



**Board of Directors Minutes of Meeting Ordinary  
Board Meeting  
Wednesday January 18, 2023**

**Were present**

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. Christopher NOHR; Trustee/US Embassy representative (existing Trustee)  
Mrs. Nicole SHABANI, Trustee/ US Embassy representative (new Trustee)  
Mrs. Jennifer WENXIN YOU; Trustee  
Mrs. Yasmine YESSOUFOU; Trustee

**Present on Zoom**

Mr. Andrew GREENLAW; Trustee/US Embassy representative

**1. CALL TO ORDER AND IMPORTANT MATTERS**

The meeting was called to order by the Chair at 18:06. The agenda for the meeting was read out:

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

**New Trustee, Representative of the US Embassy**

The Chair informed the Board of a letter received by Mrs. Stephanie ARNOLD, Management Counselor of the US Embassy in Côte d'Ivoire, informing us that the Embassy was nominating Dr. Nicole SHABANI as new Board Representative in immediate replacement of Mr. Christopher NOHR.

Dr. Shabani is the Global Fund Advisor for the President's Emergency Plan for AIDS Relief (PEPFAR) at the US Embassy, and mother of three children at ICSA, in both Lower and Upper Schools since 2019.

Furthermore, as of June 2023, Mr. Andrew GREENLAW will be replaced by Mrs. Amber McCUE. Mother of two daughters, one in Lower School and one in Upper School, she is a Business Owner and the spouse of one of the US Embassy's political officers. In Addis Ababa, she was co-president of the Parent Community Link and was involved in fund-raising projects for local non-profits. She was a member of the parent interview committee for ICSA's search for a new Director.

The Board welcomed the new nominated members and thanked Christopher and Andrew for their service to the Board of Trustees.

**Swimming programme**

During the previous Board Meeting, the Board requested more information from the Director regarding changes brought to the Swimming Programme at ICSA and the elimination of the position of Aquatics Director.

The Director outlined these reasons. The main issue is that there is no proper programme in place, no safety programme, no lifeguard programme. ICSA tried having Directors twice, and it has just not worked properly, with no proper programme in place. The new position would have as job to design the swimming programme.

The Board requested that the Director and the Senior Leadership Team provide more information to better understand the issues with the current programme, the expectations of a new programme and the new job description for the role that will deliver this (with highlight on the difference between the 2 positions) .

The Board raised concern with the decision to not renew the contract of the current Swimming Director. Board members asked for details on the terms of the Aquatics Director's contract, and any HR records related to his performance. The Board reiterated the importance of maintaining proper HR records and process in any termination of contract, non-renewal of contract or job demotion.

The Board highlighted how the current Swimming Director is held in very high regard by students and parents that are involved in the swimming team of the school, and that some parents that have learned about this decision have already started to complain. The Director advised that any parents that complain may be directed to him.

The Board was informed that the new position has been advertised and the current Swimming Director may re-apply. The Board was also informed that the school is not legally obliged to renew contracts after the end of the two-year period.

### **DEIJ Action Plan**

In follow-up to a request made by the Board during its December meeting, the Director provided an update to the Board on the DEIJ activities and action plan of the school. The background and history of introducing DEIJ since 2018 was outlined, running up to the activities of today. A written report was provided to the Board.

The Board recommended that this Action Plan be prepared with members of the existing DEIJ Committee and that the activities outlined be pulled together in the form of an action plan in tabular form, outlining the activities, roles and responsibilities and due dates. This will enable full overview and monitoring on progress.

## **2. APPROVAL OF MINUTES**

Minutes of the last Board Meeting were not circulated ahead of the meeting.

## **3. BOARD REPORTS**

### **Report of the Facilities Committee**

The advertisement for the recruitment of the Project Manager will be ready for posting by next week.

The Request for Bid document for the Design and Build has been reviewed by GECO and the lawyer. The Board requested that the facilities committee provide assurances that previous comments were addressed prior to moving to the next step in the procurement process.

### **Report of the Finance Committee**

A new Delegation of authority matrix is being prepared. The school is in the process of procuring an integrated school management system (SAGE Impact), and the finance committee is examining the proposal to ensure all needs are covered. The finance committee is currently examining the budget implications of the new staff positions proposed by management. Work on new finance policies is advancing, including the reserve fund policy and financial assistance policy.

### **Report of the HR Committee**

Deloitte HR Audit still under finalization.

### **Report of the Governance Committee**

Strategic Plan: An update on the Strategic planning process was provided by the Chair of the Governance committee, including on the recruitment of a consultant for the strategic planning workshop. The Terms of reference were shared with the Board. It was proposed that the drafting of the final strategy to the ToR be done by the consultant.

Board Succession/Elections: There will be three Board vacancies for 2023/24 school year. A presentation on the elections process and key dates was given by Clyde Vacher. The Call for the Nominating Committee will be launched on 23<sup>rd</sup> January.

**Communication Committee**

No updates

**Directors Report**

**Next Board Meeting:** 15<sup>th</sup> February 2023

**The meeting ended at 21:10**