

What You Might Want To Know About Our New Corporate Governance

MAPLE LEAF



1) What is Governance anyhow?

Governance is the corporate vehicle or structure which governs the running of the School. This structure is contained in the School's Constitution which includes its by-laws. A by-law is a document which determines the management process of the School.

2) What has been the Governance of MLIS?

A company limited by guarantee, with the membership under the present Constitution restricted to the original founders and to any other persons appointed by the Board of Directors.

3) Why is there a need for change?

We are now 15 years old, and at this stage in the School's development the Governance model which has been in place since inception needs to be updated. It is being replaced with a model that is more participatory for the parents and guardians who become members.

4) What is the new structure?

A company limited by guarantee with parents of enrolled students (or legal Guardians where appropriate) being eligible to become members of the School.

This new structure has been set out in a by-law which has been passed by the Board of Directors and will be submitted to members for ratification. You may collect a copy of the by-law from Reception at the Main Campus, or download it from <http://www.mapleleaf-school.com/about/default.php?id=60>

5) Why does it matter to me?

As a member, you will elect the Board of Directors which, in turn, appoints the principal and vice-principal/s who are responsible to the Board for the administration of the School. Two-thirds of the Board must be members.

6) How can I be a part of the new MLIS Governance?

By submitting a completed application form and, upon the application being accepted and paying an entrance fee of \$50, attending meetings and casting your vote whenever the opportunity to do so arises. The first AGM for election of Directors under the new structure will be in June 2010.

7) What happens if the parent body is apathetic despite the drive to bring in members?

As presently advised, the new School Governance will be established no matter what the membership numbers are. There is an exit clause in the by-law but the intention is not to use it.

8) What will it cost me to be a part of the new Governance?

There is a membership fee of \$50 per member. If two parents or guardians within the same family wish to be members, with attendant rights, then you will both be required to pay the fee.

This is a one-off payment which recognizes your commitment to the membership, and which covers any continuous period of time that you have children in the school. If your membership expires and you subsequently have a child enrolled in the School, you will need to reapply.

9) What is my liability as a member?

In the unlikely event of the School being wound up while you are a member, or within one year after you cease to be a member, you undertake to contribute to the assets of the School (for payment of the debts contracted before you ceased to be a member) up to a maximum amount of \$50.

10) Can I become a member at any time?

Yes, just submit your application form and, once it has been accepted, pay the \$50 membership fee to the School Secretary.

11) Why don't we pay the \$50 membership every year since the amount is so small?

It simply isn't necessary. Parents make other little payments all the time for School related activities. Additionally it is important that parents continue to support the PTA, which does depend on its annual membership fees.

12) What happens when I no longer have a child at the School? What is my standing and will the \$50 fee be refunded?

Membership automatically terminates when you no longer have a child at the School. And no, you will not be refunded your membership fee!

13) What happens to the \$50?

It goes into the Capital Fund which is used for the School's infrastructure.

14) If the school is wound up, where does any surplus money go?

Any surplus money goes to another not-for-profit institution.

15) Are there any 'dedicated' seats on the Board?

Sagicor, the School's landlord, will continue to be given the right to appoint a Director to the Board once it remains the landlord.

16) Why is there a Sagicor member on the Board?

The simple answer is that Sagicor has been more than just a landlord to the School. Historically Sagicor has supported the School with preferential (less than market rate) rent, in constructing customized School campuses, in contributing to infrastructure (such as re-roofing and in ambience requirements), and in awards at graduation. This Board member is, in effect, safe-guarding Sagicor's past and on-going investment in the school, and has expertise at senior management level.

The expertise of the Sagicor appointees has, over the years, made a valuable contribution to the Board. When the Board is dealing with issues relating to the lease, the Sagicor member is not present. At this time the Sagicor appointee is also a parent of one of our students.

17) What if the landlord is someone other than Sagicor – are they eligible for a seat on the Board?

No.

18) Is this it, or will we have to revamp the Governance in 10 years' time?

We should not have to revamp the Governance of the School unless extraordinary circumstances arise which require the structure to be amended.

NOMINATING DIRECTORS AND VOTING AT THE AGM

1) Why are elections held in June?

The new Directors can be in place for the new school year.

2) How many directors will be elected at the first AGM?

The Board cannot comprise less than three or more than twelve directors. Five of the existing Directors will be retiring in June 2010.

They are:

James Smith – Chairman; Adrian Byrne – Legal; Richard Harford – Staff Relations; Allan Mendonca – Legal; Jasmine Winford- Sponsorship.

Five of the current Directors will remain on the Board for a further year.

They are:

James Camacho – Sagicor Representative/Actuary/Parent – Finance; Ian De Souza – Finance; Sandra Landreth-Smith – Health, Safety, Security and Environment; Gillian Poon Ting – Finance; Lorraine Rostant – Communications/PTA Representative.

Therefore a maximum of seven new appointees may be made. Two-thirds of the Directors must be members.

3) What is the tenure of directors?

Directors are elected for a two-year term. Directors whose terms have expired may be re-elected. The Sagicor appointment is advised by letter every two years, and may be the same person for more than two years.

4) Is the procedure that I come to the AGM and vote for Board Director nominees who may be unknown to me?

Members will be given adequate notice of the AGM. Nominees for Directors, together with their CVs and confirmation of their willingness to act, should be submitted to the Board for circulation to all members in advance of the AGM.

5) What are my responsibilities in electing Board members?

Members of the School should elect a Board that represents a wide spectrum of expertise relevant to the running of the School. Nominees must be willing to give generously of their time. Members should ensure that nominees are capable of exercising the powers of directorship honestly and in good faith, with a view to the best interests of the School.

Areas of expertise which are valuable for the Board are Legal, Financial, Administrative, Safety and Security, Human Resources, Education, Marketing and Communications.

6) Are there any members of the School body who are not eligible for appointment to the Board?

No member of Staff (teachers, support staff, Principal or Vice-Principals) or member of the PTA executive can be elected to the Board due to conflicts of interest.

7) Can a teacher who is a parent be a director?

No.

8) If the Sagicor Board representative can recuse himself or herself at Board meetings, then why can't an appointee who is both a teacher and a parent, or just a teacher, do the same?

Much of the Board's time at each meeting is spent on staffing and administrative issues, as opposed to the property rental and related issues which occur a couple of times a year.

9) Can the spouse of a teacher be elected to the Board?

Yes.

10) How many non-member or external directors are permitted on the Board, and how are they selected?

Two-thirds of the Directors must be members. The other third may be non-members nominated by members. Typically these nominations would be for people who bring valuable expertise to the Board which cannot be sourced from the membership.

For more information
and an email response, write to
“**Governance**” at mlis@tstt.net.tt



Alyce Heights Drive,
Alyce Glen, Petit Valley
T: 632-9578
www.mapleleaf-school.com