



Board of Directors

Minutes of Meeting > Wednesday October 27, 2021

Were present:

Mr. Andrew GREENLAW; Trustee/US Embassy representative
Mr. Seamus HENNESSY; Director
Mrs. Couro KANE; Trustee
Mrs. Sireesha KUMAR; Trustee
Mr. Christopher NOHR; Trustee/US Embassy representative
Mr. Vivek SARASWAT; Chair
Mr. Clyde VACHER; Secretary
Mrs. Yasmine YESSOUFOU; Trustee

Absent:

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

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1. CALL MEETING TO ORDER & PROCEDURAL UPDATES

The meeting was called to order by the Chair, at 18:08.

He quickly made a Presentation of Guidelines for Board members, points and guidelines that will enable the Board to work in a smoother and more efficient way.

After discussion and review of these, members present came to an agreed Guidelines, available here.

2. AGENDA

Agenda for the meeting was read out:

- I. Call to order & Procedural Updates
- 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 September 22, 2021, were approved by all present. These Minutes are available here on the ICSA Board Drive, for members' perusal.



4. CORRESPONDENCE

Regarding the letter received from ICSA delegates ('Délégués du Personnel'), on September 22, 2021, through the ICSA Board generic email address, there was a sharing of thoughts over the form and content of the petition.

The Board clearly noted the formal request from the ICSA Delegates and asked Management to follow up on this petition and associate the Salary & Benefits Committee to that reflection.

The Board requested Management to submit all set of policies and procedures related to Salaries, Benefits, and COLA to the Governance Committee for further discussion.

The Board again requested for the setting up of a special Committee to look into the matter and come up with a way forward and formal answer to the Delegates.

Proper follow up will be done and a report will be made at next Board meeting.

5. BOARD REPORTS

5.1. REPORT OF THE GOVERNANCE COMMITTEE

The Secretary, as a member of the Governance Committee, said that the Governance Committee had not met since its last consultation on September 15, 2021. However, the Committee Chair, unfortunately absent due to overseas travel, had sent a few points to be taken into consideration.

Following sharing of thoughts on these points, it has been discussed and agreed upon the following:

- 5.1.1. The KPMG report will have to go through the Governance Committee for discussion before the next Board and AGM. Management has to share this report prior to the next Governance Committee meeting planned on 17th November 2021.
- 5.1.2. After the Board agreed to the 5th pillar (Quality Communication), with its strategic intent/goals, this information will be shared to the Community at the next AGM and will be later included in all Communication tools of ICSA.
- 5.1.3. For the SWOT Analysis, the next Governance Committee will work on TOR and a time frame and share it to the next Finance Committee. Management will also have to give some input IRO selected service providers.
- 5.1.4. Regarding the Contracts of Tec Cuatro, Management is requested to submit these documents to the Committee for discussion.
- 5.1.5. Regarding MSA Accreditation, Management will give further feedback to the Committee at the next Committee meeting.
- 5.1.6. Regarding extra funds made available to ICSA, HOS advises that all the procedures for this already exist and are being managed. The Board requests Management to be included in any further development related to extra fundings by the US Embassy and other US authorities.
- 5.1.7. Regarding GDPR, Management informs members that ICSA has the required accreditation and process for proper certification. The Board asks Management to submit the necessary documents to that respect.

For all Board members, the Strategic Plan Results Framework is available here and all other documents of the Governance Committee are available here.

5.2. REPORT OF THE FINANCE COMMITTEE

5.2.1. The Finance Committee starts its reporting by sharing a copy of the 'Summary of the observation (draft) related to internal control' from the KPMG Audit report, available here.

Members present discuss rapidly on the various points in this observation document and ask Management to share the final report to the Governance Committee before its next meeting.

Otherwise, here are some of the points raised by Board members present:

5.2.1.1. No centralised organizational chart

The Board asks Management to come up ASAP with proper charts as required by any sound management principles and practices. The HR Manager should be able to carry out this task and present it through the HOS at the next Board Meeting.

5.2.1.2. Non-optimal budget management; Insufficient organisation of the "Purchase" component; Absence of a procurement plan; Need to strengthen cash reduction policy; Insufficiently documented cash payments of invoices; Insufficient stock storage; Inexistence of an alert stock; Absence of a centralized extra-accounting file of fixed assets and Insufficient documentation of expenditures

These 9 points definitely ring the alarm at Board governance level. The Board is appalled to see how the preliminary Audit in one sector alone has pinpointed severe flaws in the school's purchasing, storage and tracking of assets and stock process. The Board feels it is essential to address these points of alert and to avoid any risks of wastage, overspending and even possible corruption. The Board urges Management to take heed of these various points.

5.2.1.3. Foreign exchange risk management

Regarding the foreign exchange loss of CFA 370 million recorded (6% of revenues), the Board expects from Management solutions that will enable ICSCA to address this situation.

5.2.2. A draft of the Budget 2021-22 was shared to the Board members (available here), as well as a Presentation of the Financial threshold for Procurement and Payments (available here).

5.3. REPORT OF THE FACILITIES COMMITTEE

5.3.1. No meeting of the Committee has been held yet.

5.3.2. The proposed Contract with Tec Cuatro is being translated.

6. DIRECTOR'S REPORT

6.1. MAP SCORE

The Director shares the very good results from our MAP figures. The document is available here.



6.2. IB AUTHORISATION

The updated report will be sent in before the end of October 2021 and we can expect a virtual visit within 3 weeks of that.

6.3. MSA ACCREDITATION

Survey has been sent to all students from Grade 5 up, to all parents and to all staff members.

6.4. FRENCH

All French teachers have been registered on the online platform managed by the Centre de Développement Professionnel (CDP), a French entity based at Mermoz school. Through this platform, ICOSA French teachers will be able to work with the CDP to create a personalised course of professional development. The online platform will help track their individual progress.

The CDP will also be providing a curriculum expert to help ICOSA write a full first-language curriculum. ICOSA is working on an agreement with Lycée Blaise Pascal to help each other with shipments (allowing them to purchase their US material through our shipment and buying first-language French materials through their shipment).

6.5. RETIREMENTS

Between now and the end of the current Academic year, three staff members will reach the age of retirement.

One person is due to retire in May 2022 but is facing severe health issues, and as a result is absent more than being present at school. Management will be proposing to pay that person out now for the rest of the year. Board agrees to that initiative but requests everything is done properly and in the interest of all parties.

The HOS advises the Board that everything will be done in a well-planned way, with letters of retirement and proposed retirement amounts sent to a labour lawyer to ensure all is correct before presentation to staff.

6.6. US DEPARTMENT OF STATE REGIONAL EDUCATION OFFICER

The Regional Education Officer (REO) from the US Department of State, Mr. Terry NELSEN, wrote an excellent report on the school after his visit at ICOSA. The report praised the school's collaboration with the Embassy, the excellent handling of finances (including plans going forward), the vision to hire a full time Communications manager, and the effective handling of COVID that allowed the school to stay open.

The Department of State is happy that ICOSA continues to expand its level of inclusion and will help immediately by funding a two-day a-week Occupational Therapist.

Furthermore, if we consider a Communications committee (with representatives from parents, Bank, Embassies, and large companies) they will try to provide a small amount of funding to facilitate these meetings (lunches, snacks etc).



7. AOB

7.1. AGM

The next AGM will be organised on Wednesday 24th November 2021.

This event will be organised as an online event, with Board members being present at school.

An invitation will have to be sent to the Community 2 weeks before.

The Secretary will work with the ExCo to prepare a PowerPoint Presentation both in English and in French.

8. DATE OF NEXT MEETING

The Board will meet on Wednesday November 24, 2021, at 18:00 at ICOSA.

9. ADJOURNMENT

The meeting ended at 20:12.

Clyde VACHER

Secretary to the Board

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