

2.40 BOARD COMMITTEES

The Board shall organize committees to assist in the fulfillment of Board duties. Committees are to provide a venue for more in-depth consideration of issues than is possible in regular meetings of the Board as a whole.

Committees may be standing or ad hoc. Standing committees generally are those organized by the Board at the beginning of the school year with the intention that they will function throughout the year. At a minimum, one standing committee must be formed to deal with the obligation of the Board to assure the financial integrity of the school. Ad hoc committees are those organized for limited time frames and/or specific tasks.

Board and community members should appreciate the key role that the committee system plays in the development of school policy and practice. Those who have particular interest in issues should take advantage of committee meetings to make their views known, rather than wait until a finished proposal is presented at a Board meeting.

Adopted:

January 25, 2000

Revised:

Cross Reference:

Article VIII, Section Six, 4

Finance Committee Charter

Finance Committee General Purpose

The committee accomplishes this task by assisting the Board in its oversight of the school's financial policies, investments, and to safeguard of school's assets.

The committee has the responsibility for working within the parameters outlined by SAS Board policy for recommending financial policies, goals, and budgets. The committee also reviews the school's financial performance against its goals and proposes major revisions and programs to the Board.

Responsibilities

1. Provide strategic oversight in the development of long-range financial plans based on strategic plan and key priorities of the school
2. Review the preparation of an annual budget for the school in collaboration with the Head of School, CFO and other school employees
3. Recommend to the Board the adoption of the annual budget no later than the January meeting in accordance with Board policy
4. Recommend to the Board tuition and fees for the school
5. In accordance with SAS Board policy, the committee will review monthly financial statements and variances
6. Review and monitor the school's investment and performance, cash and funding plans and other treasury matters, including the structure and cost of funding in accordance with SAS Board policy 3.506 Investment Portfolios and Their Objectives
7. Review with administration the school's strategies for management of significant financial risks and contingent liabilities including the use of hedges, derivative instruments, insurance coverage (and related costs) and other similar risk management techniques
8. Review with school's management, at least annually, the school's tax situation and tax strategy
9. Jointly review and approve school management's recommendations to the Board for significant capital expenditures, including for real estate and facilities, and to provide (joint) oversight in the statutory and regulatory compliance thereof.
10. Review and monitor SAS Board policies and procedures on purchasing authorities, responsibilities, procedures, ethics, bids and contracts
11. Create specific measurable committee goals for the year as part of the school planning process

12. Provide training programs, as necessary, to ensure that all members (especially those without a financial background) can be effective stewards of the school's financial resources following Board governance best practices
13. The Finance Committee shall perform an annual review and evaluation of the performance of the Finance Committee, including a review of adherence of the Finance Committee to this Charter. In addition, the Finance Committee shall review and reassess the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Finance Committee considers necessary or appropriate

Adopted:

May 27, 2013

Revised:

November 25, 2013

Cross Reference:

Strategy Committee Charter

• General Purpose

Ensure the school and the board have a forward-looking strategic focus that will keep SAS as a recognized leader in international education.

To act as a thought partner for school leadership on all major strategic issues.

• Responsibilities

1. Strategic Plan oversight and project prioritization.
 - a. Ensure overall Strategic Plan is updated every five years.
 - b. Ensure that annual updates are provided to reflect progress and adjustments based on market conditions.
 - c. Ensure Strategic Plan has input from key stakeholder groups and has an effective communications plan for stakeholders.
 - d. Monitor SAS strategic plan execution for key milestones & deliverables. (Incorporating work from other committees or task forces for implementation & involvement of key expertise when required).
 - e. Recommend approval to the board of initiatives from a strategic perspective and recommend prioritization when necessary.
2. Ensure board awareness of key academic trends and potential future impact to SAS.
3. Ensure school has a robust survey and data analysis process that feeds into the strategic planning process and fiduciary oversight of key elements critical to the SAS experience.
4. Ensure school provides the board an effective dashboard to monitor key operational metrics.
5. Ensure that HOS goals are aligned with key deliverables in Strategic Plan & annual operational goals.
6. Monitor competitive set (Shanghai, China & International) for benchmarking & evaluate any opportunities for improvement or future consideration into Strategic Planning process.
7. Advise and approve any changes to the school leadership structure and operating model.
8. Perform an annual evaluation of the Strategy Committee. Review and assess this charter. Recommend any updates to the board.

Adopted:

September 23, 2024

Trusteeship Committee Charter

General Purpose

The governance committee is commissioned by and responsible to the Board of SAS to assume the primary responsibility for matters pertaining to Board of Trustees recruitment, election, nominations, orientation, training and evaluation in accordance to the Articles of Association of the school, as well as established policies and practices approved by the Board of Trustees.

Responsibilities

A. Board membership

1. Review the skills and experience needed on the Board in anticipation of future vacancies, and work to enhance the diversity of the Board.
2. Work with Board Chair and Head of School on a succession plan for board officers.
3. Recruit members to serve as members of the Board and develop a slate of candidates for consideration by board in accordance with appointment/election policies outlined in the Board policies.
4. Develop and review annually the procedures for Board member election and appointment.

B. Board development and evaluation

5. Develop an orientation and training plan for new Board members.
6. Assist in the planning of an annual Board retreat and other deeper strategy sessions as needed.
7. Develop and revise a Board member handbook outlining the responsibilities of the Board and Board members, Board policies and other relevant information.
8. Conduct board training as needed.
9. Create specific measurable board-level goals for the year as part of the full board planning process.
10. Regularly evaluate the effectiveness of board meetings, and make recommendations for improvement to the Chair and the full board as needed.
11. Annually coordinate an evaluation of the full board, the Head of School and individual board members.
12. Conduct annual evaluation of the goals and its work as a committee and report on the same to the Board.

C. Board policies

13. Ensure compliance with the Article of Association and Board policies, and recommend policy revisions/updates to the Board when appropriate.
14. Report to the Board at regular board meetings in a manner determined by the Board.

Adopted

May 27, 2013