



**Minutes of Meeting > Wednesday June 8, 2022**

## **Board of Directors**

### **Were present:**

Mr. Andrew GREENLAW; Trustee/US Embassy representative  
Mr. Seamus HENNESSY; Head of School  
Mrs. Naomi Wanjiry Njeri MONOBOLOU; Trustee  
Mr. Christopher NOHR; Trustee/US Embassy representative  
Mrs. Carina SUGDEN; Trustee  
Mr. Clyde VACHER; Trustee  
Mrs. Jennifer WENXIN YOU; Trustee  
Mr. Bart WILLEMS; Trustee  
Mrs. Yasmine YESSOUFOU; Trustee

### **Present through Zoom:**

Mr. Jean François Le BIHAN; Trustee

## **1. CALL TO ORDER**

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

### **AGENDA**

Agenda for the meeting was read out:

1. Call to order and Important Matters
2. Approval of minutes
3. Correspondence
4. Board Reports
5. Director's Report
6. AOB
7. Date of Next Board Meeting
8. Adjournment of Session

### **Important Matters: New Board Officers & Committee Members**

Descriptions from the ICSA Statutes, regarding Board Officers and Committees, were read out to Board members. Sharing of thoughts enabled each Trustee to state their opinion on how important the Officers were in the smooth process and operation of the Board of Directors.

The followings Board Officers and Committee Members were appointed:

- President: Mr. Bart WILLEMS  
Upon proposal from Mr. Clyde VACHER and supported by Mr. Andrew GREENLAW
- Vice President: Mrs. Carina SUGDEN  
Upon proposal by Mr. Bart WILLEMS, supported by Mrs. Yasmine YESSOUFOU
- Secretary: Mr. Clyde VACHER  
Upon proposal by Mrs. Naomi MONOBOLOU, supported by Mr. Christopher NOHR
- Treasurer: Mrs. Naomi MONOBOLOU  
Upon proposal by Mrs. Jennifer WENXIN YOU, supported by Mr. Clyde VACHER

Mrs. Yasmine YESSOUFOU has been designated as Child Protection Board Trustee, acting as contact person for the Designated Safeguarding Lead.



## Board of Directors

### **Important Matters: Standing and ad hoc Committees**

As mentioned in its Policy Manual, and to facilitate its operations, the Board shall establish and define Terms of Reference for standing committees and task forces as it sees fit. Committees serve to formulate recommendations for the full Board and have no authority beyond that designated by the full Board. There are two Standing Committees: Governance Committee and Finance Committee; and two ad hoc Committees: Facilities Committee and Salary and Benefits Review Committee.

Each of the two Standing Committees shall be composed of 4 members, among whom a Chair shall be chosen. The Board Chair will also be asked to attend meetings of both Standing Committees

Upon proposal by the Chair, and following exchange of views on the matter, it has been proposed and accepted by the Board that the different Committees be based on the five Strategic Pillars of ICSA. Furthermore, composition of Committees may be open to non-Board members, upon proposal and acceptance by the Board.

### **GOVERNANCE COMMITTEE**

The Governance Committee will meet as required to update policies, track board goals, organise elections etc...

Its members are: Mrs. Carina SUGDEN, acting as Committee Chair; Mr. Andrew GREENLAW, Mr. Seamus HENNESSY, Mr. Clyde VACHER, and Mr. Bart WILLEMS.

The Board Chair and the Committee Chair will contact other potential members.

### **FINANCE COMMITTEE**

The Finance Committee will meet monthly to discuss the monthly financial report and other financial records and feed information back to the Board. It will follow up on all strategic and important Financial matters.

Its members are: Mrs. Naomi MONOBOLOU, acting as Committee Chair; Mr. Seamus HENNESSY, Mr. Christopher NOHR, Mrs. Binta TRAORE, Mr. Bart WILLEMS, and Mrs. Yasmine YESSOUFOU.

The Board Chair and the Committee Chair will contact other potential members.

### **FACILITIES COMMITTEE**

The Facilities Committee will meet when required and will be responsible for providing guidance, oversight, and, when appropriate, expertise to the Board in physical planning, capital projects and facilities-related policies and procedures. Special emphasis will be placed on the renovation and new construction projects at ICSA.

Its members are: Mr. Jean-François LE BIHAN, acting as Committee Chair; Mr. Christopher NOHR, Mrs. Binta TRAORE, and Mr. Bart WILLEMS.

The Board Chair and the Committee Chair will contact other potential members.

### **HUMAN RESOURCES COMMITTEE**

The Salary and Benefits Review Committee, responsible in advising the Board on responsibilities relating to salary and benefits, pension, savings, health, and welfare plans, and composed of two members, one from the Governance Committee and one from the Finance Committee, will be replaced by a broader "Human Resources Committee" which will encompass all matters related to HR process and practices, salaries & benefits, personal development, talent management, among others.

Its members are: Mrs. Jennifer WENXIN YOU, acting as Committee Chair, Mrs. Naomi MONOBOLOU, Mrs. Carina SUGDEN, Mrs. Binta TRAORE, and Mr. Bart WILLEMS.

The Board Chair and the Committee Chair will contact other potential members.



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### COMMUNICATION COMMITTEE

The Communication Committee is responsible for the strategic development of Communication at ICSA and for the follow up of the implementation of its Communication Plan.

Its members are: Mr. Clyde VACHER, acting as Committee Chair, Miss Helena DOGORE, Mr. Andrew GREENLAW, Mr. Jean François LE BIHAN, Mrs. Jennifer WENXIN YOU, and Mr. Bart WILLEMS.

The Board Chair and the Committee Chair will contact other potential members.

### 2. APPROVAL OF MINUTES

The Minutes of the meeting held on 30<sup>th</sup> May 2022 were approved by all present.

### 3. CORRESPONDENCE

There was a mail of Ms. Yasmeen BALOGUN, an 8<sup>th</sup> grade student, asking to review the HoS decision to cancel all school gatherings due to COVID, including the graduation ceremonies. As already stated in previous Board meetings, such a decision lies within the HoS's line of decision. It was decided due to a new spike in contaminations and not to set precedents, to stick to the HoS decision. The HoS will contact Ms. BALOGUN to explain our decision.

### 4. BOARD REPORTS

#### 4.1 REPORT OF THE FACILITIES COMMITTEE

The Committee will meet on Thursday 9<sup>th</sup> June at 18:00 with Mr. Michael EECKHOUT, Resident Manager of BESIX Côte d'Ivoire, a very experienced Construction specialist. He has children at ICSA.

#### 4.2 REPORT OF THE FINANCE COMMITTEE

The Handing over will be done by the Board's former Treasurer, Mrs. Couro KANE. She is available for a meeting on either 16<sup>th</sup> or 17<sup>th</sup> June at school with the new Treasurer, HoS, HoO, Chair...

Mrs. KANE is also available to sign cheques and urgent Treasurer matters if needed until all new bank agreements are completed. The Board must investigate the process.

#### 4.3 REPORT OF THE GOVERNANCE COMMITTEE

##### POLICIES

The HoS informs the Board that it will need to update all policies that have not been reconciled with the latest changes to Statutes. The Chair and the Secretary will work with the HoS to update these.

##### Communication Strategy

Clyde VACHER has met Miss Helena DOGORE for an update and working session on the Communication Strategy, on Wednesday 7<sup>th</sup> June 2022. They will work on the Communication Procedures and Brand Strategy during the month of June.

##### Board Training

The HoS has contacted both Rick DETWILER and Chris MULLER for the Board Training project.



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Rick DITWEILER has worked with the school Board since 2017. He is not only offering Training sessions but is available online throughout the year for any governance questions. Please find here his CV and here the Overview & Fee structure from Detwiler Board Development.

Chris MULLER is also experienced and works with several schools in Africa.

After some discussions among Board members, it has been decided that the HoS, the Chair, and the Secretary will follow up on the matter and look for the most suitable partnership to organise a training session (presential) on Friday 26<sup>th</sup> and Saturday 27<sup>th</sup> August 2022. Given the “special” situation of the transition year in which a new strategic plan must be developed, the Chair proposed to have a call beforehand with the coach selected to brief him on the situation, so the coach can prepare better for his mission.

## 5. DIRECTOR’S REPORT

### 5.1 COVID update

Very large numbers of COVID cases mainly in Grades 5 & 6 (followed by an outbreak in Grade 2) led to the cancellation of a few extracurricular activities. Students and a relatively large number of teachers stayed at home. The ability to test in school and the short homestay required (5 days) has made a massive difference which allowed us to keep the rest of the school open.

### 5.2 Staff update

Final positions for next year have been filled:

- Dr. Aikins AMOAH - Ghanaian national currently working in Abidjan. Excellent understanding of African history and has already published a book on this - available in Librairie de France.
- Mr. Larry BOWLER - American - currently in Texas and can combine middle school Art and humanities.
- Mr. Gian Paolo GERZON - Philippines - currently working in North Carolina - will teach biology and environmental systems.

### 5.3 Auction

ICSA is planning to auction off old furniture and/or IT equipment no longer in use in houses or on campus. The two Mitsubishi vehicles will also be auctioned off once the new vehicle is on campus. Bidding will be open to the community. Older books, desks etc. will be donated to the school in Anono, the women's Centre or an orphanage. All procedures required by policy will be followed.

### 5.4 State of admissions

At this stage we are definite that at least 34 students are leaving next year, and we have admitted 65. There are 56 others pending.

## 6. AOB

A list of the main questions asked by Community members at the May 30<sup>th</sup> AGM has been shared to members. Some follow up will have to be carried out.

## 7. DATE OF NEXT MEETING

The new Board will meet on Wednesday September 28, 2022, at 18:00 at ICSA.



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**Board of Directors**

**8. ADJOURNMENT**

The meeting ended at 21:00.

**Clyde VACHER**

Secretary to the Board

[board@icsabidjan.org](mailto:board@icsabidjan.org)