

## Board Election Rules and Procedures

### Overview

The Board of Directors (“**Board**”) of the Singapore American School (“**SAS**” or the “**School**”) is a volunteer body whose role is to support the successful implementation of SAS’s mission, vision, and strategic direction, while safeguarding the long-term viability and financial stability of the School. The Board achieves these goals by establishing and monitoring relevant policies and plans; hiring, supporting and evaluating the Superintendent, and ensuring that SAS maintains compliance with the law and the highest ethical standards. Board Members

have no individual authority as decisions are made by the Board as a whole. Board Members are prohibited from using their Board membership to advocate with SAS on behalf of themselves, their children, individual members of the SAS community, constituencies within the SAS community, or other entities from outside the SAS community. Board Members must adhere to strict standards of confidentiality, a high standard of conduct in the community, and avoid all potential conflicts of interest. Board Members are trained both through on-boarding and ongoing education throughout the duration of their service.

Board elections are conducted in accordance with the SAS Articles of Association (“**AA**”), By-Laws (“**BL**”), Board Policies, and Board Operating Procedures (“**BOP**”), the Statement of Community (the “**Governance Documents**”). This Board Election Rules & Procedures summarizes the key requirements of the Governance Documents in relation to Board elections and provides further details regarding procedures, rules and behaviours required during elections.

All Members of the School are eligible to vote in Board elections. Members of the School include parents or legal guardians of students at SAS, administration, faculty, and staff members (“**Members of the School**”) (AA s.2 and s.28). The guiding principles in creating this Board Election Rules & Procedures are to ensure that Board elections at SAS serve to support the effective transition of leadership at the school, while maintaining a positive spirit within the SAS community and upholding the SAS values of compassion, honesty, fairness, responsibility, and respect.

### 1.0 Candidate Eligibility and Application Process

#### 1.1. Candidate Eligibility

Candidate eligibility is determined in accordance with the Articles of Association and School Bylaws. All candidates must be Members of the School and must abide by the Statement of Community signed by all parents upon enrolling their children as students at SAS (SC 102).

#### 1.2. Minimum Requirements

A Member of the School who is interested in becoming a candidate for a Board election (“**Qualified Candidate**”) must meet the following minimum requirements:

- 1.2.1. not be an SAS employee, spouse or family member of an employee of SAS, or otherwise in receipt of a salary, fee, remuneration or other benefit in money or money’s worth from SAS (AA s.35);
- 1.2.2. obtain the signatures of at least 50 Members of the School in the form of a petition supporting their candidacy for Board election if they are not running for re-election to the Board. Members of the School may only sign up to two (2) candidate petitions in any one election cycle;
- 1.2.3. attend a Candidate Information Session (section 1.4 below);
- 1.2.4. submit all completed Application Materials (section 1.5.1 below); and
- 1.2.5. submit to a background check.

#### 1.3. Desired Experience

It is desired that a candidate has:

- 1.3.1. Demonstrated school service, which may include volunteer experience with:
  - 1.3.1.1. Board committees and task forces;
  - 1.3.1.2. the Foundation Board;

- 1.3.1.3. the PTA, Booster Club, or other school organizations;
- 1.3.1.4. demonstrated non-SAS community service or Board service with direct relevance to school Board work; and / or
- 1.3.1.5. other international and/or private school Boards.

1.3.2. Expertise in one or more of the following areas:

- 1.3.2.1. Finance;
- 1.3.2.2. Management;
- 1.3.2.3. Governance;
- 1.3.2.4. Law;
- 1.3.2.5. Advancement/Development;
- 1.3.2.6. Architecture/Engineering;
- 1.3.2.7. Education;
- 1.3.2.8. Marketing/Communications; and / or
- 1.3.2.9. Relationships/Community Engagement.

1.3.3. **Desired Personal Characteristics**

It is desired that a candidate has personal attributes that contribute to effective Board membership, including:

- 1.3.3.1. willingness to adopt a long-term perspective and execute the role of fiduciary;
- 1.3.3.2. high ethical standards;
- 1.3.3.3. ability to work well as part of a team;
- 1.3.3.4. commitment to the mission, vision, and strategic direction of SAS;
- 1.3.3.5. collaborative communication skills;
- 1.3.3.6. sensitivity to the needs and concerns of SAS's diverse community; and
- 1.3.3.7. commitment to support SAS's advancement program.

**1.4. Compulsory Candidate Information Session**

The purpose of the Candidate Information Session is to ensure that Members of the School who are interested in serving on the Board understand the Board's role and responsibilities, the procedures and timeline for submitting an application, and the election process.

1.4.1. **Requirement to Attend**

All interested candidates must attend a one candidate information session ("**Candidate Information Session**") in order to qualify as a candidate for the Board elections. Two sessions covering the same material will be offered annually. There will be a minimum of 30 days notice of the date, time and location of the Candidate Information Sessions. The Candidate Information Sessions will be offered at least 30 days before the election. Current Board Members seeking re-election are excused from attending a compulsory Candidate Information Session. Attending a Candidate Information Session in previous year does not meet the requirement to attend.

1.4.2. **Exceptions**

Exceptions to attendance will be granted by the Governance Committee on a case-by-case basis in circumstances such as bereavement, family emergency or hospitalization. In these and other exceptional

circumstances, the Governance Committee may offer a third candidate information session.

## 1.5. Candidate Application Process

### 1.5.1. Application Materials

The Board's Governance Committee oversees the application and qualification process for the election (BL s.302). The Application Materials for Board elections include:

- 1.5.1.1. a completed Candidate Statement of Interest;
- 1.5.1.2. a signature petition;
- 1.5.1.3. a background check documentation; and
- 1.5.1.4. a Board Commitments Statement,

collectively referred to as the Application Materials ("**Application Materials**").

An SAS Community member ("**Member of the School**") interested in becoming a Candidate must submit the Application Materials to the Secretary to the Board at [board@sas.edu.sg](mailto:board@sas.edu.sg) by the application deadline. The deadline for submission of materials will be set in advance, taking into account sufficient time for background checks of all candidates. All Members of the School who have submitted Application Materials will receive an emailed confirmation of their submission. The Secretary to the Board will record and track all candidates' applications.

### 1.5.2. Background Check

In addition to submitting Application Materials, all Members of the School seeking election to the Board are required to undergo a background check. Current Board Members seeking reelection are exempt from this requirement.

### 1.5.3. Conflict of Interest

- 1.5.3.1. Pursuant to SAS Policy Statement 408 regarding Conflicts of Interest, Board Members should not engage in, or have a financial interest in, any activity that raises a reasonable question of conflict of interest in their duties and responsibilities to the School and its students. Board election Candidates must comply with SAS Policy Statement 408 on Conflicts of Interest.
- 1.5.3.2. Candidates with a potential or actual conflict of interest must inform [board@sas.edu.sg](mailto:board@sas.edu.sg).
- 1.5.3.3. Any apparent, potential or actual conflict of interest shall be disclosed in the manner set forth in the SAS Policy Statement 408. If any issue is raised, the ETF will make a recommendation to the Board on whether the candidate should be disqualified. Should the Board decide to disqualify a Candidate, it shall explain its reasons in writing.

### 1.5.4. Review of Application Materials

The Governance Committee will review all submitted Application Materials and will recommend Qualified Candidates to the Board for approval (BL s.302.3). All candidates will be notified by the Governance Committee if they are approved as a Qualified Candidate at least 15 days before the election date (BL s.302.1). Any Member of the School who has not passed the background check will not be considered a Qualified Candidate.

## 2.0 THE ELECTION TASK FORCE

### 2.1. Composition

- 2.1.1. The Election Task Force (ETF) will be a three (3) member committee who are non-partisan professionals, preferably with a background in law and/or governance.
- 2.1.2. ETF members will be recommended by the Governance Committee and appointed by the Board.
- 2.1.3. ETF members are required to sign and agree to adhere to the Confidentiality, Code of Conduct and Conflict of Interest Agreements, in the same form as all members of Board committees and task forces.

## 2.2. Mandate

- 2.2.1. The ETF will be convened to review any complaints and suspected violations regarding non-compliance with this Board Election Rules & Procedures, including complaints involving candidate qualifications.
- 2.2.2. The Governance Committee will review all complaints made prior to the convening of the ETF in any given year.

## 2.3. Procedure

- 2.3.1. Any Member of the School may refer a complaint to the ETF. Complaints reported to the ETF must be accompanied by the name of the complainant with sufficient detail regarding the nature of the alleged violation in order to be considered for review. A log of information will be kept by the ETF regarding the complaints received. Complaints that are received anonymously will not be reviewed.
- 2.3.2. Where the complaint involves a Qualified Candidate, the ETF will investigate and submit a report, including recommendations to the Board. Where a complaint is made to the ETF regarding a Member of the School who is not a Qualified Candidate, the ETF will forward all information to the office of the Superintendent where the situation will be handled as per the Statement of Community and associated School policies.
- 2.3.3. The ETF will acknowledge reported complaints within two business days, and depending on the severity of the violation, will respond in due course as required by the nature of the complaint. All complaints will be reviewed and, if further action is required, such complaints will be investigated with a view to resolution, even if this cannot be completed during the election period.
- 2.3.4. Repeated complaints from individual or blocs of Members of the School may be perceived as harassment of the ETF and reported to the Office of the Superintendent and / or Human Resources. Such complainants may be subject to a warning and / or violation of the Statement of Community.
- 2.3.5. Complainants are protected by SAS's **Whistle Blower Policy**.

## 2.4. Potential Consequences

- 2.4.1. If the ETF determines that a Qualified Candidate has breached this Board Election Rules & Procedures, they may choose to recommend a range of consequences, up to and including candidate disqualification.
- 2.4.2. Election results will be subject to resolution of any pending complaints against Qualified Candidates. Should a Qualified Candidate be disqualified after being elected, the Qualified Candidate with the next highest vote count will be deemed elected.
- 2.4.3. All Qualified Candidates shall be informed of complaints raised against them and will be given the opportunity to present evidence by way of explanation or to the contrary to the ETF.

## 2.5. Board Approval and Follow-through

The Board shall vote whether to accept, reject or modify any ETF recommendation. Board members who are running for re-election are prohibited from participating in discussions or decisions related to ETF recommendations.

## 2.6. Communication of Consequences

All consequences assigned by the Board to Qualified Candidates will be communicated to the SAS community.

## 3.0 THE ELECTION PROCESS

### 3.1. No Contestation

If the number of Qualified Candidates does not exceed the number of vacancies, then all Qualified Candidates will be deemed elected. No formal vote will be held, and the names of elected Board Members will be announced at the Extraordinary General Meeting convened for the election of Board Members ("**Election Meeting**") (BL 302.4).

### 3.2. Notification of Elections

If the number of Qualified Candidates exceeds the number of seats vacant then a Board election will follow. A formal announcement of the Board election will be sent electronically to the Members of the School, including instructions on voting procedures.

### 3.3. Election Webpage

An Election webpage will be set up for communicating with the community regarding the election. This webpage will be organized and facilitated with the assistance of the SAS Communications and IT departments and will be accessible through the SAS community portal only. The Election webpage will include information on each Qualified Candidate, including a Candidate Statement of Interest and a Candidate Video Statement.

#### 3.3.1. Candidate Statement of Interest

The school will publish biographical information about each Qualified Candidate via the SAS Election webpage as well as the statement of interest of each Qualified Candidate.

#### 3.3.2. Candidate Video Statement

Qualified Candidates will be invited to record a video (“Candidate Video Statement”).

3.3.2.1. Videos will be recorded at SAS by SAS staff.

3.3.2.2. Videos may be no longer than three minutes.

3.3.2.3. Video statements will be in English.

### 3.4. Campaigning

3.4.1. The School will organize at least two Election Events. The purpose of these Election Events is for Qualified Candidates to express their views, to engage Members of the School in dialogue, and for Members of the School to have the opportunity to meet with and ask questions of the Candidates. The format of the Campaigning Events will be determined on a case-by-case basis.

3.4.2. The School strongly discourages Members of the School from organizing independent campaigning events in addition to those organized by the school and Qualified Candidates from attending any such events.

3.4.3. Qualified Candidates may only run as individuals and shall not run as a slate of candidates.

3.4.4. Qualified Candidates and Members of the School may not use School resources including but not limited to email address lists and social media/WhatsApp groups for purposes of campaigning, or actions by a supervisor at SAS in their official capacity to directly influence voting preferences of their subordinates. Use of School resources by a Qualified Candidate or third parties for the purposes of election related activities shall result in consequences up to and including disqualification from election and/or removal from the SAS.

3.4.5. All Qualified Candidates and Members of the School are required to demonstrate the SAS core values of compassion, honesty, fairness, responsibility, and respect throughout the election period. (SC 102) Consistent with these values, Qualified Candidates are encouraged to campaign on their own behalf by sharing with the community their qualifications and their commitment to the future of SAS. Third parties are strongly encouraged to allow Qualified Candidates to campaign on their own behalf and strongly discouraged from campaigning on their behalf. Any false statements, personal attacks against any Member of the School, or unfounded allegations are not consistent with our Statement of Community. Acts inconsistent with our Statement of Community may result in disqualification by the Board (following a recommendation of the ETF) of any Qualified Candidate prior to or subsequent to the election. Likewise, third parties are similarly required to honor our Statement of Community with consequences spelled out in that Statement for failure to do so.

## 4.0 VOTING

4.1. Voting will be open to Members of the School for no more than four (4) calendar days. All voting will be electronic. An external auditor will oversee the counting of votes. Members of the School will not have access to the vote counting process.

4.2. The names of the Qualified Candidates who receive the highest number of votes shall be announced by the Board Chair, or any other Board member in his or her stead at the Election Meeting.

4.3. In the event two or more Qualified Candidates receive an equal number of votes but only one vacant Board seat remains to be filled, a second vote will be taken electronically and the result duly announcement to the community.

## 5.0 COMMENCEMENT OF BOARD TERM

The four Qualified Candidates who receive the highest number of votes will be appointed to the Board and will commence their

position on the first day of July in the year they are elected.

**6.0 AMENDMENT**

This Board Election Rules & Procedures may only be amended by a majority vote of the Board.

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