

# SHANGHAI AMERICAN SCHOOL

## Board of Trustees – Frequently Asked Questions

### 1. Who “owns” SAS?

The school is a non-stock, non-profit entity. All funds received can only be invested back into the school. There is no equity distribution to investors, no payments to owners, and no transfers to sponsors or parent entities. Governance of SAS, including the roles and responsibilities of the Board of Trustees and the Head of School, is defined and legally bound by its Articles of Association and Board Policy Manual. Both of these documents can be found on Schoology in the Board of Trustees group.

### 2. What does the Board of Trustees do?

The Board is charged to serve the SAS community by setting the strategic direction of the school, hiring and supporting the Head of School, approving the school's budget and longer-term financial plans, overseeing auditing and risk management, and governing the school through policies in partnership with the Head of School. The Board does not ordinarily involve itself in managerial or operational decisions, but is available to provide guidance to the Head of School as needed, especially for critical decisions or in emergency situations.

### 3. Who is on the Board?

There are thirteen (13) Trustees: seven (7) are elected by SAS parents; five (5) are appointed by the Board; one (1) is appointed by the U.S. Consulate General. Trustees elected by SAS parents must also be parents of SAS students themselves. While appointed Trustees are not required to be SAS parents, in practice nearly all appointed Trustees are also SAS parents. For SY2022 - 2023, the current Board is composed mainly of SAS parents and one SAS alumna.

### 4. Are Trustees paid?

No. Trustees volunteer their time and expertise to serve SAS. Trustees typically spend 20+ hours per month engaged in official Board business, including board meeting preparation, board meeting attendance, committee meetings, and related follow-up work, and often spend considerably more than that during crises or other times requiring additional attention from the Board. In addition to attending regular board meetings, each Trustee serves on two Board committees.

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## **5. Are there separate boards for the Puxi and Pudong campuses?**

No. In keeping with the one school / two campuses philosophy, the Board of Trustees is charged with acting in the best interests of the school as a whole.

## **6. What are the standards of conduct for Trustees?**

Trustees must reaffirm the Board Code of Conduct upon joining the Board and annually. The Board commits itself and its members to adhere to the highest ethical standards and demonstrate a strong commitment to best practices for school governance, including proper use of authority and appropriate decorum when acting as Trustees. Trustees must respect the strictest confidentiality of all matters discussed unless and until those matters are made part of the public record.

## **7. What is the Board's role in making operational decisions?**

The Board provides policy direction to the School. Consistent with best practices of international school boards, the SAS Board has clearly defined governance responsibilities, which do not include the day-to-day operations of school or admissions decisions for any student applications. Trustees determine overall school policies; develop strategic plans; hire and appraise the Head of School within the agreed framework and against agreed goals; plan and oversee the implementation of the annual budget; and delegate the implementation of school policies and school management to the Head of School.

## **8. How frequently does the Board interact with the school leadership team?**

The full Board meets formally almost every month, and each of the four Board committees also meets on a monthly basis. The Head of School and members of the school leadership team participate in the majority of these meetings, depending on the specific agenda for each meeting. The Board, Head of School, and school leadership team also communicate informally as needed. The Board Chair, Committee Chairs, or Head of School will also call for emergency meetings as needed, and such meetings will be as frequent as the situation requires.

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## **9. Can individual Trustees help bring parents' views to the Head of School and the Board?**

Problems and concerns generally should be resolved at the lowest level at which they can be resolved. If satisfaction cannot be gained, an appeal should be made to the next highest level. For example, a problem not resolvable with a classroom teacher should be raised with the supervising school administrator; if that fails, an appeal can be made to the Head of School.

## **10. Can individual Trustees publicly dissent from Board decisions or participate in online discussions?**

In line with the SAS Board Members' Code of Conduct, Trustees must support final decisions, even if such decisions differ from personal opinions, with the understanding that authority and responsibility for decisions rests with the Board as a whole, not with individual Trustees. Trustees must respect the strict confidentiality of all matters discussed unless and until those matters are made part of the public record. An individual Trustee does not have authority to act except in meetings of the Board as a whole, or by specific designation of the Board. To ensure clear communications and avoid any potential misunderstanding, Board decisions are announced by official statements issued by the Board or by the school rather than through individual Trustees' personal responses in online group discussions.

## **11. What role does the Board play when parents are not happy with school decisions?**

Difficult decisions and tradeoffs are made on a daily basis by the school leadership team in consultation with the Board. Like in any diverse community, not everyone in the SAS community will agree with all of these decisions, but please know that we make these decisions anchored by the school mission and core values, focused on our students, and based on the best data we can have.

When a member of the community has an issue unresolved through regular channels at the School, has an issue of a confidential nature, or wishes to appeal actions taken by the School, he or she may appeal directly to the Board Chair.

Such appeal must be in writing, be attributed to the appellant and include a summary of the matter and the efforts that have been made to resolve the matter

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with the School. The appeal should also include the specific request or action that is sought from the Board.

## **12. Do Trustees represent parents' interests?**

The Board's primary function is to ensure the long-term stability, viability, and educational excellence of the school. Most Trustees are also SAS parents themselves. The Board does not, however, advocate or act on behalf of individual parents' interests, but rather takes the needs of the school and the views of its diverse body of stakeholders into account when setting policy or making decisions.

## **13. How does the Board approve the budget and audit the School's financials?**

The Board Finance Committee oversees the annual budgeting process. The Committee is made up of Trustees, school leadership, and parent volunteers. In considering the budget, the Committee considers all major factors in order to achieve a pragmatic balance between ongoing investment in education, cost optimization, inflation, and benchmarks. Any surplus fund is invested back into the school. Once the Committee reaches a consensus, the budget is proposed to the full Board for deliberation and approval at an Open Board session. All community members are invited to all Board open sessions. The approved budget will then be presented to the community by the School CFO.

The Board Audit Committee oversees the appointment of professional auditors, the auditing process, and risk management policies. The Committee is made up of Trustees, school leadership, and parent volunteers. Each year, the audit report as accepted by the Board is published in the School's annual report, which is emailed to all parents and is also presented at the School Annual General Meeting.

## **14. Does SAS hold an annual meeting that parents can attend?**

Yes. SAS holds an Annual General Meeting (AGM) each year where the Board, Head of School, and school administrators provide updates on the school's educational programs, operations, budget, university admissions, and more. Everyone in the community is invited to attend the AGM.

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## **15. How can I get involved with the work of the Board?**

Serving on the SAS Board or on one of its committees is an excellent way to support SAS. Trustees are involved in making decisions that not only benefit our current students, but shape the school for students in the future. You will learn an incredible amount about SAS and the education that we deliver. The Board typically holds elections in around April of each year, if elected positions are available, and decides on appointed positions around May of each year, if appointed positions are available. If you are interested in serving, please contact us at [SchoolBoard@saschina.org](mailto:SchoolBoard@saschina.org).