

**PAN AMERICAN SCHOOL OF BAHIA**

**BOARD OF TRUSTEES**

**BOARD POLICY MANUAL**  
**APRIL 2017**

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.1 GLOBAL GOVERNANCE COMMITMENT**

The purpose of the board, on behalf of the members of the Pan American School of Bahia Association, is to see to it that the Pan American School (1) achieves appropriate results for appropriate persons at an appropriate cost and (2) avoids unacceptable actions and situations.

In accordance with the by-laws, the board shall:

1. Interpret the by-laws of the association for purposes of policy development;
2. Comply with decisions taken at general assemblies of members, when such decisions are taken in compliance with the limitations on authority defined in the by-laws;
3. Present an annual report on the performance of the association to the general assembly of members

ADOPTED: November 2013

Amended:

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.2 GOVERNING STYLE**

The board will govern with an emphasis on (1) outward vision rather than internal preoccupation, (2) encouragement of diversity in viewpoints, (3) strategic leadership more than administrative detail, (4) clear distinction of board and chief executive roles, (5) collective rather than individual decisions, (6) future rather than past or present, and (7) pro-activity rather than reactivity.

Accordingly,

1. The board will cultivate a sense of group responsibility. The board, not the staff, will be responsible for excellence in governing. The board will be the initiator of policy, not merely a reactor to staff initiatives. The board will use the expertise of individual members to enhance the ability of the board as a body rather than to substitute individual judgments for the board's values. The board will not allow any officer, individual, or committee of the board to hinder or be an excuse for not fulfilling board commitments.
  - a. In order to facilitate compliance with the "Estatuto" and with Policy 1.7.13c, item iv-1-a, newly elected Board members will determine which members assume which Chairs by choosing from those open in the order of the number of votes received, those with the most votes choosing first. Recognizing that many ex-patriot parents are in Salvador on temporary assignment, those newly elected members whose residence status prohibits them from committing to fulfilling a three-year term, as declared and verified prior to the elections, shall have the opportunity to choose first, followed by those who are able to make that commitment.
  - b. In similar vein, should the top candidates elected include individuals who would push the number of a single nationality over the required cap (4), the candidates with the most votes will determine who makes up the elected members and those who would push the number over four (4) will not be eligible to serve.
  - c. Board members assume their seats on the Board at the first regular meeting after the election, and must be physically present at meetings in order to cast a vote: no vote may be cast by proxy.
  - d. Silence in voting shall signify concurrence and a "yes" vote.
  - e. Abstentions shall be voiced, justified, and noted in the minutes whenever used.
  - f. Board members will present a unified front in support of all decisions taken, even when taken on a split vote. As such, minutes will reflect only the approval or rejection of any motion, and not the vote tally.
2. The board will elect its officers at its first meeting following the elections, normally the orientation retreat. In electing its officers, the Board will consider the following guidelines, not intended as requirements, but more to help the Board recognize and focus on the needs of the organization and the Board as the election of officers is held.
  - a. To be considered for President, a member should have served on the Board for at least one year before being considered for the role, ideally as Vice-President of the Board.
  - b. To be considered for Vice-President, a member would ideally have served for one year on the board before being elected to that office. The Vice-President of the Board will be expected to attend the weekly meetings of the President and the Superintendent as further orientation to how the role of President works.
  - c. To be considered for Treasurer and Chairman of the Finance Committee, the Board shall show preference for demonstrated knowledge of finance, ideally including finance in not-for-profit organizations. The Board should also maintain a strong preference for individuals who

have served for at least one year on the Finance Committee, but prior Board membership should not be considered a critical expectation.

- d. There are no recommendations for background for the office of Secretary.
3. The board will direct, control, and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives about ends to be achieved and means to be avoided. The board's major policy focus will be on the intended long-term effects outside the staff organization, not on the administrative or programmatic means of attaining those effects.
  4. The board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation, policy-making principles, respect of roles, and ensuring continuance of governance capability. Continual board development will include orientation of new board members in the board's governance process and periodic board discussion of process improvement.
    - a. The Board will meet at least five (5) times during the year, generally at equal monthly intervals during the school year. All meetings will be closed to non-Board members and will be conducted in English
      - i. The President may call such meetings as he/she deems needed, or as requested by at least two (2) Board members. In such cases, Board members shall be advised of the meeting in writing and the agenda limited to the specifically proposed topic(s), unless a majority of the quorum present agrees to extend the agenda to other topics.
      - ii. Unless specified as confidential meetings or meetings of the Executive Committee, all meetings shall be considered "regular", and minutes shall be available to members of the Association.
      - iii. The Board may permit orderly participation by non-Board members. Such participation shall be limited to those who request to address the Board through the Superintendent and/or Board President at least 24 hours prior to the distribution of the information packet for the meeting and is subject to the approval of the Board President. The President will limit participation to the first fifteen (15) minutes of the designated meeting, and each participant, up to a meeting maximum of five participants, will be limited to five (5) minutes. The President will further take the length of the regular meeting agenda into account in approving speakers and may limit participation to less than five when the agenda is, in the President's opinion, already extensive. The President may grant exceptions to the timing rule if so granted before the meeting begins.

The President is charged with assuring that all such participation/attendance be done in a civil/respectful manner and that, failing to meet that criterion, the President is specifically empowered to end the participation of the individual or group involved.
      - iv. Meeting Agendas are prepared by the Superintendent in consultation with the Board President, who will assure that agenda discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Superintendent.
      - v. SEE GOVERNANCE PROCESS: COMMITTEE PRINCIPLES FOR EXECUTIVE COMMITTEE MEETINGS
    - b. The Board will hold no meetings in the absence of the Superintendent of the School, unless it is to review his/her performance and contract.
    - c. The Board will keep minutes of all meetings, specifying at least the date and time of the meeting, individuals present at the meeting, who made and/or seconded motions, whether the motion was approved or rejected by the Board without noting the vote tally on the motion, and the use/justification of any vote abstentions.

- d. Under the terms of Article 25 of the *Estatuto*, the Board may decide a specific issue by electronic meeting/vote should circumstances require action when it is not possible to meet physically. In such cases, the participation of all members in the discussion will be confirmed through the digital record and the motion, second and final Board action will be included in the Consent Agenda of the next regular meeting for formal registration in Board minutes.
- e. Board members are expected to attend all meetings. A Board member who misses three (3) consecutive regular meetings during his/her elected term, or who misses five (5) regular meetings in any twelve (12) month period, will be automatically removed from the Board. A “regular meeting” is one which is scheduled to meet the requirements for monthly meetings. If a date is changed, the new date shall be considered the regular meeting date only when notice is given at least eight (8) days prior to the new date. Board members will be informed, in writing, of their attendance record as a part of the monthly Board agenda.
- f. In the case that, for any reason, there is a vacancy on the Board of Trustees, the Board will name a replacement within thirty days of the position becoming vacant to serve until the next regular General Assembly. At that time, a replacement shall be elected to fulfil the time remaining in the original term. The Board shall require that all replacements appointed to fill vacancies meet the requirements of Policy 1.7.13c-iv-1b and 1.7.13c-iv-2 prior to finalizing such appointments.
- g. In a given school year, the Board may appoint no more than two members to fill vacant position terms until the next general assembly.
- h. Board members are expected to carefully review meeting information distributed in advance and to be well-prepared to discuss topics on the agenda.
- i. All Board members are expected to participate in planned annual orientation retreats, one of which shall normally be scheduled following the May Board elections and before the first regular Board meeting for the conduct of Board business.
  - i. The Board President and Vice-President, in conjunction with the Superintendent, shall conduct the orientation. This role, however, may be delegated to a hired consultant.
  - ii. The May-June orientation shall consist of at least a review of:
    - 1. Governance philosophy and practice, including review of Board Policies in place;
    - 2. Specific review, and signing, of the Code of Conduct;
    - 3. School mission, means statements, vision, and the status of strategic goals and objectives.
  - iii. Other retreats will be scheduled by the President and will focus on relevant matters before the Board and/or the development of Board expertise.
  - iv. New Board members (elected or appointed) shall not be eligible to vote on issues before the Board until they have completed the orientation items in (ii), above.
- j. All Board members are expected to meet all of their personal financial obligations to the school.
  - i. The parent/guardian of the student is deemed to be responsible for all financial obligations, regardless of whether an employer or other agent pays fees for them or not.
  - ii. Board members who are over thirty (30) days in arrears on tuition and/or fee payments shall be suspended from meeting attendance and shall have no vote on issues until the financial obligation is cleared. Absences shall be considered as missed meetings under section (a), above.
  - iii. Board members who are over ninety (90) days in arrears shall be asked to resign from the Board.
  - iv. Should a member refuse to resign when requested, or should a member violate item

(i), above, more than once in his/her elected or appointed term, the Board shall formally remove the member from the Board.

5. The board will monitor and discuss the Board’s performance at each meeting. Self-monitoring will include:
  - a. review of how each meeting itself was conducted, including both leadership and member behaviors.
  - b. comparison of board activity and discipline to policies in the Governance Process and Board-Superintendent Linkage categories, following the adopted schedule.

**Board Performance Monitoring Schedule**

Policy	Month Monitored/Discussed
1.1 Global Governance Commitment 1.2 Governing Style	August
1.3 Board Responsibilities 1.4 Agenda Planning	September
1.5 President’s Role 1.6 Board Members’ Code of Conduct	October
1.7 Board Committee Principles	November
1.8 Cost of Governance 2.1 Global Board-Superintendent of the School Linkage	December
2.2 Unity of Control 2.3 Accountability of the Superintendent	January
2.4 Delegation to the Superintendent of the School	March
2.5 Monitoring Superintendent Performance 4.0 – 4.4 Ends	April
Final Summary Evaluation	May

Each May, the Board will compile the results of the monthly evaluations for discussion, following which the Board will develop a final evaluation statement of its work for use the following year.

ADOPTED: November 2013  
 Amended: May 2016, November 2014, May 2014, April 2014

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.3 BOARD RESPONSIBILITIES**

The job of the board is to represent the Association of the Pan American School of Bahia in determining and demanding appropriate organizational performance.

Accordingly,

1. The board will define and establish the link between the organization and the ownership, to include clear statements of mission, means and vision for the organization.
2. The board will define and establish written governing policies that, at the broadest levels, address each category of organizational decision.
  - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their relative worth (what good for which recipients at what cost).
  - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.
  - c. Governance Process: Specification of how the board conceives, carries out, and monitors its own task.
  - d. Board-Superintendent Linkage: How power is delegated and its proper use monitored; the Superintendent role, authority, and accountability.
  - e. In establishing each policy or revision, the Board will specify the effective date of the change. If not specified, the change will be assumed to become effective immediately following the final action taken by the Board on that policy.
3. The board will contract, support and nurture a qualified administrator as Superintendent of the School.
  - a. Should it become necessary for the Superintendent to appoint an Emergency Superintendent for a period over 60 days, the Board will require that the appointment be approved before the emergency Superintendent takes authority.
  - b. Should the Superintendent become permanently incapacitated, the Board will appoint an Interim Superintendent and begin a search for a new Superintendent.
4. The board will produce assurance of Superintendent performance against policies in 2a and 2b and annual organizational goals.
5. The board will produce assurance of Board performance against policies in 2c and 2d and annual board goals.

ADOPTED: May 2014

Amended:

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.4 AGENDA PLANNING**

To accomplish its job products with a governance style consistent with board policies, the board will follow an annual agenda that (1) completes re-exploration of Ends policies annually and (2) continually improves board performance through board education and enriched input and deliberation.

Accordingly,

1. The cycle will conclude each year on the last day of MAY so that administrative planning and budgeting can be based on accomplishing a one-year segment of the board's most recent statement of long-term Ends.
2. The cycle will start with the board's development of its agenda for the next year.
  - a. Consultations with selected groups in the community or other methods of gaining community input will be determined and arranged in the first quarter, to be held during the balance of the year.
  - b. Governance education and education related to Ends determination and progress toward attainment (for example, presentations by futurists, demographers, advocacy groups, and staff) will be arranged in the first quarter, to be held during the balance of the year.
  - c. Policy reviews will be included in each month's agenda, to encompass at least one review of every policy related to Governance Process and to Board-Superintendent of the School Linkage over the course of the annual cycle.
  - d. Ends Policies will be reviewed each year as part of the annual cycle.
  - e. Policy reviews of Executive Limitations will be included in each agenda with the Superintendent's monitoring reports on those particular policies.
3. Throughout the year, the board will attend to consent agenda items as expeditiously as possible.
4. Superintendent of the School monitoring will be included on the agenda if monitoring reports show policy violations or if policy criteria are to be debated.
5. Superintendent remuneration will be decided in March, prior to final approval of the budget, after a review of monitoring reports received in the last year.
6. Meeting Agenda: Policy requirements for preparation of meeting agenda and background information packets exist to facilitate member preparation and forethought prior to meetings. Items added to the agenda for discussion without pre-preparation should generally be avoided unless the item is so timely that it must be dealt with at that time. With this in mind,
  - a. The board President, in conjunction with the Superintendent, will develop the board's meeting agendas from the adopted annual agenda.
  - b. Board members may submit additional items for the agenda, along with appropriate documentation, to either the President or the Superintendent up to ten (10) calendar days before the scheduled meeting.
  - c. The Superintendent will distribute the agenda and supporting materials to the board at least four (4) calendar days before the scheduled meeting.
  - d. Should an item develop between the time the package is distributed and the meeting, a member(s) may note the item at the start of the scheduled meeting.
    - i. Items that represent emergencies or are unavoidably timely may, at the discretion of the President, be added to the meeting agenda.
    - ii. Barring that context, items raised after the distribution of the agenda/information packets will be added to the following meeting's agenda and, at the discretion of the President,



either the administration or a board sub-committee will be charged with providing background information for inclusion into the monthly packet.

ADOPTED: December 2013

Amended:

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.5 PRESIDENT'S ROLE**

The President assures the integrity of the board's process and, secondarily, occasionally represents the board to outside parties.

Accordingly,

1. The job result of the President is that the board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
  - a. Meeting discussion content will be only those issues which, according to board policy, clearly belong to the board to decide, not the Superintendent.
  - b. Deliberation will be fair, open, and thorough but also timely, orderly, and kept to the point.
2. The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-Superintendent Linkage, except where the board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.
  - a. The President is empowered to chair board meetings, with all the commonly accepted power of that position (for example, ruling, recognizing).
  - b. The President has no authority to make decisions about policies created by the board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the Superintendent of the School.
  - c. The President may represent the board to outside parties in announcing board-stated positions and in stating President decisions and interpretations within the area delegated to her or him.
  - d. The President may delegate this authority to another member of the Board, but remains accountable for its use.

ADOPTED: December 2013

Amended: February 2015

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.6 BOARD MEMBERS' CODE OF CONDUCT**

The board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as board members.

Accordingly,

1. Members must represent un-conflicted loyalty to the interests of the Pan American School of Bahia community. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. It also supersedes the personal interest of any board member acting as a consumer of the organization's services.
  - a. No employee of the school, nor the spouse of an employee of the school, shall be eligible to become a parent or associate member of the Board.
  - b. While individual members may feel a loyalty to a given constituency within the community, and should voice those during discussions, each board action and decision must be taken with the long-term best interests of the community as a whole, and not any particular constituency within the community.
  - c. Once decisions are taken by the Board, individual members will actively support those decisions with such groups and/or constituencies.
2. Members must avoid conflict of interest with respect to their fiduciary responsibility.
  - a. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to inside information.
  - b. When the board is to decide upon an issue about which a member has an unavoidable conflict of interest that member shall absent him- or herself without comment from not only the vote but also from the deliberation by absenting him- or herself from the meeting room until the discussion is completed and the decision is taken. The meeting minutes will also note when the member was out of the room for the discussion and vote.
  - c. Board members must not use their positions to obtain employment for themselves, family members, or close associates. Should a member desire employment, he or she must first resign.
  - d. Members will disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict, at the first meeting of the year and at any time thereafter such involvement may exist.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - a. Members' interaction with the Superintendent or with staff must recognize the lack of authority vested in individuals except when explicitly board-authorized.
  - b. Members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.
  - c. Members will give no consequence or voice to individual judgments of Superintendent or staff performance.
4. Members will communicate expressions of public reaction to Board policies and school programs to the Superintendent of the School and, generally through the Board President, to other members.

5. Members will respect the confidentiality appropriate to issues of a sensitive nature. Generally issues of a sensitive nature include, but are not limited to personnel, finance and student discipline.
6. Members will use email judiciously and appropriately. Emails should be short, informational items.
  - a. Members will verify the Reply List when sending emails. This is especially sensitive when using the “Reply All” option. Emails to the Board, and among the Board, should generally not include the addresses of non-Board member school staff and assistants. If staff and assistants are included in emails for informational purposes, it would be appropriate to eliminate them in replies.
  - b. The “Reply all” response should be used sparingly. Generally, if there is a need for more than two replies on a subject, a meeting should be called to address the need for more detailed discussion and use of email on the topic should cease.
7. Members will respect basic ethical considerations in all communications, be they written, verbal, or non-verbal. For example, when using email, distribution of copyrighted materials, sending of “gossip”, innuendo or chain emails would be prohibited under these ethical considerations.
8. Members shall sign a statement of understanding and agreement with this Code of Conduct as a condition of their membership on the Board.

ADOPTED: December 2013

Amended:

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.7 BOARD COMMITTEE PRINCIPLES**

Board committees and Chairs, when used, will be appointed by the President with the concurrence of the full Board and assigned so as to reinforce the wholeness of the board's job and so as never to interfere with delegation from board to Superintendent.

Accordingly,

1. Board committees are to help the board do its job, never to help or advise the staff. Committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. In keeping with the board's broader focus, board committees will normally not have dealings with current staff operations.
2. The Board will actively seek out community participation on its Committees, recognizing that such participation by parents and non-parents may also serve as leadership experience opportunities for those who may have the potential to make a future contribution as members of the Board of Trustees.
3. The primary criteria used to recruit committee members should include the strategic expertise, resources and perspectives that will allow the Committee to be effective. In doing so, the Board will actively seek diversity not only of nationality, gender and the like, but also diversity of opinion and viewpoint in potential committee members.
4. Each committee appointed will be chaired by a member of the Board.
5. Each committee appointed shall be given a specific, written statement of charge, to include, but not be limited to, who will serve on the committee, if additional members are required and how they will be appointed, the specific task to be accomplished, the expected products to be delivered, any expected interim progress report dates, and the date the final report is to be delivered to the Board for discussion.
6. Quorum for all Board committees will be a simple majority of the members of the committee and must include at least one member of the Board. All Board committees will keep and approve minutes of all meetings, specifying at least the date and time of the meeting, individuals present at the meeting confirming quorum, decisions taken by the Committee without noting the vote tally on the motion, and the use/justification of any vote abstentions. Minutes will be maintained in a central administrative file and available for Board review should the Board so require.
7. Board committees may not speak or act for the board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Superintendent.
8. Board committees cannot exercise authority over staff. Because the Superintendent works for the full board, he or she will not be required to obtain approval of a board committee before an executive action.
9. Board committees are to avoid over-identification with organizational parts rather than the whole. Therefore a board committee that has helped the board create policy on some topic will not be used to monitor organizational performance on that same topic.

10. Reports of Board Committees to the Board will be presented by the Committee Chair or, in his/her absence, by another member designated by the Committee Chair. Such delegation is normally to be made to another member of the Board serving on the Committee.
11. Committees will be used sparingly and ordinarily in an ad hoc capacity, with specified performance expectations and existence expiration date.
12. Ex-Oficio Members
  - a. The President shall serve as an ex-officio member on all Committees, but shall attend meetings at his/her discretion.
  - b. The Superintendent shall serve as an ex-officio member of all Board committees, with the exception of any committee formed to discuss/make recommendations on his/her employment or employment terms.
13. The Board will establish three (3) Standing Committees as required by Estatuto Art. 36.
  - a. Executive Committee
    - i. As required by the *Estatuto*, the Executive Committee is chaired by the President of the Board and composed of the elected Officers of the Board.
    - ii. The Executive Committee is powered to make decisions on behalf of the Board of when the Board as a whole is unable to meet. The Executive Committee will inform the full Board of the decisions it makes at the next regular Board meeting.
  - b. The Finance Committee
    - i. As required by the *Estatuto*, the Committee is chaired by the Treasurer and is made up of at least one other member of the Board and two additional members who are not members of the Board. The Board shall require that the total number of non-Board members on the Committee not exceed the number of Board members.
    - ii. Potential members may be suggested to the full Board by the Treasurer and the other Board member appointed to serve on the Committee.
    - iii. Members will be appointed to one-year terms and will be required to sign the Code of Conduct as a condition of service on the Committee.
    - iv. In the case of a Committee member not completing the year, the Committee, through its Chair, may recommend replacements to the Board for its consideration.
    - v. The Finance Committee provides oversight to the fiscal areas noted in Executive Limitations policies, advises the Superintendent on the budget development process, and develops recommendations related to fiscal matters for Board consideration. The Board empowers the Finance Committee as a body to request such information of the Superintendent as is reasonable to fulfill its charge.
  - c. The GOVERNANCE COMMITTEE will be comprised of three sitting Board members and up to, but no more than, two non-Board members.
    - i. The Committee will be specifically responsible for policy review and editing whenever specific policies are referred to it by the Board. While the Committee may ask the Board to consider if there is a need for revision to a given policy, it may not initiate such revision without specific charge from the Board.
    - ii. The Committee will look to alignment between policy and the By-Laws, making recommendations for changes when conflicts exist.
    - iii. The Committee may also review and make recommendations for changes in the By-Laws for Board consideration when charged to do so by the Board.
    - iv. The Committee will deal with issues related to the recruitment, selection and nomination of future members of the Board of Trustees.
      1. Recruitment
        - a. Recognizing that an individual may have more than one nationality and

desiring to maintain an international mix, however, the Board shall assure that at least two members are individuals who do not have the right to Brazilian nationality, with a preference for at least three members.

- b. With authority granted by ``Estatuto`` Articles 21 and 27-w, the Board has established minimum criteria for members to run for election to the PASB Board of Trustees.
  - i. In order to run for election to the Board, candidates must have either current or prior experience as a member of the PASB Board of Trustees or current or prior experience as a member of a PASB Board Committee.
  - ii. In cases where there are not enough potential candidates who meet the aforesaid requirements the Board may make specific exceptions to assure a full complement of members.
  - iii. The Board will ensure that it maintains an international mindedness, without denying access to Board membership to those who may not have that outlook.

The term INTERNATIONAL is defined as those adults who can demonstrate at least three (3) of the following characteristics:

- Holding dual passports or being in Brazil under a Resident Visa
- Having lived outside Brazil for at least three years (if before 18 years old)
- Having children who have studied in another American-style international school at least one school year
- Having worked in a multi-national business or organization for at least one year.
- Having studied in secondary schools outside of Brazil for at least one school year
- Having studied in university abroad for at least one school year
- Having lived outside Brazil as an adult for at least 8-10 consecutive months
- Having worked abroad for one year
- Having studied for at least two school years in an American-style international school

- iv. "B", or two-year term, seats will be targeted for ex-patriots
- v. At least two of the members occupying the other six seats must meet the internal standard of having at least three of the characteristics of an "international" (below). The other four seats will have no other requirements beyond those designated for all other members of the Board. It is possible that we have ex-pats in "A" seats.
- vi. The Governance Committee will set the requirements for each election period (May General Assembly) and present the information to the Board for its adoption no later than the October regular Board meeting. Once adopted, the material will be published to the community as a part of every standard election notice.
  1. The Committee will confirm which of the incumbent members of the Board meet the requirements of an "ex-pat" member. Any sitting member not up for election who meets the definition *must* be designated as "ex-pat" and will be considered as fulfilling part of the Board's requirement.
  2. The Committee will confirm which of the incumbent members of the Board meet the requirements of an "international" member. Any sitting member not up for election who meets the definition *must* be designated as "international" and will be considered as fulfilling part of the Board's requirement.
  3. If there are two or more incumbent members who meet at least three (3) of the characteristics, then the status will be announced as such and there will be no limitation placed on the election.
  4. If there are less than two incumbent members who meet at least three of the characteristics, then:
    - a. All interested in running for the Board who meet the requirements already established will be required to declare if they meet at least three of the characteristics, and to be able to document it if requested. This information will be included in the

election information on all final candidates distributed to the community.

- b. Once the election is concluded when there is a need for “international” members, the rules for determining winners will include that the candidates who meet the definition will be split out as a separate group. The candidate with the most votes among those candidates will be declared elected and will occupy the seat required. If there is a need for two “international” members, then the candidate with the second highest number of votes among the international candidates will also be declared elected.
- c. After determining the international candidates elected, the remaining international candidates will go back to the regular candidate group to determine the other elected members by number of votes.
- d. If, after the election, there are less than two members of the Board who meet the definition of “international”, then the Board may move to fill the requirement through exceptions:
  - i. If there is no-one who has three of the characteristics, then the Board may authorize the candidate with highest number of votes AND two (2) of the characteristics to fulfill the requirement for the first year of the term and will move to correct the problem in the following election period.
  - ii. If there is no-one who has two of the characteristics, then the Board may authorize the candidate with the highest number of votes AND one (1) of the characteristics to fulfill the requirement for the first year of the term and will move to correct the problem in the following election period.
  - iii. If there is no-one who has any of the characteristics, then the election for one of the open “A” seats will be declared void and the Board shall appoint an eligible member of the community to fill the seat for one (1) year. The appointed member must meet the requirement for three of the characteristics as an “international,” and there will be an election to fill the remaining two years of the term for that seat at the following election, that action also looking to maintain the “international mindedness” and going back to the initial process, starting as noted in section vi.
- c. A notice will be published in the School’s newsletter each October, November, January and March asking members of the Community interested in serving on the Board to let members of the Board and/or the Superintendent of their interest. Board members and the Superintendent are to notify the Chair of the Committee of this expression of interest.
- d. Each member of the Board, and the Superintendent, will be responsible for submitting at least one name as a potential candidate to the Committee each December, to include a brief note on the potential candidate’s strengths and what he/she would bring to the Board and School.
- e. Criteria used to recruit new Trustees should include the strategic expertise, resources and perspectives that will enable the Board to be effective. The



Committee needs to be sure that the qualifications and qualities of candidates would further the work of the Board, the strategic plan and the school's mission and vision.

- f. The Committee Chair will compile and maintain this list, but no potential candidate will be contacted without the prior consent of the Board, and no name may be kept on the list for more than three (3) years.

## 2. Nomination

- a. Each January, the Committee will review the list of candidates in relation to the needs of the Board/School and make suggestions to the Board in closed session for specific candidates. The Committee is expected to seek diversity not only nationality, gender, and the like, but also diversity of opinion and viewpoint as well as prior experience in the School's governance structure in potential candidates.
  - i. All candidates must be eligible members of the Association as defined in *Estatuto* Articles 10,11,19 and 21, have a working knowledge of English, and be able to complete the designated term of office as defined in *Estatuto* Article 23.
  - ii. The Committee will request that the Superintendent confirm each candidate's eligibility as a member in good standing of the Association. The Chair of the Committee will immediately notify Candidates who do not meet this criterion that they are ineligible. The potential candidates may bring outstanding membership fees up to date and resubmit their applications, observing the stated deadline for submission of applications.
  - iii. In order to avoid any real or perceived conflict of interest, the following individuals will not be eligible as candidates:
    1. Contracted employees of the school, other than as professional staff members of the Board, and their spouses.
    2. Persons with direct fee-based contractual relations with the school, or their spouses, unless the relationship has been established in accordance with the Board's Code of Conduct (Policy 1.6.2a).
    3. Family members whose candidacy may result in both (e.g. spouses, brother/sister, step-siblings) being on the Board at the same time.
  - iv. The Committee will inform the Board in writing of any candidate who they feel should be declared ineligible for any reason other than failure to meet membership fee obligations. These reasons will include all areas noted in the *Estatuto*, criminal records, issues with *SERASA* or *SPC*, or other involvement with the legal system that may have a negative impact on the Association, the Board or the School. The Board will then meet to discuss the candidate's eligibility or ineligibility and make the final decision on eligibility. The Committee chair will inform the candidate of the final eligibility status.
  - v. The Committee will provide prospective candidates with a nomination form in both English and Portuguese. Prospective candidates will be required to complete their applications in both English and Portuguese at least four weeks before the General Assembly meeting at which elections will be held. Failure to submit the application materials will render the prospective

candidate ineligible to be placed on the ballot. Time frames other than those specified in this policy may only be considered in the event of extra-ordinary elections.

- b. The President and Superintendent will hold pre-nomination workshops in March and in April, to include an explanation of the nomination and elections process defined in this policy, as well as an overview of the responsibilities of members of the Board of Trustees. In the event of a special election, the President and Superintendent will fix the date or dates for such presentations. The Committee may invite specific individuals to attend.
- c. The Committee will present a recommended slate of all qualified/eligible candidates who have shown interest to the Board at the April meeting. The Board will make the final determination of the eligible candidates to appear on the ballot, informing those who are considered ineligible of the reason for their ineligibility. Those declared ineligible will, however, be able to resubmit their applications for future elections should they rectify the eligibility issues.
- d. Candidates deemed eligible will not need the recommendation of the Board in order to appear on the ballot.

### 3. Elections

- a. Administration will develop specific logistical procedures for Board approval at least one month prior to elections. Those procedures will include, but not be limited to:
  - i. a specific prohibition of campaigning/politicking by candidates or their supporters;
  - ii. distribution of biographical and position statement information on each candidate to the Community;
  - iii. at least one forum where candidates will have the opportunity to present to the community and a question/answer period;
- b. Elections will be held per the approved elections process at the May General Assembly.
- c. The Board Orientation retreat will be held as soon as possible following the elections, and before newly elected members assume their responsibilities.

- v. LEADERSHIP SUCCESSION, dealing with making recommendations to the Board to assure that there is a reasonable pool of candidates to head committees or serve as officers, and that such candidates receive special training and assignments to develop them for future positions.
- vi. GOVERNANCE TRAINING, dealing with the development of Board expertise in governing and with broader engagement of the Board in Community activities. The Committee will work to help the Board develop a clear understanding of the governance approach adopted by the Board and, in collaboration with the Policy Committee, of the Board Policy Manual to help guide discussion and Board self-discipline.
  - a. Develop and implement Board Candidate training
  - b. Develop and implement the orientation for new Trustees.
  - c. Identify topics for Board development for Board approval and, on approval, design and implement meeting presentations and/or Board retreats to meet those needs.
  - d. Facilitate the Board's self-evaluation of its performance

14. All Committee members are expected to meet all of their personal financial obligations to the school.
  - a. Committee members who are over thirty (30) days in arrears on tuition and/or fee payments shall be suspended from meeting attendance and shall have no vote on issues until the financial obligation is cleared. Absences shall be considered as missed meetings under section (a), above.
  - b. Committee members who are over ninety (90) days in arrears shall be asked to resign from the Committee.
  - c. Should a member refuse to resign when requested, or should a member violate item (i), above, more than once in his/her elected or appointed term, the Board shall formally remove the member from the Committee..
  
15. This policy 1.7 applies to any group that is formed by board action, whether or not it is called a committee and regardless of whether the group includes board members. It does not apply to committees formed under the authority of the Superintendent.

ADOPTED: December 2013

Amended: February 2015, November 2014, May 2014, April 2017

**POLICY TYPE: 1.0 GOVERNANCE PROCESS**  
**POLICY TITLE: 1.8 COST OF GOVERNANCE**

Because poor governance costs more than learning to govern well, the board will invest in its governance capacity.

Accordingly,

1. Board skills, methods, and supports will be sufficient to assure governing with excellence.
  - a. Training and retraining will be used liberally to orient new members and candidates for membership, as well as to maintain and increase existing member skills and understandings.
  - b. Outreach mechanisms will be used as needed to ensure the board's ability to listen to community viewpoints and values. Such mechanisms may include, but not be limited to, marketing reports, community surveys, focus group exercises, and the like.
2. Costs will be prudently budgeted and incurred, though not at the expense of endangering the development and maintenance of superior capability. The Board will use such funds to address needs associated with:
  - a. attendance at conferences and workshops.
  - b. audit and other third-party monitoring of organizational performance.
  - c. surveys, focus groups, opinion analyses, and meeting costs.
3. The Board will specifically review the line items related to Board expenses in the Administration's budget proposal in order to inform its decision-making process each year.
4. The board shall use the budget approval process to establish a specific amount to be transferred to reserves each year in order to provide for the development of an operational reserve equal to three months expenditures and of a capital reserve adequate to the school's needs, as determined by the board.

ADOPTED: December 2013

Amended:

**POLICY TYPE: 2.0 BOARD-SUPERINTENDENT OF THE SCHOOL LINKAGE**  
**POLICY TITLE: 2.1 GLOBAL BOARD-SUPERINTENDENT OF THE SCHOOL LINKAGE**

The board's sole official connection to the operational organization, its achievements, and conduct will be through a Superintendent of the School, who shall serve as the legal representative of the school.

ADOPTED: February 2014  
Amended:

**POLICY TYPE: 2.0 BOARD-SUPERINTENDENT OF THE SCHOOL  
LINKAGE**  
**POLICY TITLE: 2.2 UNITY OF CONTROL**

Only decisions of the board acting as a body are binding the Superintendent.  
Accordingly,

1. Decisions or instructions of individual board members, officers, or committees are not binding on the Superintendent except in rare instances when the board has specifically authorized such exercise of authority.
2. In the case of board members or committees requesting information or assistance without board authorization, the Superintendent can refuse such requests that require, in the Superintendent's opinion, a material amount of staff time or funds, or that are disruptive.

ADOPTED: February 2014  
Amended:

**POLICY TYPE: 2.0 BOARD-SUPERINTENDENT OF THE SCHOOL LINKAGE**  
**POLICY TITLE: 2.3 ACCOUNTABILITY OF THE SUPERINTENDENT**

The Superintendent is the board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the board is concerned, is considered the authority and accountability of the Superintendent.

Accordingly,

1. The board will never give instructions to persons who report directly or indirectly to the Superintendent.
  - a. The President of the Board may have direct access to the Business Manager for information related to the costs of the Superintendent's contract when that contract is being negotiated. The President will inform the Superintendent that such information is being requested.
2. The board will refrain from evaluating, either formally or informally, any staff other than the Superintendent.
3. The board will view Superintendent performance as identical to organizational performance, so that organizational accomplishment of board-stated Ends and avoidance of board-proscribed means will be viewed as successful Superintendent performance.
  - a. The Board will review Superintendent performance monthly as a normal part of the agenda, providing evaluation feedback to the Superintendent in each instance.
  - b. Monthly reports will be compiled by the Executive Committee at the end of each annual evaluation cycle, that compilation to be used as the source document for an Executive Committee consensus on a final document to be discussed with the Superintendent by the full Executive Committee no later than March 15<sup>th</sup> following the end of the evaluation cycle the previous December.
  - c. Following that discussion, the evaluation will be finalized and signed by the Superintendent and by the President of the Board as authorized by the Board.
4. The board will formally review the evaluation process each year as a part of its normal review of Policy 2.5.

ADOPTED: February 2014

Amended:

**POLICY TYPE: 2.0 BOARD-SUPERINTENDENT OF THE SCHOOL LINKAGE**  
**POLICY TITLE: 2.4 DELEGATION TO THE SUPERINTENDENT OF THE SCHOOL**

The board will instruct the Superintendent through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the Superintendent to use any reasonable interpretation of these policies.

Accordingly,

1. The board will develop policies instructing the Superintendent to achieve certain results for certain recipients, at a specified cost. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies and reflect, as a core, the School's Mission, Vision, and adopted strategic plan.
2. The board will develop policies that limit the latitude the Superintendent may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
3. As long as the Superintendent uses any reasonable interpretation of the board's Ends and Executive Limitations policies, the Superintendent is authorized to establish all further administrative implementation policies, make all decisions, take all actions, establish all practices, and develop all activities.
4. The board may change its Ends and Executive Limitations policies, thereby shifting the boundary between board and Superintendent domains. By doing so, the board changes the latitude of choice given to the Superintendent. But as long as any particular delegation is in place, the board will respect and support the Superintendent's choices.

ADOPTED: February 2014

Amended:



**POLICY TYPE: 2.0 BOARD-SUPERINTENDENT OF THE SCHOOL LINKAGE**  
**POLICY TITLE: 2.5 MONITORING SUPERINTENDENT PERFORMANCE**

Systematic and rigorous monitoring of Superintendent job performance will be solely against the only expected Superintendent job outputs: organizational accomplishment of board policies on Ends and organizational operation within the boundaries established in board policies on Executive Limitations.

Accordingly,

1. Monitoring is simply to determine the degree to which board policies are being met. Data that do not do this will not be considered to be monitoring data.
2. The board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the Superintendent disclosed compliance information to the board, (b) by external report, in which an external, disinterested third party selected by the board assesses compliance with board policies, and (c) by direct board inspection, in which a designated member or members of the board assess compliance with the appropriate policy criteria.
3. In every case, the standard for compliance shall be any reasonable Superintendent interpretation of the board policy being monitored.
4. Outside monitoring assistance will be arranged so that the board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
  - a. The annual audit will include a detailed report from the auditor on potential liability associated with all legal actions pending against the school.
  - b. The Board will review and consider changing the outside auditing firm used to review the school's financial operation at least each three years.
  - c. The audit will include a procedural review of an administrative area according to a schedule adopted by the board.
    - i. payroll and personnel procedures (2015, 2018, 2021)
    - ii. purchasing procedures (2014, 2017, 2020)
    - iii. Tax structures and payments (2014, 2016, 2019)
5. All policies that instruct the Superintendent will be monitored at a frequency and by a method chosen by the Board. The board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.
  - a. The monitoring cycle will begin in January and end the following December.
  - b. The final evaluation will be completed no later than March 15<sup>th</sup>.
  - c. Monitoring Schedule

<u>Policy and (Method)</u>	<u>Report</u>
NONE	August
3.5 Financial Condition and Activities, items 2,3 (Internal) 4.2 Basic Ends (Internal) 4.4 Strategic Ends (Internal)	September
3.5 Financial Condition and Activities, item 12 (Internal) 3.7 Asset Protection, items 2,9 (Internal) 3.8 Compensation & Benefits items 1,2,5 (External) <sup>1</sup> / items 3,4 (Internal)	October
3.7 Asset Protection, Items 3, 4 (Internal) items 1,5,6,7,8, (External) <sup>1</sup> 3.5 Financial Condition and Activities items 2-6 and 8-11 (External) <sup>1</sup>	November
3.6 Emergency Succession (Internal)	December
<b><u>END OF EVALUATION CYCLE: EXECUTIVE COMMITTEE TO COMPLETE COMPILATION FOR REVIEW</u></b>	
<b><u>START OF EVALUATION CYCLE</u></b>  3.5 Financial Condition and Activities, item 12 (Internal) 3.7 Asset Protection, items 9,10,11 (Internal) 3.10 Ends Focus of Grants or Contracts (Internal)	January
<b><u>NO SCHEDULED REGULAR BOARD MEETING. EXECUTIVE COMMITTEE TO COMPLETE EVALUATION PROCESS WITH SUPERINTENDENT BY MARCH 15.</u></b>	February
3.4 Financial Planning/ Budgeting, items 1-3, 5-9 (Internal) 3.5 Financial Condition and Activities, items 1,3 (Internal) 3.9 Communications and Support (Direct Inspection: Board Committee report) <sup>2</sup>	March
3.5 Financial Condition and Activities, item 7 (External) <sup>1</sup> 3.7 Asset Protection, item 9 (Internal)	April
3.4 Financial Planning and Budgeting, item 4 (Internal) 3.5 Financial Condition and Activities, items 3, 12 (Internal)	May
3.2 Treatment of Consumers (Internal) 3.3 Treatment of Staff (Internal, except for 3.3.1 Direct Inspection)	June

NOTES:

1. Included in an external audit of the annual balance sheet and specified management areas.
2. The Board will use Superintendent-prepared agenda packets and other communications as the basis for its review of the items related to Communications and Support.

ADOPTED: February 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.1 GLOBAL EXECUTIVE CONSTRAINT**

The Superintendent of the School shall not cause or allow any practice, activity, decision, or organizational circumstance that is imprudent or in violation of commonly accepted business and professional ethics, or that violates either Brazilian or other applicable law. In the specific case of an “auto de infração,” the superintendent shall not fail to advise the board of receipt within 48 hours of receipt of said document.

As a part of this limitation, the Superintendent shall not fail to develop and maintain administrative policies for effective and efficient management of the school, including but not limited to finance/business management, personnel, student personnel and the instructional program which, although not subject to Board approval, shall be available for periodic Board review as the basis for further discussion of Executive Limitations policies as needed.

The Superintendent shall maintain appropriate relationships and standing with the municipal, state and federal education authorities of Brazil and the School’s accrediting agency.

The Superintendent shall not authorize any new program or service that is not consistent with the school’s mission, vision, and strategic plan.

ADOPTED: March 2014  
Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.2 TREATMENT OF CONSUMERS**

With respect to interactions with consumers, or those applying to be consumers, the Superintendent shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive, or that fail to provide appropriate confidentiality or privacy.

Accordingly, the Superintendent shall not:

1. Use application forms that elicit information for which there is no clear necessity.
2. Deny admission to students who meet the published admissions requirements of the school and whose educational needs can be met within the defined parameters of the school program.
  - a. Allow the overall size of the School to exceed 1000 students.
  - b. Fail to notify the Board of administrative limits imposed on class sizes and if actual class sizes exceed applicable educational standards and research on effective practice.
3. Use methods of collecting, renewing, transmitting, or storing client information that fail to protect against improper access to the material elicited.
4. Maintain facilities that fail to provide a reasonable level of privacy, both visual and aural.
5. Use accreditation agency standards as norms, but rather as minimums for the school to target exceeding.
6. Fail to provide a clean, safe, secure environment. *(In other words, the Superintendent is required to provide a clean, safe, secure environment.)*
  - a. Fail to provide adequate protection and security when school or other school-approved activities require the use of cash on campus including up to, at the superintendent's discretion, the prohibition of said activities on campus.
7. Permit possession, use, purchase, sale or any other traffic of tobacco products, alcoholic beverages, or any illegal substance on school property, or within 100 meters of school property, or during any school-sponsored activity at which students are present.
8. Permit the use of corporal or any sort of humiliating punishment under any circumstances.
9. Fail to establish with consumers a clear understanding of what may be expected and what may not be expected from the service offered. *(In other words, the Superintendent is required to assure that consumers have a clear understanding of what may or may not be expected from services offered.)*
10. Fail to inform consumers of the terms and conditions of Policy 3.2 and all of its subsections, or to provide a grievance process to those who believe that they have not been accorded a reasonable interpretation of their rights under this policy. *(In other words, the Superintendent is required to inform consumers of this policy and provide grievance processes as appropriate.)*

ADOPTED: March 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.3 TREATMENT OF STAFF**

*With respect to the treatment of paid and volunteer staff, the Superintendent may not cause or allow conditions that are unfair or undignified. Accordingly, the Superintendent shall not:*

1. Operate without written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons. As such, the Superintendent shall not
  - a. Deny any person the benefits of employment, retention or promotion, or of any educational program or activity on the basis of race, color, creed, gender, sexual orientation, age, national origin, political affiliation, marital status or disability.
  - b. employ any member of his/her immediate or extended family in any capacity without Board approval;
  - c. participate in any personnel decision, including performance evaluation, related to any relative employed with such authorization, delegating that process to the employee's immediate supervisor and to the Coordinator for Human Resources;
  - d. fail to obtain Board approval of any decision related to the employment, dismissal, or contract terms of any relative employed under this policy.
2. Fail to provide for ongoing monitoring and development of school operations. *(In other words, the Superintendent is required to provide for ongoing monitoring and development of school operations.)*
  - a. school/organizational climate
  - b. professional staff performance
  - c. support staff performance
3. Use accreditation agency standards as norms, but as minimums for the school to target exceeding.
4. Discriminate against any staff member for expressing an ethical dissent within the existing internal grievance procedures.
5. Prevent staff from grieving issues other than dismissal for cause to the board when (1) internal grievance procedures have been exhausted and (2) the employee alleges that board policy has been violated to his or her detriment.
6. Fail to provide appropriate confidentiality and privacy of personnel (also personal) information and issues. *(In other words, the Superintendent must provide for appropriate confidentiality/privacy of information.)*
7. Permit possession, use, purchase, sale or any other traffic of alcoholic beverages or any illegal substance on school property, or within 100 meters of school property, or during any school-sponsored activity at which students are present; nor shall the Superintendent permit staff use, purchase, sale or any other traffic of tobacco products, or the possession of tobacco products in plain sight, on school property or during any school-sponsored activity at which students are present.
  - a. The Superintendent may approve an exception to this policy for tobacco and alcohol when the school-sponsored event is off campus, intended strictly for staff, and when all students present are the children of staff and attending with their parents.
  - b. The Superintendent may exercise discretion related to possession of tobacco or alcoholic beverages when the staff member has kept the material in a vehicle or other locale for use off of school grounds.

8. Fail to acquaint staff with their rights under this policy. (*In other words, the Superintendent is required to acquaint staff with their rights under this policy.*)

ADOPTED: March 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.4 FINANCIAL PLANNING AND BUDGETING**

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multiyear plan.

Accordingly, the Superintendent shall not allow budgeting that:

1. Fails to arrive at Board approval of the overall budget for a given fiscal year by March of the previous fiscal year. *(In other words, the Superintendent must present a budget that the Board is able to approve before the end of March.)*
2. Fails to address both operational and capital needs. *(In other words, the budget must address both operational and capital needs.)*
3. Fails to provide for scholarship or other modes of appropriate financial assistance. *(In other words, the budget must include provisions for scholarships or other financial assistance.)*
  - a. The Superintendent shall not fail to inform the Board when the appropriate Committee has awarded a need-based scholarship to the same family for a fourth or subsequent consecutive year.
  - b. The Superintendent shall not fail to secure Board approval of the process used for the evaluation of requests for financial assistance when it is first developed or whenever it is changed.
  - c. The Superintendent will ensure that the contents of this policy and all application forms are made readily available to any member of the Association who may request them.

1) GENERAL

- a. Financial Aid is intended as support for families experiencing an unexpected temporary need.
- b. Financial Aid will only be available for fees related to grades 1 through 12. There will be no Financial Aid available at the ECC level.
- c. Requests for Financial Aid will be awarded on a "first come, first served" basis, up to the limits on funding specified in item d, below.
  - i. When there are multiple applications in a given budget year, preference will be given to applicants by the number of years the family has been affiliated with the school.
- d. Financial Aid will be funded through the budget, with the total budget allocation not to exceed the difference between 8% of net tuition and fee income and the sum of total scholarships awarded to staff members as required by Sindicato agreement and any other scholarships approved by the Board.
- e. Financial Aid awards may extend up to a maximum of 50% of the total liability to PASB. Should the application review procedure find a need of less than 10%, no award will be given.
- f. Financial Aid will be awarded for a maximum of one (1) school year at a time, up to a maximum of three (3) consecutive school years total.
- g. Recipients of Financial Aid awards will sign a confidentiality agreement, stating that discussing the award with anyone other than the Business Manager will result in forfeiture of the award.

2) ELIGIBILITY

- a. Families must have been affiliated with PASB for at least two years to be eligible for Financial Aid.
- b. Students whose parents are applying for Financial Aid must have no grade lower than a C or, in the case of primary grades, approaching standard. Students must have had no out of school suspensions in the last two years, and no more than three in-school suspensions for the same period.

- 3) The Board will appoint a Review Committee, and the names of the members of that Committee will remain confidential to the Board, the Superintendent and the Business Manager. The Superintendent will not be a part of the Financial Aid Committee.
4. Fails to develop a structured 5-year business plan no later than the 2015-16 school year that addresses the need for financial planning in relation to the strategic position of the organization, including meeting legal commitments to retirement and severance. *(In other words, the budget must address the strategic needs of the organization and meet legal commitments to retirement and severance.)*
5. Contains too little information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
6. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period.
7. Reduces the current assets at any time to less than twice current liabilities or allows cash reserves to drop below a safety reserve of less than three (3) months operating expenses at any time, whichever is more.
8. Fails to address needs for a capital cash reserve to meet requirements to replace major physical assets. *(In other words, the budget must address needs for a capital reserve.)*
9. Provides less for board prerogatives during the year than is set forth in the Cost of Governance policy.

ADOPTED: April 2014

Amended: February 2015



**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.5 FINANCIAL CONDITION AND ACTIVITIES**

*With respect to the actual, ongoing financial condition and activities, the Superintendent shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from board priorities established in Ends policies. Accordingly, the Superintendent shall not:*

1. Fail to obtain formal board approval of any changes in the approved school fee structure and/or charges, and of the approved total Income and Expense budget for the school, each year. (In other words, the Superintendent must have formal board approval to change approved school fees and charges or to change the approved total income or expense budgets.)
2. Expend more funds that have been budgeted in a given fiscal year.
3. Expend more funds than have been received in the fiscal year to date, unless the debt guideline (see Policy 3.5.4) is met.
4. Indebt the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within sixty days.
5. Use any long-term reserves.
6. Fail to settle payroll and debts in a timely manner. (*In other words, the Superintendent must settle payroll and debts in a timely manner.*)
7. Fail to advise the Board within 30 days of any tax payments or other government ordered payments or filings that are overdue or inaccurately filed. (*In other words, the Superintendent must advise the Board within 30 days of any tax payments or other government ordered payments or filings that are overdue or inaccurately filed.*)
8. Make an unbudgeted single purchase or commitment of greater than the amount specified by the Board each June.
9. Execute the purchase or sale of assets over the limit set by the Board each June unless itemized in the budget.
10. Execute payments without at least two authorized signatures.
  - a. Check signing authority is vested in the Superintendent of the School, the Business Manager of the School, and in the four Board Officers. At least one of the two signatures must always be either the Superintendent or the Business Manager.
  - b. Payments in excess of the amount set by the Board each June shall require one of the signatures to be from a Board member.
11. Accept or assign the use of unbudgeted external donations that are above the amount specified by the Board each June for the following fiscal year.
12. Acquire, encumber, or dispose of real property.
13. Fail to aggressively pursue receivables after a reasonable grace period, or to report the total dollar amount of all receivables that are over 90 days past due to the Board at its next regular meeting. Specific family names and circumstances shall not be reported and shall be kept confidential. (*In other words, the Superintendent must aggressively pursue receivables after a reasonable grace period and must inform the Board of all receivables that are more than 90 days past due no later than its next regular meeting.*)

ADOPTED: May 2016, April 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.6 EMERGENCY SUPERINTENDENT OF THE SCHOOL SUCCESSION**

In order to protect the board from sudden loss of Superintendent services, the Superintendent shall not fail to:

1. have at least two other executives familiar with board and Superintendent issues and processes.
2. appoint an Acting Superintendent from among those executives familiar with board and Superintendent issues and processes when he/she is absent from school temporarily.
3. secure Board approval of the appointment of a temporary or Emergency Superintendent when that appointment is expected to exceed sixty (60) days.

ADOPTED: April 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.7 ASSET PROTECTION**

The Superintendent shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Accordingly, the Superintendent shall not:

1. Fail to maintain appropriate inventory systems, completing reconciliations annually. *(In other words, the Superintendent must have appropriate inventory systems and reconcile inventories annually.)*
2. Fail to insure against theft and casualty losses to be at least 80 percent of replacement value and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations. *(In other words, the Superintendent must assure that the school has insurance against theft and casualty losses for at least 80 percent of replacement value, and against liability losses to board members, staff, and the organization itself in an amount greater than the average for comparable organizations.)*
3. Allow unbonded personnel access to material amounts of funds.
4. Subject plant and equipment to improper wear and tear or insufficient maintenance.
5. Unnecessarily expose the organization, its board, or staff to claims of liability.
6. Make any purchase (1) without clearly established administrative procedures relating to controls and multiple bids, (2) without normally prudent protection against conflict of interest; (2) of over the amount set by the Board each June without having obtained comparative prices and quality and a stringent method of assuring the balance of long-term quality and cost.
7. Fail to protect intellectual property, information, and files including, but not limited to, software, internal data, and school copyrighted material, from loss or significant damage, to include multiple levels of internal/external backup. *(In other words, the Superintendent must protect intellectual property, information, and files including, but not limited to, software, internal data, and school copyrighted material, from loss or significant damage through means to include, as a minimum, multiple levels of internal and external backup).*
8. Receive, process, or disburse funds under controls that are insufficient to meet the board-appointed auditor's standards.
9. Invest or hold operating capital in or through insecure organizations or instruments, including uninsured checking accounts and bonds of less than AA rating as assigned by an international or domestic agency approved by the Finance Committee, that rating and agency to be reviewed quarterly by the Finance Committee along with the administration's regular investment reports, or in non-interest-bearing accounts except when necessary to facilitate ease in operational transactions.
10. Endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of the School's mission.
11. Fail to provide all reasonable protection of the School's technology assets including, but not limited to, virus and pirating protections, violation of copyright, especially in reference to computer software, video media, internal data, school copyrighted material and other applicable areas. *(In other words, the Superintendent must provide for the protection of the School's technology assets including, but not limited to, virus and pirating protections, violation of copyright, especially in reference to computer software, video media, internal data, school copyrighted material and other applicable areas.)*

ADOPTED: April 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.8 COMPENSATION AND BENEFITS**

With respect to employment, compensation, and benefits to employees, consultants, contract workers, and volunteers, the Superintendent shall not cause or allow jeopardy to fiscal integrity or public image.

Accordingly, the Superintendent may not:

1. Change his/her own compensation and benefits.
2. Promise or imply permanent or guaranteed employment, except as required by applicable law.
3. Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected, in all events subject to losses in revenue.
  - a. The Superintendent may not hire or compensate locally hired employees under terms that do not at least meet those required by applicable Brazilian law.
  - b. The Superintendent may not negotiate multi-year employment contracts with international contract teachers for terms in excess of two (2) years.
  - c. The Superintendent may not negotiate multi-year employment contracts with international contract administrators, for terms in excess of three (3) years.
5. The Superintendent may not establish or change pension benefits so as to cause inequitable situations, including those that:
  - a. Violate applicable Brazilian law.
  - b. Incur unfunded liabilities.
  - c. Provide less than a basic level of benefits to all full-time employees, although differential benefits to encourage longevity or to address the difference between local and international hiring markets are not prohibited.
  - d. Allow any employee to lose benefits already accrued from any foregoing plan.
  - e. Treat the Superintendent differently from other key employees.

ADOPTED: March 2014

Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.9 COMMUNICATION AND SUPPORT TO THE BOARD**

The Superintendent shall not permit the board to be uninformed or unsupported in its work. Accordingly, the Superintendent shall not:

1. Neglect to submit monitoring data required by the board (see policy on Monitoring Superintendent Performance) in a timely, accurate, and understandable fashion, directly addressing provisions of board policies being monitored.
2. Let the board be unaware of relevant trends and/or issues impacting the school, anticipated adverse media coverage, material external and internal changes, particularly changes in the assumptions upon which any board policy has been previously established.
3. Fail to periodically inform the board of the status of curricular programs. *(In other words, the Superintendent is required to periodically inform the board of the status of curricular programs including, but not limited to, such non-core programs such as the Language Center and Imagine.)*
4. Fail to advise the board if, in the Superintendent's opinion, the board is not in compliance with its own policies on Governance Process and Board-Superintendent Linkage, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Superintendent. *(In other words, the Superintendent is required to advise the board if, in the Superintendent's opinion, the board is not in compliance with its own policies on Governance Process and Board-Superintendent Linkage, particularly in the case of board behavior that is detrimental to the work relationship between the board and the Superintendent.)*
5. Fail to marshal for the board as many staff and external points of view, issues, and options as needed for fully informed board choices. *(In other words, the Superintendent is required to marshal for the board as many staff and external points of view, issues, and options as needed for fully informed board choices.)*
6. Present information in an unnecessarily complex or lengthy form or in a form that fails to differentiate among information of three types: monitoring, decision preparation, and other.
7. Fail to provide a mechanism for official board, officer, or committee communications, to include as a minimum the compilation and distribution of phone and email contacts for members. *(In other words, the Superintendent is required to provide a compiled contact list for Board and Committee members.)*
8. Fail to deal with the board as a whole except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board. *(In other words, the Superintendent is required to deal only with the board as a whole, except when (a) fulfilling individual requests for information or (b) responding to officers or committees duly charged by the board.)*
9. Fail to report in a timely manner an actual or anticipated case of Superintendent non-compliance with any policy of the board. *(In other words, the Superintendent is required to report in a timely manner an actual or anticipated situation in which he/she fails to comply with any policy of the board.)*
10. Fail to supply for the consent agenda all items delegated to the Superintendent yet required by law or contract to be board-approved, along with the monitoring assurance pertaining thereto. *(In other words, the Superintendent is required to include all items that law or contracts may require the board to approve, but that policy delegate to the Superintendent, into the Consent Agenda.)*

Adopted: April 2014  
Amended:

**POLICY TYPE: 3.0 EXECUTIVE LIMITATIONS**  
**POLICY TITLE: 3.10 ENDS FOCUS OF GRANTS OR CONTRACTS**

The Superintendent may not enter into any grant or contract arrangements that fail to emphasize primarily the production of Ends and, secondarily, the avoidance of unacceptable means.

Accordingly, the Superintendent shall not:

1. Fail to prohibit particular methods and activities to assure that grant funds are not used in imprudent, unlawful, or unethical ways. *(In other words, the Superintendent is required to assure that all grant funds are used in a prudent, lawful and ethical manner.)*
2. Fail to secure prior Board approval of the use of school funds for grant awards that address issues other than scholarships and staff study projects.
3. Fail to assess and consider a contract bidder or study grant applicant's capability to produce appropriately targeted, efficient results. *(In other words, the Superintendent is required to assure that anyone applying for a grant from, or to implement a grant in the school has sufficient qualifications to be able to do so effectively.)*
4. Fund specific methods to find out about differential effectiveness of various methods, except when doing so for program evaluation research purposes. *(In other words, the Superintendent may not participate in research studies related to the school program unless they are specifically involved with internal projects to evaluate PASB school program effectiveness.)*

Adopted: April 2014

Amended:

**POLICY TYPE: 4.0 ENDS**

**POLICY TITLE: 4.1 GLOBAL ENDS STATEMENT**

PASB will educate Brazilian and international students to face challenges as confident, principled risk-takers through the optimal use of resources.

ADOPTED: October 2013

Amended:

**POLICY TYPE: 4.0 ENDS**  
**POLICY TITLE: 4.2 BASIC ENDS**

1. The School will operate as a private school.
2. The School will be recognized by the Brazilian Government.
3. The School will maintain international accreditation based in the United States.
4. The School will run a modified United States educational program, providing as international a perspective as possible.
  - a. The program will be designed to permit students to enter PASB and subsequent U.S. and/or International curriculum schools with minimal academic dislocation.
  - b. The program will emphasize preparation for entry into the best universities in the United States, Brazil, and around the world.
  - c. The program will take full advantage of the school's location in Brazil.
  - d. The program will offer limited opportunities for students with mild learning disabilities.
  - e. The program will offer limited opportunities for students who require English as a Second Language support.

ADOPTED: September 2013

Amended:



**POLICY TYPE: 4.0 ENDS**  
**POLICY TITLE: 4.3 FOUNDATIONAL DOCUMENTS**

**Educational Beliefs**

As an International School Community...

1. We believe that each student is a valued individual with unique intellectual, social, creative, emotional and physical qualities.
2. We believe that students learn best in a nurturing multi-cultural community where achievements are recognized.
3. We believe that students become life-long learners when they take charge of their own education and communicate effectively.
4. We believe that highly qualified teachers and administrators who continuously develop and demonstrate their expertise are the foundation on which quality educational programs are built.
5. We believe that a curriculum should challenge and inspire, creating authentic learning experiences that require students to synthesize new constructs and realities.
6. We believe that an actively involved school community positively impacts learning.
7. We believe that everyone has the right to a physically and emotionally safe environment.
8. We believe that learning environments should empower students to be principled risk-takers

ADOPTED: November 2012

Amended:

**Core Values**

The spirit of community is greatly strengthened by shared values and common goals. Joining our school community means behaving in an ethical manner by accepting and supporting the following principles:

- Kindness Acting in a compassionate and caring manner; practicing courtesy and acceptance.
- Integrity Being consistently honest, principled and trustworthy.
- Respect Valuing diversity and the rights and opinions of others while treating them and one's environment with dignity.
- Leadership Embracing challenges with flexibility and creativity, persevering to positively influence change.
- Responsible Stewardship Being accountable to self, community, and the environment, managing resources effectively to build a sustainable future.
- Collaboration Working together constructively to achieve a common mission, objective, or goal.

ADOPTED: December 2012

Amended:

**Mission Statement**

The Pan American School of Bahia prepares students to face challenges as confident, principled global citizens. Our outstanding American and Brazilian programs, offered in a safe and nurturing environment, empower students to reach their fullest potential.

ADOPTED: August 2013

Amended:

## **Vision Statement**

Upon realizing our Mission, PASB students will truly love learning and be driven to fulfill their individual potential. They will embody the School's Core Values and excel academically, athletically and artistically as they grow toward fulfilling their goals. They will be admitted to higher education institutions of their choice, recognizing their responsibility as global citizens.

The School will be recognized as one of the premier educational institutions in Brazil. The PASB community will constantly evaluate its performance, focusing on continuous development toward an ever-evolving conception of excellence.

ADOPTED: May 2014

Amended:

**POLICY TYPE: 4.0 ENDS**

**POLICY TITLE: 4.4 STRATEGIC ENDS (GOALS AND OBJECTIVES)**

*The Board recognizes that accountability cannot be legitimately applied to short-term data in an environment that is targeted at continuous improvement, but that longer term performance is its actual target. As such, the Board will view a single year of data on any variable or set of variables as information; two years together as more information, three years as the initiation of trends, and four or more years of data as a sound basis on which to draw firm conclusions.*

*Single year data, when taken in relation to other years, takes on more meaning, but must be viewed in the context of multiple variables when subjected to the Board's annual review of progress.*

ADOPTED: September 2013

Amended:

Strategic Plan Outcomes and SMART Goals

NOTE: A SMART goal is one that is **S**trategic and specific, **M**easurable, **A**pplicable - meaning it is within the power of the school to attain it, **R**igorous – meaning that it should be a stretch for the school, and **T**ime-bound – all PASB SMART Goals are intended to be five year targets.

The Board has adopted the five outcome areas represented by the SAAGE Model (Johnston. 2013), defining outcomes in terms of performance in four areas (**S**cholastic achievement, **A**thletics, the **A**rts, **G**lobal citizenship, and school **E**nrollment).

ADOPTED: September 2013

Amended:

**STRATEGIC OUTCOME SMART GOALS**

I. STRATEGIC OUTCOME (Student Scholarship): PASB students will perform at high academic levels.

SMART Goals (12)

1. At least 75% percentage of PASB students taking the MAP tests in Reading, Language and Mathematics will score at or above the US national average (statistically expected minimum = 50%).
2. At least 70% of PASB students will meet or exceed the US national norm for annual growth on the MAP tests in Reading, Language and Mathematics (statistically expected minimum = 50%).
3. At least 90% of exiting PASB Grade 5 students who are non-native speakers of English and have attended PASB for five or more years will score a 5 or higher on the WIDA test of English Language Proficiency.
4. At least XX% of PASB students will exceed standards for schools in Brasil on the CESGRANRIO assessment. *Awaiting confirmation:* BASELINE: SPRING 2014
5. At least 80% of PASB grade 11-12 students will be enrolled in three or more IB classes.
6. At least 70% of PASB grade 11-12 students will be enrolled in the full IB Diploma program.

7. The proportion of PASB students earning the full IB diploma will meet or exceed the international average.
8. The proportion of the IB examinations taken by PASB students and scored as four (for all intents and purposes, the passing score) or higher will be equal to or greater than the international distribution.
9. PASB students applying to foreign colleges and universities (100%) will be admitted to at least one school in their target or reach groups.
10. At least 60% of PASB students applying to foreign colleges and universities will be admitted to highly competitive schools (Barron's rank 1-2). <http://economix.blogs.nytimes.com/2013/04/04/what-makes-a-college-selective-and-why-it-matters/> for a short article on the Barron's Index [http://www.nytimes.com/interactive/2013/04/04/business/economy/economix-selectivity-table.html?\\_r=0](http://www.nytimes.com/interactive/2013/04/04/business/economy/economix-selectivity-table.html?_r=0) for a partial list/example
11. The individual ENEM scores for PASB seniors will fall within the range of the average for seniors at the top 6 secondary schools in Bahia (List of schools to be reviewed and approved by the Board of Trustees every five (5) years).
12. At least XX% of PASB students will score in the Healthy Fitness Zone in each subtest of the U.S. *Presidential Youth Fitness Program FITNESSGRAM™ ASSESSMENT*. NOTE: this addresses fitness/health/wellness issues and does not speak to game/sport skills – those are reflected in the athletics area. Baseline August 2014 *Detailed information available at [www.pyfp.org](http://www.pyfp.org)*

II. STRATEGIC OUTCOME (Athletics): PASB Athletes will participate successfully in athletic competitions.

SMART Goals (3)

1. At least 60% of PASB students in grade 6-12 will be involved in PASB competitive sports (voluntary participation).
2. PASB sports teams will place among the top three finishers in all sports tournaments in which there are five (5) or more schools involved.
3. PASB varsity sports teams will win 60% of the games in which they compete with schools with approximately the same enrollment.

III. STRATEGIC OUTCOME (Arts): PASB students will perform and create in the Arts.

SMART Goals (3)

1. At least XX% of PASB students in grades 3-12 will be involved in voluntary arts activities (after school or outside/non-school sponsored activities, elective classes in the arts where student has a choice to participate). Baseline will be determined through targeted data collection.
2. At least 80% of the IB examinations in the Fine Arts taken by PASB students will be scored as four (for all intents and purposes, the passing score) or higher.

3. At least 85% of PASB students will meet or exceed the expected performance standard on Common Assessments performance rubrics in the Fine Arts (requires rubrics).

Performance rubrics will need to be developed as part of the curriculum work in the area.

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IV. STRATEGIC OUTCOME (Global Citizenship): PASB students will actively demonstrate the school's core values.

SMART Goals (6)

NOTE: Goals 1-3 will require generation of instruments.

1. At least 90% of PASB students will meet or exceed the established standard for demonstration of core values (requires rubrics): Self-evaluation.
  2. At least XX% of PASB students in grades 6-12 will be involved in voluntary community service activities.
  3. At least XX% of PASB students in grades 6-12 will be involved in extra-curricular activities.
  4. At least XX% of PASB Parents, Staff and Students responding to the Endicott surveys will agree that teachers and administrators are effective models the School's Core Values.
  5. At least XX% of PASB Parents, Staff and Students responding to the Endicott surveys will agree that students are effective models of the School's Core Values.
  6. At least XX% of PASB students responding to the Endicott surveys will agree that they feel safe at school.
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STRATEGIC OUTCOME (Enrollment): PASB enrollment will be large enough to sustain a dynamic educational program while maintaining a strong community atmosphere.

SMART GOALS (4)

1. The total students enrolled each year will meet or exceed the total number of students who withdraw.
2. The Voluntary Withdrawal rate will not exceed 2% of the total school population annually.
3. By 2018-19, the total enrollment in each school division (ECC-ES-MS-HS) will be within 5% of capacity\* without exceeding the enrollment caps.
4. At least XX% of the school stakeholders (Parents – Staff– Students) responding will agree that the education offered to students is excellent. (Endicott Survey).

ADOPTED: May 2014

Amended: