



**Board of Directors Minutes of Meeting
Ordinary Board Meeting
Wednesday December 14, 2022**

Were present (on Zoom)

Mr. Bart WILLEMS; Chair
Mr. Seamus HENNESY; Director
Mrs. Naomi W. N. MONOBOLOU; Trustee
Mrs. Carina SUGDEN; Trustee
Mr. Clyde VACHER; Trustee
Mr. Jean François LE BIHAN; Trustee
Mr. Andrew GREENLAW; Trustee/US Embassy representative
Mr. Christopher NOHR; Trustee/US Embassy representative (existing Trustee)
Mrs. Jennifer WENXIN YOU; Trustee
Mrs. Yasmine YESSOUFOU; Trustee

1. CALL TO ORDER AND IMPORTANT MATTERS

The meeting was called to order by the Chair at 18:00. The agenda for the meeting was read out:

- Call to order and Important Matters
- Approval of minutes
- Correspondence
- Board Reports
- Director's Report

2. APPROVAL OF MINUTES

Minutes of the last Board Meeting were approved.

3. CORRESPONDENCE

A letter of complaint was received from a member of faculty, outlining several issues related to the organization of an extracurricular activity at the school. The Director explained that the individual had recently been informed that his contract would not be renewed. It was also noted that the individual had not followed the grievance procedure as stipulated in the personnel policy of the school.

Board members unanimously expressed concern with the decision to not renew the individual's contract. Based on the complaint letter and supporting evidence shared, the Board does not feel satisfied by the school's management answer to this case. The Board requested the Director to provide specific facts and documents to support his review of the case before answering the complaint letter.

Correspondence from a parent regarding DEIJ matters was received on 4th December, and a follow-up email on 9th December providing proposals on a number of activities around DEIJ. SLT was requested to reach out to the parent and see whether they may be incorporated in future plans for DEIJ. The Director was also asked to provide a report/overview of DEIJ activities and perspectives for the future during the next Board Meeting.

4. BOARD REPORTS

Report of the Facilities Committee

The Committee Chair gave updates on the pending matters. The ToR had been sent and comments from Board members had been received.

Everyone agreed to the launch of the two ToRs at the same time. However, some pending matters may perhaps delay the process.

Report of the Finance Committee

A policy on Reserves and Reserve Funds has been prepared and shared already to Board members. This useful document reads as a Policy and a Guide. It tells Why and How we need to do this. In fact, it combines both aspects and offers guidance to Management.

It is good to separate Capital and Operations Bank Accounts as right now there is no threshold. There is the need to differentiate, to associate some policies, and it is great to have different reserves. However, procedures must be followed.

All approved the policy.

Report of the Governance Committee

The Committee has not met since their last held meeting in November. The next meeting is scheduled for January one week before the next board meeting. Progress has been made on determining a process for the strategy that aligns with the Middle States Accreditation (MSA) process. MSA Coordinator and Chairs have been briefed on plans to align strategy with MSA. Need to be clear on MSA and Strategic teams. Initial discussions were held with the curriculum coordinator and Upper school principal on the strategic planning process and data gathering phase. A full proposal on the process and calendar for developing the strategy, and the formation of a strategic planning committee will be shared with the Governance Committee in January 2023 and then to the board.

Directors Report

The Director shared a very thorough presentation on staff plans, including position changes, proposed new positions, and recruitment strategy with key facts and figures on the school. The information contained in this presentation was dense and Board members requested time to consider the proposal. In the meantime, the following comments have been made:

- For Drama/Theatre, it would be interesting to seek support from the US Embassy or from Universities and Schools of Music like Berklee. ICSA should try to investigate this, especially we had a student going to Berklee in 2021.
- Recruitment of a second counselor is essential at ICSA.
- A constructive and serious benchmarking exercise should be carried out to investigate in our competitive field, to assess trends in students exit and recruitment, and trends in organisations coming to Abidjan.
- Staff recruitment process could be reoriented towards African, Indian and Asian markets. This is essential at an international school like ICSA. The Board discussed with the new Director who has ideas on this matter.
- We need to recruit Quality teachers, but also Diverse teachers. To achieve this, the recruitment process must be based on different criteria and should have rules.
- It would be important to have the new positions linked to KPIs for the upcoming Strategic Plan and to measure performance going forward.
- We need to have a staffing plan. We need to approve if we are OK with that. What I appreciate is that it considers feedback from parents and other stakeholders. The positions proposed are 'sensible'. It says that ICSA wants to diversify education, learning experiences, counseling, workshops with parents, etc... However, it must be lined up with the Finance Committee, where provisions and calculations must be made.
- There are new positions, this must be integrated within the new strategic plan, with HR-led strategic thinking.

- For the HR and Safety aspect, kindly consider a Facilities and Safety Manager.
- For the acquisition of new HR Software, we need to be careful and choose the right mix – payroll, taxes, HR, etc... One solution: an externalised consultant that would work at school. But it would have to be selected competitively in line with our procedures.
- It is essential to investigate the competencies of people hired and working. GPEC will be done.
- A dedicated meeting on HR to be organised when all info is ready.

Next Board Meeting

18th January 2023

The meeting ended at 21:00