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# Minutes from board meeting 3-2021

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Organization	Stiftelsen Trondheim International School
Meeting number	3-2021
Date	Wednesday, April 21, 2021
Time	6:00 PM - 8:00 PM
Location	meet.google.com/pwq-bdww-inm
Procedure	Ordinary Board meeting - online

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## Participated

Øyvind Fries (*Chair of the Board*), Marte Løvik (*Vice Chair of the Board*), Wenche Brenne Drøyvold (*BoD Member*), Linda Anita Haugen (*BoD Member*), Aase Müller (*BoD Member*), Agneta Amundsson (*Head of School*), Jelena Sitar (*Teaching Staff Representative*), Marc Urie (*Non-teaching staff representative*), Caroline Cheng (*Parent Committee Representative*), Christine Østerlie (*Business Manager*), Ina Margaret Aanonsen (*deputy Student Council Representative*)

## Lawful absence

Jennifer Elise Branlat (*BoD Member*), Gunn Langset Trøan (*Trondheim municipality representative*), Henny Brilke (*Student Council Representative*)

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## Issue 22 Board call and agenda

Opening of meeting

### Decision

The Board approved the call and agenda.

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## Issue 23 Minutes 2-2021

Approval and signature

### Decision

The minutes from last board meeting was signed electronically prior to the meeting.

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## Issue 24 Previous decisions and tasks

Update

### Decision

The overview of the ongoing tasks was reviewed in the meeting.

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## Issue 25 Head of School Report

Update

A written report was provided with the agenda. The Head of School presented the report with status, plans and challenges based on the school's strategic areas; Economy, IB education, Robust organization and Quality&Compliance. The report was supplemented with status on the Covid-19 situation and the status of admission for next school year.

The Board was also informed about the challenges in regards to access to school health service, which is a responsibility of Trondheim Kommune. The access to a school nurse has been unstable and limited over time.

### Decision

The Board took note of the provided information in the Head of School report.

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## Issue 26 Business Manager Report

Update

**Status:** Refer to the attached monthly report from Økonomisenteret AS, which presents the status as of February 2021.

The result is - 86 000, which is a small negative deviation in relation to the budget.

This is mainly due to:

- Adjustments in regards to the wage settlement with effect from September 2020
- Leasing agreements for upgrading IT equipments for students
- Extraordinary/high electricity costs
- Facilities; maintenance and service of the ventilation and the alarm systems
- Marketing

**Plans:** Regular tasks. Preparation for the AGM.

**Challenges:**

- Increased costs related to the facilities are expected in connection with the upgrade of the ventilation system in the science room and the alarm system for the building.
- There are extraordinary needs for staffing in the SFO in relation to the cohort requirements, this will partly be covered by the extraordinary Udir grant for extraordinary costs.
- Less rental income in the gym in regards to Covid-19 restrictions.

**Attachments and information for the Board:**

1. Accounting report February 2021
2. Grant letter from Udir to support additional Covid related costs
3. Grant letter for Udir for capital costs 2021
4. Grant letter for Udir to cover measures for vulnerable students 2021
5. Information letter from Udir regarding special certification (særattestasjon) for auditors. The letter is shared with the school's auditor.

In addition, the school has applied for an extraordinary Udir Grant for independent schools to facilitate digital resources and infrastructure. This is also an extraordinary grant related to the pandemic.

**Decision**

The Board took note of the provided information.

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**Issue 27 Review of the Bylaws**

Decision

*Due to the documentation obligation for Norwegian Foundation Authority, this issue is presented in both English and Norwegian.*

**English:**

The Board wants to submit proposals to the Annual General Meeting to amend the bylaws so that they correspond to the current and future operation of the foundation. An amendment to the articles of association is, in accordance with section 45 of the Foundations Act, to be regarded as a transformation of the foundation: "Transformation in this Act means a change or revocation of the legal disposition that forms the basis for the foundation, or of the foundation's bylaws."

It is also referred to

*Section 47 of the Foundations Act: Duty to assess minor intrusive changes*

*Section 31 last paragraph of the Foundations Act: What specific changes have been made*

The reasons for amending the bylaws are the following:

The changes have been made to bring the bylaws in line with practices that have existed for a long time. Reference to the operation of a kindergarten has been removed as this is not relevant. The foundation does not have approval for the operation of a kindergarten. It has been decided to delete the reference to

subsidiaries as such companies do not exist. Some minor non-material clarifications have been made to make the articles of association even clearer and minimize the risk of misunderstandings, including the tasks of the nomination committee and how this is elected. Finally, it is specified that it is the Norwegian version of the bylaws that shall take precedence in the event of a conflict with the English translation.

### **Norsk:**

Styret ønsker å fremme forslag til Årsmøtet om å endre vedtektene slik at disse samsvarer med nåværende og fremtidig drift av stiftelsen. Endring av vedtekter er, i henhold til Stiftelseslovens §45, å regne som omdanning av stiftelsen: «Med omdanning menes i loven her endring eller opphevelse av den rettslige disposisjonen som danner grunnlaget for stiftelsen, eller av stiftelsens vedtekter.»

Det vises også til

*Stiftelsesloven §47: Plikt til å vurdere mindre inngripende endringer*

*Stiftelsesloven § 31 siste ledd: Hvilke konkrete endringer er gjort*

Begrunnelse for endring av vedtektene er følgende:

Endringene er gjort for å bringe vedtektene i samsvar med praksis som har eksistert over lengre tid. Det er fjernet henvisning til drift av barnehage da dette ikke er aktuelt. Stiftelsen innehar ikke godkjenning for drift av barnehage. Det er vedtatt å slette henvisning til datterselskap da slike selskap ikke eksisterer. Det er gjort noen mindre ikke-materielle presiseringer for å gjøre vedtektene enda klarere og minimere risiko for misforståelser, herunder valgkomiteens oppgaver og hvordan denne velges. Det er til slutt presisert at det er den norske versjonen av vedtektene som skal ha forrang ved motstrid med den engelske oversettelsen.

### **Decision**

#### **English:**

The Board approved the proposed changes and the reasons for the changes. The new bylaws will be presented for approval in the Annual General Meeting in 2021, and a statement from the founders will be obtained before an application for changes will be sent to the Norwegian Foundations Authority.

### **Norsk:**

Styret godkjente foreslåtte endringer og redegjørelsen for disse. De nye vedtektene vil bli fremlagt for godkjenning i årsmøtet 2021, og uttalelse fra stifterne vil bli innhentet før søknad om endringer blir sendt til Stiftelsestilsynet.

### **Issue 28 Approval of Annual Financial Statement (Årsregnskap 2020)**

Decision

The Annual Financial Statement for 2020, including the departments accounts and the Board's report are available for approval and signing.

The annual accounts have been audited by the school's external auditor at BDO, and the auditor's report will be received as soon as the documents are signed by the Board members and the Head of School.

The Annual Financial Statement and a summary will be presented to the AGM in May.

### **Decision**

The Board approved the Annual Financial Statement and the Board's report for 2020.

### **Issue 29 Planning of AGM**

Discussion

#### **Progress plan:**

- Annual General Meeting will be held May 26th 2021.

- AGM notice to be sent 17 days in advance, i.e. May 9th, 2021.
- Proposals be put forward 10 days in advance, i.e. May 16th, 2021.
- Agenda and document package 7 days in advance, i.e. May 19th, 2021.

**Decision**

The School Administration will prepare the necessary documentation and implement actions in the progress plan as outlined in the background information. The AGM will be planned as a physical meeting, with a back up plan for a digital solution if necessary, and in regards to Covid-19 restrictions.

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**Issue 30 Development of the Organization**

Decision

The School Strategy 2021- 2025 includes an expansion of Trondheim International School.

The approval of a project as outlined in this BoD issue acknowledges the need for the Head of School to allocate resources for the successful execution of the Strategy.

At the request of the Chairman of the board, the attached presentation outlines an assessment of the consequences and risks associated with the said project, together with a summary of the effects of appointing a Deputy Head of School.

**Decision**

The Board decided to employ an extra resource to enable the strategically decided goal of expansion, at the same time as maintaining the quality of leadership and management of the current operations.

The Board's Personnel Committee shall be involved in all phases of the process.

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**Issue 31 Miscellaneous**

Non planned issues

**Decision**

No issues reported.

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Location:

Date:

*Signed 5/6/21 by Fries, Øyvind using BankID.*

*Signed 6/23/21 by LØVIK, MARTE using BankID.*

*Signed 8/30/21 by Drøyvold, Wenche Brenne using BankID.*

Øyvind Fries  
Chair of the Board

Marte Løvik  
Vice Chair of the Board

Wenche Brenne Drøyvold  
BoD Member

*Signed 5/10/21 by Haugen, Linda Anita using BankID.*

*Signed 5/6/21 by Müller, Aase using BankID.*

Linda Anita Haugen  
BoD Member

Aase Müller  
BoD Member