



Board of Directors

Minutes of Meeting > Wednesday May 4, 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. Christopher NOHR; Trustee/US Embassy representative
Mr. Clyde VACHER; Secretary
Mr. Bart WILLEMS; Vice President
Mrs. Yasmine YESSOUFOU; Trustee

Were excused:

Mr. Joachim LUBIBA; Trustee
Mr. Vivek SARASWAT; Chair

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1. CALL TO ORDER

The meeting was called to order by the acting Chair, Mr. Bart WILLEMS, at 17:30.

He thanked everyone for being present at that meeting which was exceptionally held on that date following postponement of planned meetings on the past week due to public holidays.

2. AGENDA

Agenda for the meeting was read out:

1. Call to order
2. Approval of minutes
3. Correspondence
4. Board Reports
5. Facilities Report
6. Finance Committee Report
7. Governance Committee Report
8. Director's Report
9. AOB
10. Date of Next Board Meeting
11. Adjournment of Session

3. APPROVAL OF MINUTES

The Minutes of the meeting held on 23rd March 2022 were approved by all present.

4. CORRESPONDENCE

No correspondence was brought to the attention of the Board.

5. BOARD REPORTS

5.1 REPORT OF THE FACILITIES COMMITTEE

Following conversations and meetings between members of the Committee, and in view of preparing a Call to Tender to hire a company that will manage the whole project, a meeting will be held with Mr. Michel EECKHOUT, Resident Manager of BESIX Côte d'Ivoire, a very experienced Construction specialist. He has children at ICOSA. He will help the Committee to prepare an exhaustive Call for Tender for local companies.

The first call will be simple and look mainly at the ability of individual companies to manage our project. In early June 2022, we plan to narrow these tenders down to four or five finalists. During the summer months, they will each prepare their idea/concept and rough costing for the project which they can present to a larger group. From this, we will pick our building partner.

We should also consider using an independent company to act as Project Manager to help us manage the whole project. If we are on track, we should have a master plan before Christmas 2022 and then look at how long planning and building stages will take.

The Board fully agrees to the proposals made by the Facilities Committee and asks its Chair to give updates at the next meeting.

5.2 REPORT OF THE FINANCE COMMITTEE

Budget 2022-2023

The Committee has already shared the First Draft of the 2022-2023 Budget for review.

After discussions, the Board agrees to the proposed Budget and votes for a 1% increase in Fees.

Deloitte Preliminary Audit on Taxes

Deloitte has submitted its preliminary findings following its Audit on Taxes. Among main findings:

- Deloitte thinks that as a non-profit making organisation, ICSA should be exempted from VAT. Government bodies will be approached to that effect.
- Deloitte has brought to our attention that we are only withholding 2% instead of 7.5% for several professional services (medical and educational). This should be addressed very rapidly.
- We should be withholding 20% from foreign service providers, especially where there are no tax agreements between the country and Côte d'Ivoire. Deloitte will provide a list of countries and will examine different cases: if we pay from the US, services provided to foundation and not association, etc.

5.3 REPORT OF THE GOVERNANCE COMMITTEE

Board Elections

Regarding Board Elections, an update meeting was held on 27 April 2022 with the Nominating Committee to finalise the Electoral process. They have shared the list of seven Candidates along with various documents and questionnaires that may help us in choosing two candidates to be nominated. All seven candidates are eligible to run as candidates for the Board elections. After exchange of views among the Board, and following a vote, the Board nominates Mr. Jen-François LE BIHAN and Mrs. Naomi Wanjiru Njeri MONOBOLOU as the two Nominated Board Members for a two-year tenure. They will be informed accordingly by the Secretary.

The five candidates who will be informed that they have been chosen to go to elections are: Mr. Stefan ATCHIA; Mr. Zach CENTER; Mr. Tim PFANNMUELLER; Mrs. Carina SUGDEN; and Mrs. Jennifer YOU THEEUWES.

The Secretary will contact the Nominating Committee on Thursday May 5, 2022, to confirm the list of candidates who will go to elections and the list of nominated candidates. Election dates will be from Friday 20th to Tuesday 24th May 2022.

6. DIRECTOR'S REPORT

6.1 New Apartment Building secured for staff



INTERNATIONAL COMMUNITY
SCHOOL OF ABIDJAN

Board of Directors

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ICSA has signed an agreement to fully take over a new building with 7 flats that will house all incoming new staff members and an existing staff member who will move there. The Operations Manager has found this opportunity, and this will help us to save money while enjoying a new building with underground parking, elevator, and generator.

6.2 Staff update

The Director also informs the board that he has been talking with the Faculty Association to prepare future meetings with the Board. Once the Association is organised, with members and an Executive Committee, the Board will plan these meetings.

Otherwise, the staff member who feels she is underpaid is not happy with the Board's response and so has asked the Delegates to intervene. They say they are taking no side but want to help her mediate. The Director will meet them next week.

6.3 COVID Info

The Temperature Camera at the school entrance gateway is now ready for use. It will enable us to drop hand-held thermal guns and to switch over a less controlled entrance process.

Right now, before we look in ventilators for buildings that may be demolished soon, we are looking for and testing much larger standalone ventilators.

6.4 Principals

Dr. NARO is back and healthy.

Dr. SAAVEDRA will be in hospital on Tuesday and Wednesday for a minor operation.

The new US Principal will be visiting us, and we will have the chance to meet him around a dinner at the office space of Clyde VACHER on May 11, 2022. A maximum Board Members are expected at that get-together.

6.5 MAP Testing

The Second round of MAP tests are happening. The Spring MAP Tests will enable us to have graphs showing movement from the fall to now, which we can present at the AGM.

6.6 Graduation

The G12 Graduation ceremony will be held at a nice venue with cocktails afterwards to celebrate our largest graduating class ever. If it works well, we want to make this an annual routine.

7. DATE OF NEXT MEETING

The Board will meet on Tuesday May 31, 2022, at 18:00 at ICSA, after the second bi-annual AGM of ICSA, which will be held on Zoom.

8. ADJOURNMENT

The meeting ended at 20:30.

Clyde VACHER

Secretary to the Board

board@icsabidjan.org