



## Board of Directors

Minutes of Meeting > Wednesday September 22, 2021

### Were present:

Mr. Seamus HENNESSY; Director  
Mrs. Sireesha KUMAR; Trustee  
Mr. Christopher NOHR; Trustee/US Embassy representative  
Mr. Vivek SARASWAT; Chair  
Mrs. Binta Henriette TRAORE; Head of Operations, invited  
Mr. Clyde VACHER; Secretary  
Mrs. Yasmine YESSOUFOU; Trustee

### In attendance through Zoom:

Mr. Andrew GREENLAW; Trustee/US Embassy representative  
Mrs. Couro KANE; Treasurer

### Excused:

Mr. Bart WILLEMS; Vice President; absent of the country  
Mr. Joachim LUBIBA; Trustee; absent of the country

## 1. CALL TO ORDER

The meeting was called to order by the Chair, at 18:05.

He had a special welcome note for Mrs. Binta Henriette TRAORE, who recently joined ICSA as Head of Operations, and who had been invited for her first ever Board Meeting. He wished her all the best in her career at ICSA and a very fruitful collaboration with the Board.

## 2. AGENDA

Agenda for the meeting was read out:

- I. Call to order
- II. Approval of minutes
- III. Correspondence
- IV. Board Reports
  - a. Governance Committee Report
  - b. Facilities Report
  - c. Finance Committee Report
- V. Director's Report
- VI. AOB
- VII. Date of Next Board Meeting
- VIII. Adjournment of Session



### 3. APPROVAL OF MINUTES

The Minutes of the meeting held on August 25, 2021, were approved by all present.

The Chair raised an important point on timely availability of Minutes of Meeting and Agenda of Board meetings so as to enable Board members to better prepare themselves for the next meeting.

Following different sharing of points by members present, it was decided that:

- As stipulated in ICSA Statutes, Minutes of Meeting of the Board of Directors should be made available one week following such meeting, by the Secretary, on the ICSA Board Drive.
- Agenda should be made available, by the Director, on the ICSA Board Drive, seven days before the next Board Meeting. Board Members would be able to contribute to the Agenda until three days before the next Board Meeting.

### 4. CORRESPONDENCE

The Secretary and the Director made mention of a letter received from ICSA delegates ('Délégués du Personnel'), on September 22, 2021, through the ICSA Board generic email address.

A special Committee made up of the Director, the Board Chair, Mrs. Sireesha KUMAR and the school Legal counsel will look into the matter and come up with a way forward and formal answer to the Delegates.

The Board agreed to that proposal.

### 5. BOARD REPORTS

#### 5.1. REPORT OF THE GOVERNANCE COMMITTEE

The Secretary, as a member of the Governance Committee, gave a report of the last Governance Committee meeting held on September 15, 2021.

He told members present that the main working document used for Governance Committee meetings is the Strategic Plan Results Framework. This document is updated as per follow-up and level of completion of Strategic Intents and Strategic Goals.

He also invited Board members to consult other documents of the Governance Committee, so as to be able to better grasp all pending challenges for ICSA in matter of Governance.

Finally, after a quick recap of main Governance Committee matters, he invited members to consult the Minutes of Meeting of the last Governance Committee.

The Secretary made a presentation related to the proposal of including a fifth Strategic Pillar – Quality Communication – to the existing four. This new Pillar would reach the following intent: To ensure an effective communication strategy with all internal and external stakeholders to emphasise our "collaborative culture"; with these different purposes: Inform, Imagine, Influence, Express feelings, Build relationships and Meet social expectations. It will enable the satisfaction of its managers, teachers, staff, students, parents, and all other stakeholders. Effective communication makes it easier for the organisation to reach its targets.

The Secretary requested the Chair to have a confirmation from the Board regarding the inclusion of "Quality Communication" as the fifth Strategic Pillar of ICSA.

The Chair gladly welcomed this proposal from the Governance Committee.

All Board members present agreed and unanimously voted for this.



The Secretary also made a quick presentation on the importance of a proper SWOT Analysis to be carried out at ICSA in the process of preparing the new Strategic Plan. According to him, ICSA is embarking on a series of major changes that will shape the school's overall aspect over the coming years. One of the focal points will be the elaboration of the new ICSA Strategic Plan. The previous Strategic Plan was shaped for a three-year period, namely 2019-2021.

The Governance Committee recommended a three-year Strategic Plan, considering the existing length of tenure of Board members and contractual agreement with senior staff at ICSA.

The Secretary made it clear that this process should be carried out with a variety of school stakeholders. Mention was made of using external resources to help ICSA in carrying out that exercise. In line with the elaboration of a Communication Charter and a Brand Platform to be approved by end of first quarter 2022; and a Communication Strategy to be implemented by end of second quarter 2022, the Secretary mentioned that it would be more appropriate to carry out the SWOT Analysis after the recruitment of the Communication & Events Manager by end of 2021.

He added that recourse to external experts is highly recommended.

After some sharing of thoughts by members present, some important points were raised and were earmarked as 'key points' in the forthcoming SWOT Analysis process:

- It would be critical to inform, and get on board, a maximum of members of the Community in the SWOT Analysis process.
- The Swot Analysis process should be carried out in line with all other school accreditation processes.
- Proper communication to the whole Community, efficient selection of guiding questions, efficient selection of focus group members, among others will help to give a sense of ownership by the Community to the whole process.
- A five-year Strategic Plan should be rather considered, with a mid-term adjustment process after 2 ½ years. The Governance Committee is to consider this readjustment at its next meeting.
- In the process of the selection of an external agency to carry out the SWOT Analysis, it will be essential to work on proper TOR, time frame, and also cost out the process. Coordination with the Finance Committee would be welcome.
- The whole process should take into consideration the findings and proposals of the KPMG report.

## 5.2. REPORT OF THE FINANCE COMMITTEE

The Finance Committee had a Zoom meeting on September 16<sup>th</sup>, 2021.

Its members have been working on various documents such as Financial Reports Report end of year 2020-21; Spending/Line-Item Analysis Chart of Accounts; etc.

A draft of the Budget 2021-22 was shared to the Board members.

The Auditors from KPMG arrived at ICSA on Monday September 20, 2021. Before that, a series of documents had been sent to KPMG. The Audit teams work by groups of 4 and have been given access to all required documents (financials, board reports, etc.) and personnel.

KPMG has given a timeline for their report: they will spend two weeks at ICSA; then they will take one week to prepare the first draft. However, as this is their first time working at ICSA, delays may be expected.



ICSA has contracted RMO to run the search for the Communications & Events Manager. RMO is a reputed company in Abidjan and have a better understanding of the local market and have already worked with ICSA in a project to help create a personal development portfolio for office staff.

### **5.3. REPORT OF THE FACILITIES COMMITTEE**

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No meeting of the Committee has been held yet. The full Contract with Tec Cuatro will be forwarded to school shortly. Then, a proper translation of the Contract will be prepared. Otherwise, the Director and the Head of Operations have held a Zoom meeting with architects. For information, Tec Cuatro is part of the joint venture charged with the works supervision of the construction of a cable stayed bridge over Cocody bay. Hence, their representatives can be available for meetings.

## **6. DIRECTOR'S REPORT**

### **6.1. DIRECTOR'S GOALS**

The Director made mention of the meeting he had with the Chair and the Vice President regarding his updated Goals. He was very happy with the process and thanked both his 'assessors' in this process. The Chair added that this process is very helpful to support the safe management and implementation of objectives set by the Board.

### **6.2. STUDENT NUMBERS**

The new Grade 4 teacher, Mrs. Jennifer GILLMORE, has been recruited and has started working on campus.

### **6.3. IB AUTHORISATION**

The updated report will be sent by the end of October 2021 and a virtual visit will be expected within three weeks of that.

### **6.4. MSA ACCREDITATION**

The Director informs Board members that the process for Middle States Association accreditation is on and will see team members on virtual visiting teams. The Upper School Principal and the Director will be on such 'virtual visits' in September and October, which will lead to their 'virtual' absence.

### **6.5. FRENCH**



The Director makes mentions that there have been complaints with respect to the French Department for years and this was even a topic during his job recruitment interview. He explains that he is trying to constantly work to improve teaching and standards in the French department.

A good curriculum is now in place for the second language area. The Instructional Coach is working closely with the teachers to ensure they follow this curriculum.

School has just started working with CDP to create a first language curriculum. New French classrooms have been created to ensure students are taught in a French environment rather than in the regular classroom. School is also engaging with Alliance Française to ensure DELF is offered to all applicable students.

There is some reaction from some of the longer-term Lower School French teachers.

#### **6.6. COVID-19 INFO**

Erin Greenlaw and Dr. Abou, from the US Embassy, have already held two sessions with unvaccinated faculty. The Director attended one and witnessed how it went really well. The session lasted 90 minutes for 7 participants and every angle was discussed. The majority of those attending decided before the end of that session that they would be vaccinated.

A long list of staff who need a second dose on 24<sup>th</sup> September is available. School will try and make that the date for 1<sup>st</sup> vaccine for others. Most people who met with the Embassy staff to date have now signed up for vaccination (plus others who would have been meeting them in the following week).

With the Ivorian government announcing that all school staff need to be vaccinated (or show weekly negative tests), as from October 20, school has contacted Legal counsel to see what can be put in place to ensure this happens.

Regarding this point, Board members ask the Director to give some updates regarding the rapid testing process and also to make sure the Legal counsel offers all necessary advice to school as the matter of access to classes IRO vaccination or proof of PCR Tests may become a challenge.

He said that everything would be done in the proper way and that he would update the Board to that effect.

#### **6.7. US DEPARTMENT OF STATE REGIONAL EDUCATION OFFICER**

The Regional Education Officer (REO) from the US Department of State, Mr. Terry NELSEN, will be visiting ICSA – his first visit to three schools in all of Africa. The Director states that the growth of the school is important IRO the US Embassy development in Abidjan.

The Director informs Board members that it is not excluded that the US Embassy will donate extra funds for specific areas, including Communication, to ICSA. The new approach to Communication by ICSA was a move that has been appreciated by US Embassy representatives.

A special contribution of 4,000 USD has been made available for the school's Special Needs programme. This will enable ICSA to have a fully qualified Occupational Therapist available on a two-day basis per week. This is a unique achievement that will benefit to the whole Community.

The US Embassy will also support the school IRO Security.

#### **7. AOB**



### **7.1. GDPR COMPLIANCE**

Mrs. Sireesha KUMAR makes mention of the importance of compliance regarding GDPR. She had made a request regarding a certification process for this. She also made it clear that the proper people at ICSA (especially IT) should receive proper training and certification. Otherwise, there were risks of seeing ICSA legally beholden for any GDPR issues.

The Chair advises to gather maximum information to that respect and to inform the Board at its next meeting.

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### **7.2. AGM**

The next AGM will be organised on Wednesday 24<sup>th</sup> November 2021.

The Secretary asks Board members to think of ways of organising this event both online and in presence. This will be a topic to be discussed by the Board at the next meeting.

### **8. DATE OF NEXT MEETING**

The Board will meet on Wednesday October 27, 2021, at 18:00 at ICSA.

### **9. ADJOURNMENT**

The meeting ended at 19:55.

**Clyde VACHER**  
Secretary to the Board  
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