
Minutes from board meeting 3-2022

Organization	Stiftelsen Trondheim International School
Meeting number	3-2022
Date	Wednesday, April 6, 2022
Time	6:00 PM - 8:00 PM
Location	Trondheim International School, Festningsgata 2
Procedure	ordinary

Participated

Øyvind Fries (*Chair of the Board*), Wenche Brenne Drøyvold (*BoD Member*), Linda Anita Haugen (*BoD Member*), Aase Müller (*BoD Member*), Stine Solberg (*BoD Member*), Agneta Amundsson (*Head of School*), Ingrid Cicilie Lænd (*Teaching Staff Representative*), Benjamin James Dean (*Non-teaching staff representative*), Cathrine Tørum

Lawful absence

Marte Løvik (*Vice Chair of the Board*), Caroline Cheng (*Parent Committee Representative*), Anne Trine Hagfors (*Trondheim municipality representative*), Alexander Muthanna (*Student Council Representative*)

Issue 17 Board call and agenda

Opening of meeting

Decision

Board call and agenda was approved.

Issue 18 Minutes 2-2022

Approval and signature

There was a discussion with regards to BoD issue 18 in meeting 2/2022:

"The Board was not quorate by too few Board members attending. The chair (Marte Løvik) suggested we did the information-issues, and left out agenda-items that needed deliberations and votum and it was agreed to that".

The board discussed if the March 6th meeting had in fact been an information-meeting or had the Board been quorate, with only three eligible to vote people present?

Board member Linda Anita Haugen was asked to investigate the matter further.

A summary of Linda's response is as follows:

ThIS er en stiftelse, så utgangspunktet finner vi i stiftelsesloven § 32: «Vedtaksførhet».

Loven sier at «Styret kan treffe beslutning når mer enn halvdel av styremedlemmene er til stede eller deltar i styrebehandlingen, hvis ikke vedtektene stiller strengere krav.»

Det er på det rene at ThIS' vedtekter ikke stiller strengere krav.

I vedtektene slås det for øvrig fast at «Stiftelsen ledes av et styre på 5-7 personer.»

Pr i dag består styret i ThIS av 6 personer.

Ut fra lovteksten vil «halvparten», som for THIS' del betyr 3 medlemmer, ikke være nok. Det må «mer enn» halvdelen av styret til. Når styret består av seks personer betyr dette at fire styremedlemmer må være tilstede (eller delta i styrebehandlingen) for at styret anses å være vedtaksført.

I forarbeidene (Ot.prp nr 15 (2000-2001) side 155) fremgår det at bestemmelsen som gjelder vedtaksførhet for styret antas å være i samsvar med ulovfestet rett. Denne bygger i tillegg på Aksjeloven § 6-24.

I juridisk teori er det enighet om at vedtektene kan stille strengere krav til vedtaksførheten. Derimot kan ikke vedtektene lempe på lovens krav til vedtaksførhet. Dessuten er det et vilkår for at styret er vedtaksført at samtlige styremedlemmer så vidt mulig er gitt anledning til å delta i saksbehandlingen. Inhabile styremedlemmer anses for ikke å delta i styrebehandlingen, og skal derfor ses bort fra ved beregningen av om styret er vedtaksført.

Decision

The Board was not quorate in the meeting of March 6th, at the time represented by three BoD members. Hence, the minutes will not be signed.

Issue 19 Previous decisions and tasks

Update

The Board was given an update on the three pending follow up tasks. None of these were due as of April 6th.

These were from meeting number 7 and 8 2021:

57/21 Head of School report

70/21 Organizational chart

61/21 Adjusted bylawaws - Stiftelsestilsynet.

Decision

The Board took note of the provided information.

Issue 20 Head of School Report

Update

The following input was given by the BoD members:

-Is the school prepared for an emergency situation such as the consequences of the Ukraine war? The school administration was encouraged to perform a tabletop rehearsal of the crisis management plan.

- The school administration was encouraged to broadcast and market more effectively all the good work they do on social medias and other channels. E .g. once a pamphlet, picture or report etc. has been produced, they are encouraged to broadcast it immediately.

Decision

The Board took note of Head of School's report and assigned the above mentioned tasks to the administration.

Issue 21 Business Manager Report

Update

Decision

The Board decided that the Business Manager integrates the monthly financial reports into the Head of School's report. The monthly accounting report will be used as a management reporting tool, and a separate assessment of status will be given in Head of School report.

The emphasis of the report will aim at feeding forward.

Issue 22 RM

Update

Decision

The board took note of the provided information.

Issue 23 Approval of Annual Financial Statement 2021

Decision

The suggested changes from BDO to the yearly financial statement was briefly discussed.

Decision

The Board approved the Annual Financial Statement for 2021.

Issue 24 Annual HSE report and HSE updates

Discussion

Head of school referred to the attached HSE report.

She referred to good work with quality-measures from the safety representatives.

Concerning the physical work environment, we are aware of our challenges with noise and too little space / too few meeting rooms.

A digital safety questionnaire had newly taken place, and this is to be followed up after Easter with a physical safety inspection.

A new occupational health service is being chosen after the agreement with Avanova expires December 31, 2022.

HoS pointed out that the sick leave ratio is low on an average, though corona short-term leave has been challenging this winter.

Board asked if there were any special parts of the HSE-work or HSE -report to be noted? Bord member Wenche B. Drøyvold will represent the board in the assessment of a new occupational health service.

Decision

The Board took note of the annual HSE report for 2021 and the tentative action plan for 2022.

Issue 25 Planning of AGM

Discussion

It was discussed how the board would take part in this years AGM.

It was discussed how to honour Board and NC members who are stepping down or have served their term.

Decision

The School Administration sends notice April 8th of AGM being held on April 28th.

The 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.

Issue 26 Miscellaneous

Non planned issues

Decision

There were no miscellaneous issues on the meeting April 6th.

Location:

Date:

*Signed 4/22/22 by Fries,
Øyvind using BankID.*

Øyvind Fries
Chair of the Board

*Signed 4/26/22 by Drøyvold,
Wenche Brenne using BankID.*

Wenche Brenne Drøyvold
BoD Member

*Signed 4/25/22 by Haugen,
Linda Anita using BankID.*

Linda Anita Haugen
BoD Member

*Signed 4/22/22 by Müller, Aase
using BankID.*

Aase Müller
BoD Member

*Signed 4/22/22 by Solberg,
Stine using BankID.*

Stine Solberg
BoD Member

Agneta Amundsson
Head of School

*Signed 5/1/22 by Lænd, Ingrid
Cicilie using BankID.*

Ingrid Cicilie Lænd
Teaching Staff Representative

Benjamin James Dean
Non-teaching staff
representative