carried.**
2. *President's Report:*
 - a. Strategic Plan Update
 - i. Parent survey sent out; closes on Monday, September 14th
 - ii. Reminder on survey being sent out on Friday, September 11th, in Headmaster's *Spotlight*
 - iii. Consultant, Dr. Michael Ehrhardt, coming to retreat November 14 (revised date) with Barry Dequanne and he will be providing consultation in the meantime as well
 - iv. Approximately 15 people have signed up for Focus Groups—one group will be composed of students if appropriate: **CJ will set this up.**
 - v. Admin Team will recommend a few parents in their divisions to participate and ask board members to make personal phone calls inviting them.
 - vi. CJ is developing Focus Group Mandates
 - vii. KD proposes that theme of Sept Board Letter is explaining function of the board, how members are chosen, and encouraging community members, when appropriate, to get involved where possible
 - viii. KD spoke with the Leadership Class about the Board's vision and asked for their input regarding how EAB can move from Good to Great. The students are submitting proposals to the admin team about building a sense of community.
3. *HOS report*
 - a. H1N1 Plan for Interdisciplinary Trips: Trips will take place, but parents can choose not to send their kids
 - b. College Fairs: The largest fair—31 universities--in the last ten years will take place on September 10th
4. *Old Business:*
 - a. Review Board Terms
 - i. Follow Up for next meeting:
 1. Need to select two or three items for Board Attendance (Faculty Professional Day Jan 18, Celebration of the Arts April 27)
 2. Board will send invitations to a few people for Focus Groups, specifically Facilities, unless there are other people in mind already
 - a. **KD will send invitations**
 3. Billing Cycle (especially for US Embassy): **FA will work on this once the U.S. Embassy's new fiscal year has begun in October.**
 - ii. Officers' Election

1. Many people are exiting in 2011; there are currently six nominations in mind
2. If possible, members designating 2011 as exit, please consider switching one way or another
3. One position designated as US Ambassador’s Representative (according to the Constitution) not to be selected by Nominations Committee
4. Current Board Policy calls for two year term with possibility of two one-year extensions
5. As decided in August Board Meeting, because term limits were not established before, Board Members were asked to indicate when they consider their term to have started (i.e. with the adoption of the new board policy with term limits at the last meeting or a previous point. The Board had decided since this was a new policy not addressed in the constitution, this term would be the transition point into the new policy.) Board can appoint honorary members as needed to fill committee seats

Table of Terms:

Board Member	Start of Term	End of Term
Gloria Portella	November 2007	November 2009
Paul Echaniz	March 2009	March 2011
Annika Markovic	August 2008	June 2011
Celsius Lodder	March 2006	
Fred Armand	May 2008	At Ambassador’s discretion, or May/June 2010
Chris Veenstra	March 2009	March 2011
Katherine Dueholm	May 2008	December 2010
Ottmar Mueller	August 2007	
Neil Storey	March 2006	

5. *Election of Treasurer and Secretary*

- a. KD recognized CL on behalf of board for his work on the Finance Committee
- b. FA nominates CL as Board Treasurer
 - i. AM seconds
 - ii. All in favor
 - iii. Motion carries; Celsius is Board Treasurer.**
- c. PE nominates FA as Board Secretary
 - i. AM seconds
 - ii. All in favor
 - iii. Motion carries; Fred is Board Secretary.**

6. *Vice President’s review of Committee Structure*

- a. Shared summary of mandates for each committee and calendar for timeframe of when committees will meet
- b. Finance Committee
 - i. Celsius Lodder (chair), Fred Armand, Chris Veenstra, Paul Echaniz, Gloria Portella; Katherine Dueholm (will participate ex-officio)
- c. Policy Task Force
 - i. Chris Veenstra (chair); Celsius Lodder, Annika Markovic
 - 1. Will focus on five or six key initiatives and audit as needed
- d. Nominations Committee
 - i. Katherine Dueholm (chair), Annika Markovic, Fred Armand, Ottmar Mueller
- e. Legal Committee
 - i. Gloria Portella (chair), Fred Armand,
- f. Facilities Committee
 - i. (No chair designated); Fred Armand, Celsius Lodder, Ottmar Mueller
 - ii. Suggestion to recruit Brazilian chair
- g. Audit Committee
 - i. Meets once a year to select company and once to review report and make recommendations
 - ii. Annika Markovic (chair), Paul Echaniz
 - 1. KD will check constitution to ensure Finance Committee members are able to serve on Audit Committee

7. *Committee Reports*

- i. Finance
 - 1. Huge Kudos to Ale and her Dept for getting the legal "all clear" documentation,
 - 2. Ale will prepare a proposal to reimburse the 1.7 million from Capital Dev to Operations. Her charge is "to try and move as much of the amount over as quickly as possible without putting operational revenue in jeopardy." She understands that the proposal will stay "ever green" and that the fincom has given her the flexibility to make decisions on a month to month basis (proposal will be presented at Oct Fincom);
 - 3. We will add "payment back to CF" as a monthly agenda item;
 - 4. Ale will have the proposal from the consultant, on Business Office Operations, translated for Oct's meeting and will set up (preferably in English) a presentation with the firm 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;
 - 5. The Fincom "ear marked" the potential monies from the sale of the apartments (currently figured at R\$800,000) to a "contingency fund;"
 - 6. Craig is adding this qualifier to the above: Access to contingency funds require Fincom approval.
 - 7. Here are the "carry overs" from last month's meeting (awaiting the formation of the 09-10 Fincom):

- a. Monthly meeting time and date to be set by new chair,
 - b. Proposal from Craig on: Tuition refunds when students leave before end of year,
 - c. Fincom approval on Craig's policy proposal to: Charge interest on late payments to companies and embassies, Fred will set up necessary introductions, and calendar/time frame for U.S embassy to pay tuition up front.
 - ii. Legal (GP)
 1. Dr. Osvaldo dealing with contracts
 2. GP dealing with handbooks, policies, etc; specifically the Regimento Escolar which is the only legal document recognized by the Brazilian Government to ensure continuity among all school documents
 - iii. Nominations'
 1. Establish profile to determine what is needed on Board and fill spots strategically to "Celebrate Diversity and Cultivate Citizenship"
 2. AM offered to speak to other Ambassadors to promote benefits of Associate Membership to further diversify Board Profile
 - iv. Policy (CV)
 1. The task force will be conducting an audit of the current policies in place at the school, and pinning them to a specific policy framework specified in the Trustee Handbook, in order to make recommendations on where there are holes and gaps, and determine who should most appropriately develop/provide these missing pieces
 2. Highlighted Chapter 3, p49 of Board Policy Handbook and suggested EAB follows the guideline throughout policy audit
8. *Executive Session*
 - Review Basis of Head of School Evaluation
 - Discuss Board/Admin Division
9. *Adjourn Board Meeting*

Ms. Katherine Dueholm
Board President

Mr. Fred Armand
Board Secretary