

# American School of Brasilia

## Board Meeting— November 12, 2012: 18:00-20:30

### Composition of the Board of Directors

Position	Nominee	Initials	Date of Entrance
President	Mr. Michael Ellis	ME	May 12 <sup>th</sup> 2010
Vice President	Mr. David Millward	DM	November 3 <sup>rd</sup> , 2011
Secretary	Mr. Mark Prescott	MP	December 8 <sup>th</sup> 2010
Treasurer	Mr. Pedro Oliveira	PO	August 17 <sup>th</sup> 2011
Board Member	Ms. Marianne Alker	MA	May 12 <sup>th</sup> 2010
Board Member	Mr. Paul Kennedy	PK	March 16 <sup>th</sup> 2011
Board Member	Mr. Caio Prado	CP	June 15 <sup>th</sup> , 2012
Board Member	Mr. Mitch Romero	MR	May 23 <sup>rd</sup> , 2012
Head of School	Mr. Barry Dequanne	BD	July 1 <sup>st</sup> , 2010

### Attendance

#### Present:

#### Signature

Michael Ellis, President

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David Millward, Vice President

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Mark Prescott (Secretary)

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Marianne Alker

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Mitch Romero

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Barry Dequanne, Head of School

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Board Member Joining: None

Board Member Resigning: None

Board Members Absent: Pedro Oliveria, Paul Kennedy, Caio Prado

### Call to order at 18:10

#### 1. Minutes of last meeting

- Minutes approved by all

#### 2. Facilities update

- Kelley Banks of Flansburgh Architects presented a summary of the draft Master Plan to the Board. The final Master Plan will be presented to EAB in December.

### **3. Review of progress with Teaching and Learning**

- The Board heard a presentation by Sue Easton, Director of Teaching and Learning, of her work to date and priorities for the future. The Board agreed to ask for regular updates on this work.

### **4. Governance Committee update**

- Prospective new Board members. The Board welcomed Andrea Yamashita, a candidate for new Board member, as an observer at the meeting. Andrea will sit on the Facilities Committee and a decision on full Board membership will be made in early 2013. MA will also meet another candidate for the Board, Jack Thompson, in early December.
- Minutes of meetings. After discussion, the Board agreed that:
  - in order to strengthen the institutional memory of the Board, minutes would include both decisions made and a summary of key elements of discussions
  - draft minutes would be circulated within 5 days of each meeting, for approval by Board Members
  - responsibility for taking notes of meetings and producing draft minutes would rotate between Board members
- Future of Association Fee. MA summarized the Governance Committee's discussions, including the risk analysis of introducing a mandatory AF for all internationals. MA would produce recommendations to the Board at the [December] Board meeting.

### **5. Finance Committee Update**

- BD noted that the Business Office and the Treasurer had worked hard in recent weeks to clean up all figures for the 13/14 Budget. The draft Budget would be presented to the Board by the [February] Board meeting.
- RECOMMENDATION OF TREASURER APPROVED: decision for 25% of the Capital Fee Fund to be allocated in for technology and maintenance/supplies use only. Not to be used to cover Personnel costs

### **6. Risk Assessment Report**

- BD presented a comprehensive EAB risk assessment report, following extensive research and several meetings with EAB's lawyer. He sought Board decisions on two issues:
  - Housing allowance. After discussion on the paper, the Board agreed to remove progressively all elements of housing allowance from salaries.
  - FGTS. The Board discussed options, but agreed to defer a decision until both PO and CP were present.
- The Board accepted the other assessments in the risk analysis report and sought no further action.

### **7. Tuition Discount Proposal**

- Deferred to the December meeting due to lack of time

#### **8. Other Business**

- None

Meeting ended at 20:35

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Mr. Michael Ellis

Board President

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Mr. Mark Prescott

Board Secretary