

## **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 and no payment to owners.

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

The Board is charged with the following responsibilities: 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 operational decisions, but provides guidance to the Head of School as needed, especially for critical decisions or in emergency situations.

### **3. Who is on the Board?**

There are up to 15 Trustees: seven are elected by SAS parents; five to seven are appointed by the Board; one is appointed by the U.S. Consulate General. Trustees elected by SAS parents must also be parents of SAS students themselves. The Board represents both Pudong and Puxi campuses, which allows for consistent leadership across SAS.

### **4. Why does our board of trustees include trustees who are not current parents of the school?**

Including non-parent trustees is a widely adopted best practice among leading schools in the United States. Non-parent trustees often bring diverse professional expertise, community connections, and long-term strategic thinking that may not be influenced by the immediate concerns of current families. This helps our board maintain a balanced focus on our school’s mission, sustainability, and future growth. These trustees often have backgrounds in finance, law, higher education, technology, philanthropy, and other fields. They contribute to stronger vision, governance, risk management, and fiduciary oversight — ensuring our school remains mission-driven and financially sound.

Over the past 10 years, non-parent trustees have comprised approximately 10–25% of the SAS Board each year. Almost all of our non-parent trustees are former parents or alumni. Their involvement is not tied to the tenure of a child’s enrollment, allowing for continuity and institutional memory.

# SHANGHAI AMERICAN SCHOOL

*Last edited: February 2026*

We believe the inclusion of non-parent trustees ensures balanced governance and strategic diversity. In fact, such inclusion is consistent with market practice — over 90% of leading independent schools in the U.S. include non-parent trustees on their boards.

## **5. How does the Board make decisions?**

Governance of SAS, including the roles and responsibilities of the Board of Trustees and the Head of School, is defined by the school's Articles of Association and the Board Policy Manual. These two governance documents guide the decision making process of the Board. In addition, the Board also considers the school's mission, its strategic plan as well as external factors such as local regulations and government mandates in its decisions.

## **6. Are Trustees paid?**

No. Trustees volunteer their time and expertise. 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.

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

No. The Board is charged with acting in the best interests of the school as a whole, including both campuses.

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

Trustees are required to 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.

## **9. 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 Board has clearly defined governance responsibilities, which do not include the day-to-day operations of the school.

# SHANGHAI AMERICAN SCHOOL

*Last edited: February 2026*

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

The Board meets formally almost every month and each of the 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.

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

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 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. If an issue cannot be resolved by the Head of School, a community member 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 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. The Board does not 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. Once the Committee reaches a consensus, the budget is proposed to the full Board for deliberation. The Board also oversees the appointment of professional auditors, the auditing process, and risk management policies.

# SHANGHAI AMERICAN SCHOOL

*Last edited: February 2026*

## **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.

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

Serving on the 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 through Board work. If you are interested in serving, please contact us at [SchoolBoard@saschina.org](mailto:SchoolBoard@saschina.org).