



**Board of Directors Minutes of Meeting
Special Board Meeting
Friday September 23, 2022**

Were present:

Mr. Andrew GREENLAW; Trustee/US Embassy representative
Mr. Seamus HENNESSY; Head of School
Mr. Jean François LE BIHAN; Trustee
Mrs. Naomi W. N. MONOBOLOU; Trustee
Mrs. Carina SUGDEN; Trustee
Mr. Clyde VACHER; Trustee
Mrs. Jennifer WENXIN YOU; Trustee
Mr. Bart WILLEMS; Chair
Mrs. Yasmine YESSOUFOU; Trustee

Invited:

Mrs. Heather NARO, Lower School Principal
Mr. Andy PONTIUS, Upper School Principal
Mrs. Binta H. TRAORE, Head of Operations

Excused :

Mr. Christopher NOHR; Trustee/US Embassy representative

1. CALL TO ORDER

The meeting was called to order by the Chair at 18:10.

The Chair thanked every member present for having quickly responded to his request for a Special Board Meeting, with particular attention brought to the following: pending matters within the Facilities Committee, the HoS recruitment process, and the forthcoming Board Retreat.

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: Update on the School renovation and extension project

The Facilities Committee has met and discussed the major project of School renovation and extension project's tender.

Jean-François LE BIHAN, as Chair of this Committee, informs members that a Renovation Folder has been placed in the shared ICSA Board Google Drive for sharing and follow-up on these matters.

He adds that two versions of the Tender documents (in English and French) are available and that they can be gone through and reviewed by Members, using the Track Changes option.

Following exchanges with Members present the following main points have been noted:

- Cost simulation must be based on our working assumptions of areas to be built and renovated and industry unit cost ratios.

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- Regarding our growth projections, any cost simulation must be connected to the demographic growth (new students and staff) with new rooms' and buildings' requirements as well as new revenues. This will be reviewed by the Finance Committee.
- It would be important to secure proper advisory services regarding the whole project. The first being Legal services to review and approve the Contract. It would also be important to consider add-ons such as Design Office (Bureau d'Études), Quantity Surveyor (Bureau de Vérification), and Quality experts, among others.
- It was proposed that the Governance Committee should meet to review the Tender Document.

The Board agreed that it was important to maintain the pace of the good work already carried out by the Facilities Committee. ICSA has already lost a lot of time in the past two years on this major school project, and it was important to do a thorough and solid 'ground-work' before kicking off with the Tender award. Furthermore, it was expected to encourage, at one point in the process, maximum inputs from a broader spectrum of the Community.

2. APPROVAL OF MINUTES

The Minutes of the meeting held on June, 8 2022 were approved by all present.

3. CORRESPONDENCE

4. BOARD REPORTS

4.1 REPORT OF THE FACILITIES COMMITTEE

Please refer to IMPORTANT MATTERS

4.2 REPORT OF THE FINANCE COMMITTEE

4.3 REPORT OF THE GOVERNANCE COMMITTEE

POLICIES

Following the latest update on reconciliation of Policies, the Secretary will meet the Head of School regarding all changes to be brought around, which will be presented and discussed at the next Governance Committee meeting.

4.4 REPORT OF THE COMMUNICATION COMMITTEE

Communication Strategy

The Communication Committee met on Wednesday 24.08.2022 at 10:00 with its new members: Clyde VACHER as Committee Chair; Jennifer WENXIN, Helena DOGORE, Fiemah N'DRY, Prisca KOUADIO, Jessica CLARK, Patricia AMOUZOU, Andrew GREENLAW, and Jacob Grah KOUASSY (absent).

The Committee shared on various matters pertaining to Communication and agreed to work on matters to be shared to the Board every month.

A shared Google Drive will be set with all necessary information, documents, and tools.

Helena DOGORE is going to set up a Communication checklist and Manual to prepare the Communication Plan and Communication Strategy to be prepared and shared to the Board in November 2022.

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An update has been shared to the members regarding the proposals sent by two agencies regarding new Brand and Image identity. Feedback has been sent to the two agencies for updated proposals. The Board will have to validate one proposal at the next Board Meeting on 28.09.2022. The new Brand identity will then be implemented as from November 2022, with a major reveal planned at school prior to the Gala Dinner event.

Fiemah N'DRY shared an update on the ICSA 50th Anniversary Committee. This was much appreciated but the Committee agreed that a presentation of all events and activities should be made at the next Committee Meeting prior to the next Board meeting on 28.09.2022.

Regarding the Gala Dinner event, the matter will be treated after the Gala Dinner Committee makes a presentation to the Board, or to designated members of the Board.

4.4 REPORT OF THE SEARCH COMMITTEE

The Chair updates Members on the HoS recruitment process.

Caroline JACOBY, from Search Associates, has been busy collecting applications from candidates and will be sending a shortlist to the Search Committee by the end of the week.

The Search Committee will then go through the files sent and conduct a second shortlisting process to pick 5 or 6 candidates to be interviewed online.

The final stage will see the selection of three finalists who will be invited at ICSA by the end of September 2022. They will be interviewed by various members of the Community - mainly official and representative bodies of the Community - before the Board pronounces itself on the selected candidate.

Following exchanges with Members present, it was agreed to wait for feedback from the Search Committee and to also get additional views and advice from the present HoS, and the two Principals.

5. DIRECTOR'S REPORT

5.1 COVID update

After a full meeting with SLT, Nurse and FA rep we felt that proper ventilation was the best way at this stage to prevent the spread of Covid (and other viruses) - to make indoors as much like outdoors as possible - doors and windows open (also good for safeguarding), extra fans etc. Masks are optional at this stage unless we have a concentrated outbreak. We still have a 5-day quarantine for afflicted families, and we will continue to test as required. The main camera at the entrance will take the temperature of all that enter.

5.2 Staff update

All staff, returning and new, are in place and working. We have had some illnesses - Covid, Malaria etc and will continue to help staff find good medical care.

One staff member would have been going on Maternity Leave in October but is already having a tough pregnancy and would miss too much school before then which would not be fair on students. We have moved a teacher from Grade 5 (which hasn't gained enough students to keep 3 sections open) to replace this teacher from day one.

5.4 State of admissions

Regarding the forecast in school growth, the HoS explained that international schools generally look at capacity in terms of sections. A school in a small city might commit to just one section at each grade level - so around 250 would be max capacity in a small school. ICSA is currently



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at two sections, and they are close to filling. The campus is large enough that we can create space for 3 sections at each grade level without negatively impacting our green space. This would take us to approximately 750 students. This growth should happen in a slow and managed manner (approximately +20 students each year) so we add classes and staff in a uniform way.

5.5 Update on 50th Anniversary activities and events

An internal staff committee has a list of events - some in conjunction with the PTO - which concentrate more on the students (History of ICSA assembly, 50th anniversary carnival etc.)

The Secretary requests the HoS to ask the ICSA 50th Anniversary Committee to convene a meeting where representatives of the Board will be invited (Secretary and Jenifer WENXIN YOU), and also to send regular updates to the Board.

6. AOB

Board Training

The Chair states that he is really excited at the Board Retreat planned at Assoyam Beach, Bassam, on Friday 26 and Saturday 27 August 2022.

He welcomes the participation of the two school Principals and of the Head of Operations.

He has already shared the Agenda prepared with Chris MULLER, our Coach and Facilitator.

7. DATE OF NEXT MEETING

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

8. ADJOURNMENT

The meeting ended at 20:45.

Clyde VACHER
Secretary to the Board
board@icsabidjan.org