



Board of Directors

Minutes of Meeting > Wednesday February 16, 2022

Were present:

Mr. Jean François Le BIHAN; Trustee
Mr. Andrew GREENLAW; Trustee/US Embassy representative
Mr. Seamus HENNESSY; Director
Mrs. Couro KANE; Treasurer
Mr. Joachim LUBIBA; Trustee
Mr. Christopher NOHR; Trustee/US Embassy representative
Mr. Vivek SARASWAT; Chair
Mr. Clyde VACHER; Secretary
Mr. Bart WILLEMS; Vice President
Mrs. Yasmine YESSOUFOU; Trustee

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1. CALL TO ORDER

The meeting was called to order by the Chair, at 18:00.

The Chair thanked everyone for being present at that meeting which was exceptionally conducted via Zoom. He explained that at the last Board Meeting, it had been decided to use the virtual channel to enable all Members, even those outside the country, to be online.

2. AGENDA

Agenda for the meeting was read out:

- I. Call to order
- II. Approval of minutes
- III. Correspondence
- IV. Board Reports
 - a. Facilities Report
 - b. Finance Committee Report
 - c. Governance 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 26 January 2022, were approved by all present.

4. CORRESPONDENCE

The Chair made mention of number of emails and letters sent to the attention of the Board and/or HoS, with almost the same type of queries. He asks the Board to take heed of that trend and to find quick, meaningful answers to all these questions to avoid all escalation in the content and tone of these correspondence.



After exchange of views among Board members, it is decided that pending clearance from administrative and legal support to avoid any litigious points and governance issues, the Board will work on answers, where appropriate, and send them to the concerned parties.

The Board will avoid overlapping on HoS's prerogatives and will only answer correspondence falling under its concern. It is important to differentiate between Administrative matters and Board matters.

The Secretary will update Board Members on the follow up on these answers.

Regarding Representation on the Board of Directors, the Board will not bring profound changes in Board representation unless most of the Community wishes and votes for it. The Statutes are clear regarding this point. However, more interactions are welcome to bring together all members of the Community. The forthcoming 'Cocktails with the Board' event planned in March 2022 will help.

Otherwise, members of the Community will be invited to participate in Board Meetings. The Board of Directors must maintain its actual situation based on existing Rules and Regulations and investigate more actions of interaction.

5. BOARD REPORTS

5.1. REPORT OF THE FACILITIES COMMITTEE

The HoS updated members present of the follow up on the Facilities Committee matters. He said that after meetings held with Tec-Cuatro and members of SLT, different pending matters - including Contract issues and Planning of works - were still delayed.

Furthermore, there was a major challenge that has been brought to the attention of the school by Tec-Cuatro. Indeed, the Spanish company is facing major challenges at global level, which may imply dropping of contracts around the world. They have requested a time out from ICSA before informing us of any further decision from their part.

Following exchange of views among members, the Board takes note of this information and will wait for the official feedback from Tec-Cuatro before taking any decision regarding the Construction project.

5.2. REPORT OF THE FINANCE COMMITTEE

Mention was made of the KPMG Audit report that came in as an official eye opener.

The Board is deeply concerned about this report which reflects pitfalls in almost all departments of ICSA. Basic policies and process are either not available or not followed.

The Board is also very much concerned about flaws and blatant professional errors highlighted in the KPMG Audit report and which seem linked to the incorrect way of conducting work by staff. This raises questions about staff competency and this situation should be reviewed in an urgent and serious way. If any misconducts are found out, actions ought to be taken very swiftly by the HoS and HR Manager. Board Members think it is high time to answer the points of attention raised by the KPMG Audit report and to address solutions proposed. All Members think that the follow up on the KPMG report should be set as a high priority. Members request the setting up of a process of investigation and reporting on all noted and notified discrepancies and wrongdoings in Finance and Procurement. Official explanations must be given by concerned parties ASAP.



The HoS informs the Board of contacts made with Deloitte Côte d'Ivoire regarding a proposal for Tax health assistance and other tax related services. He asks Members to go through the proposal and to come back with feedback and any comments.

The Board acknowledges this proposal and Members will go through it before making comments. The proposal and scope of services will be discussed to the next Finance Committee before being presented at the next Board Meeting in March 2022.

The HoS has also met Liée SARL, a local HR services firm to have an idea about any improvements that could be brought to ICSA'S HR process. The company has given quite a few examples of practices and services that could add value to this aspect of school management, including review of HR process, Salary scale, Performance appraisal, etc.

The Board takes note of this and encourages the HoS to contact other companies to have a broader spectrum of solutions and services that could help ICSA in its endeavour to ameliorate its HR sector. Details of such companies will be shared to the HoS.

5.3. REPORT OF THE GOVERNANCE COMMITTEE

The last Governance Committee was held on 8 February 2022.

Following exchange of views among members on the various points discussed, the Board agreed to support the idea of setting up of a Communication Committee to give support to the Communication and Events Officer. Two members of the Governance Committee will join this Committee and another Board Member wishing to join it too may do so. The HoS will follow up with the Communication and Events Officer to that matter. Furthermore, the Board urges the HoS to finalise the Job Description of the Communication and Events Officer and to follow up closely on HR challenges related to that post.

The Board also validated the Status and Agenda for Board elections proposed by the Governance Committee and asked the Secretary to action this Plan.

Regarding the Terms of Reference for the Recruitment of an Expert/Consultant for the SWOT Analysis and Strategic Plan for ICSA, the Secretary asks Board Members to go through supporting documents and come back with feedback, comments, and proposals.

The matter will be brought to the Communication Committee for follow up and ownership. Following exchange of views among members, mention is made of the importance of taking heed of other initiatives carried out by the PTO, by the MSA Accreditation and I.B. Accreditation teams and process, among others, in collecting information and feedback from different members of the Community. Mention of it was made at the last AGM and it would be essential to consolidate all this data.

6. DIRECTOR'S REPORT

6.1. ENI

The Finance and Control Manager for ENI CI visited ICSA with his HR Manager. His older children attended ICSA in 2008 and 2009. He was also Board Treasurer at that time. His youngest child is applying for Grade 5. ENI intends to bring in around 40 families in August 2022. The HoS has invited him to come to the 'Cocktails with the Board' event in March.

6.2. STAFF UPDATE



Mr. Obain ATTOUOMAN is retiring this month (having reached 60) and he will be replaced by Mrs. Julie BERTRAND, a Belgian national. She is a new parent at ICSA with two children in Upper School. Her original degree was in Communication at IHECS, Brussels and her teaching qualification is from the University of Poitiers in France. She has taught in Egypt, Cameroon, and Mozambique.

7. AOB

7.1. COCKTAILS WITH THE BOARD EVENT

The Secretary asks the HoS for an update on the 'Cocktails with the Board' event planned for March. The HoS will revert after he meets the Communication and Events Officer who is planning this event.

8. DATE OF NEXT MEETING

The Board will meet on Wednesday March 23, 2021, at 18:00 at ICSA.

9. ADJOURNMENT

The meeting ended at 20:05.

Clyde VACHER
Secretary to the Board
board@icsabidjan.org