

Minutes: Governance call: 17 November 2022

Attending: Tom Hassan, Melanie Weston, Marisa Leon, Aly Kassam Remtulla, Jon Schneider, Subitha Subramaniam and Mark Hodde

1. New Ad hoc Committee member process was confirmed as below:
 - i. Designated member of the Governance Committee manages list of potential trustees (working with the Board, Committee Chairs and President's team) - Melanie Weston and Preeti Khandelwal currently.
 - ii. Candidate is vetted by school's administration
 - iii. Committee Chairs interview potential candidates, discuss with committee members.
 - iv. If moving forward, a member of Governance should interview, along with President.
 - v. If there is a broad consensus that the candidate is suitable, Committee Chair to bring to the Governance Committee for approval.
 - vi. Once approved at Governance Committee, candidate is invited to the committee for a 2 year term, with the potential to join the full board after 6 months, if there is need and/or if the ad hoc member has demonstrated valuable contribution to the full board.
 - vii. Members ideally should join a committee by November, in order for the board to vote on them in June of the following year and onboard them (to full board) in October. So the search for new committee members really has to be Summer/early Fall
 - viii. Expectations for the ad hoc Committee members are:
 - a. Commitment for a full 2 year term
 - b. Active participation at Committee meetings
 - c. Attendance at board meeting where input might be required

Mark to update Trustee web page.

Aly to remind committee chairs at the next 6 monthly full board meeting of the process.

2. Committee nominations below were approved.
 - i. Education: [Catarina Chen](#)
 - ii. Investment: [Cara Nakamura](#)Marisa and Christian to reach out to invite Catarina and Cara to the next committee meeting.
3. Committee Membership was confirmed as below:

Advancement/ Alumni	Education/ Admissions	Audit & Risk Management	Governance	Executive
<u>M. Weston</u>	<u>M. Leon</u>	<u>M. Blum</u>	<u>S. Subramaniam</u>	<u>A. Kassam Remtulla - Chair</u>
M. Kravets	<u>M. Kravets</u>	K. Desmet	J. Schneider	V. Mora - President
E. Djupedal	K. Desmet	* D. Ertel	M. Leon	J. Morris - Finance
*S. Manandar	T. Hassan	* P. Holysz	P. Alderman	M. Kravets - Co-Chair Edu
	B. Nicholson	* R. Lloyd	M. Weston	E. Djupedal - Facilities
	* R. Gil		P. Khandelwal	S. Subramaniam - Governan
	* L. Ottley		T. Hassan	J. Schneider
	*C. Chen			B. Jones
Facilities	Strategic Planning	Finance	Investment	Capital Campaign
<u>E. Djupedal</u>	<u>B. Jones</u>	<u>J. Morris</u>	<u>C. Janssen</u>	<u>Sebastien de Halleux</u>
A. Affeldt	P. Alderman	D. Garcia	M. Taylor	<u>Carla Piñeyro Sublett</u>
* S. Jones-Wilson	A. Joshi	M. Taylor	M. Blum	Patricia Bandeira Vieira
* F. Nathan	* F. Nathan	C. Janssen	J. Schneider	Victoria Mora
		P. Khandelwal	S. Subramaniam	Mark Hodde
		* R. Lloyd	D. Garcia	Abby Fallik
			J. Morris	
			A. Joshi	
			*C. Nakamura	
Chair = underlined				
Note: The Chair and President are ex-officio on all committees				
* Denotes Committee member - not on the Board of Trustees				
Updated 17/11/22				

a. Committee Chair Succession:

- Broad discussion on succession for Governance, Education and Investment which are interlinked.
- Agreed that Subitha will reach out to Yana Keresteliev to see if Finance would be interesting for her.

4. Board Self-Assessment

	2019	2020	2021	2022
The Board reviews UWC-USA's mission in a timely manner and ensures it is appropriate.	4.00	4.07	4.28	3.8
The Board uses UWC-USA's mission and vision to drive decisions.	4.38	4.64	4.44	4.08
Please rate the Board's performance in strategic planning.	3.46	4.07	4.11	3.6
The Board is actively involved in soliciting donations from individuals, corporations/foundations, and alumni.	3.15	3.36	2.89	2.92
The Board is successful in seeking out new relationships with donors and stakeholders.	3.00	3.21	2.78	3.12
The Board governs in a constructive partnership with the President of UWC-USA and focuses on strategic matters (not daily operations).	3.92	4.29	4.56	4.16
The Board ensures that resources are appropriately allocated to meet the school's mission.	4.00	4.29	4.56	3.96
The Board has sufficient information on educational goals / academic and residential life / student composition / developments in the broader UWC movement.	3.85	4.14	3.94	3.48
The Board monitors on-going risks that might prevent UWC-USA from achieving its mission.	4.31	4.14	4.11	3.64
The Board committee structure is effective in providing oversight.	3.77	3.79	4.06	4
The Board is successful in utilizing individual member's expertise.	4.00	4.07	4.39	4.04
The Board regularly reviews its governance practices.	3.54	3.50	4.28	3.64
The Board regularly examines its composition and identifies gaps.	4.23	3.86	4.17	4.04
The Board is effective in identifying new/potential trustees.	3.77	3.71	4.00	3.92
The Board is effective in orienting new board members.	3.92	3.71	3.67	3.7
Board members are well informed about their roles and responsibilities.	3.92	3.79	3.78	3.76
Board meetings take place in an environment of trust and mutual respect.	4.69	4.36	4.72	4.04
Board meetings are of the right length.	4.00	3.50	4.39	3.96
The Board ensures sufficient engagement from all Board members.	3.69	3.43	4.06	3.92
4. Board members are sufficiently prepared in advance of the meetings.	3.69	3.50	4.11	3.88
Board meetings are well structured, i.e. they have a clear agenda and are well facilitated.	3.85	3.64	4.67	4.04
Board meetings allow adequate time for members to ask questions and explore issues.	4.15	3.71	4.11	3.92
7. The Board allocates time and resources to what matters most.	3.77	3.79	4.39	3.84
The Board is effective in making decisions and taking action to fulfill the school's mission.	3.92	3.93	4.28	3.6
The Board ensures that its decisions are fully understood and supported by key stakeholders.	4.00	3.64	3.94	3.52
The Board ensures that its decisions are fully understood and supported by key stakeholders.	4.00	3.57	3.83	3.56
The size, composition and structure of the Board is appropriate for the school's mission.	3.54	3.64	3.94	4.04
The board is effective in providing oversight and strategic guidance.	3.85	3.86	4.17	4.08
Board members are highly committed and actively fulfill their responsibilities.	4.08	3.93	4.17	4.16
UWC-USA is one of my top philanthropic priorities and I donate annually at the maximum amount I can.	4.38	4.14	4.06	4.2
I am actively involved in soliciting donations from individuals, corporations/foundations, and alumni.	3.38	3.07	3.11	3.48
I am actively involved in a UWC-USA Board Committee and give my time between board meetings.	4.46	4.07	4.50	4.48

Mark to share full board survey with comments to Aly.

Subitha to cover highlights at the Feb Board meeting.

- Board Trustee Matrix: Agreed to have a survey sent to the full board for completion by year end. Melanie will arrange for the survey with a few minor edits.
- Date for next Governance Meeting: Jan 27 2023 @ 12 noon EST /5pm UK