



**Board of Directors Minutes of Meeting
Ordinary Board Meeting
Wednesday April 26, 2023**

Were present:

Mr. Bart WILLEMS; Chair
Mrs. Carina SUGDEN; Trustee
Mr. Jean François LE BIHAN; Trustee
Mrs. Yasmine YESSOUFOU; Trustee
Mrs. Jennifer WENXIN YOU; Trustee
Mrs. Nicole SHABANI; Trustee/US Embassy representative
Mr. Andrew GREENLAW; Trustee/US Embassy representative
(Mrs. Amber McCUE ; Future replacement of Mr. Andrew GREENLAW)
Mr. Seamus HENNESY; Director
Mrs. Heather NARO; Lower School Principal
Mr. Andy PONTIUS; Upper School Principal
Mrs. Binta H. TRAORE; Head of Operations

Attended via Zoom:

Mrs. Naomi W. N. MONOBOLOU; Trustee

1. CALL TO ORDER AND IMPORTANT MATTERS

The meeting was called to order by the chair at 06:05 pm.

The agenda for the meeting was read out:

- Call to order and important matters
- Approval of minutes
- Correspondence
- Governance Committee
- Finance Committee
- Facilities Committee
- HR Committee
- Director's report
- AGM of Wednesday May 3, 2023
- A.O.B.

2. Important matters

- Mail of Mr. Andrew GREENLAW of April 19, 2023: Mrs. Amber McCUE taking over as of next AGM
- Resignation of Mr. Clyde Vacher as Board member with immediate effect as of the March 8, 2023 via mail:
 - Replacement Board member: Following article 16 of the statutes the Board Executive Committee looked at the non-elected Board candidates of 2022-2023. Stefan Atchia is proposed by the VP and the Treasurer of the Board. The Board agrees the VP of the Board will first contact Stefan Achia to check if he's interested.
 - Call for new Board Secretary: Seamus will ask Mrs. Mabintou Sanogo, interim executive assistant, to make the minutes of the Board meetings till the end of the school year 2022-2023. It was agreed that the chair and the VP of the Board will take over the other responsibilities of the Board Secretary till the end of the school year.

3. Approval of Minutes

- Minutes of December 2022, January and February 2023: Published.

- Minutes of March 1, 2023: Approved, abridged minutes to be published by the Board chair
- Minutes of March 22, 2023: Approved, abridged minutes to be published by the Board chair

The VP of the Board made the remark of the potential risks of publishing detailed minutes of Board meetings on the internet. It had been discussed in past board meetings to make them only accessible to association members. The Board chair pointed out that there can also be risks in sharing detailed information on on-going deliberations/issues that have not been concluded to all the association members: we should only report the decisions taken by the Board. The Board agreed on making the published minutes much more concise and keeping the full detailed minutes internal to the Board.

4. Correspondence

One Correspondence received from a parent, which was handled by the Director in accordance with the relevant policy.

5. Governance Committee

- Board training

The Governance Committee chair proposed a board capacity development proposal for 2023-2024. The proposal was approved by the Board. The Governance Committee chair will start organising the events and inform the (future) Board members accordingly.

- Strategic plan

The Governance Committee chair presented the progress and next steps. The objective is to have the goals defined by mid-May and present them to the community by the end of May, to be approved at the Board meeting of June. For the defining the action plans the help of all Board members will be needed.

The Board chair pointed out that the actual 5th pillar “Quality Communication” is missing in the new list of priorities. The Governance Committee chair asked all Board members to have a look at the preliminary priorities and goals and come back with their remarks.

The goal of expanding the school to accommodate 750 children was discussed in relation to the facilities work. It was clarified that 750 is a longer-term goal, that the financial projections made for the project had been based on projections of a student growth trajectory of reaching 615 students over the coming 4 years.

- Nominating committee/Board elections

Ongoing, results by May 11, 2023.

- Non-Board committee members proposition:

General principles

1. Call for candidates just after the board elections, so mid-May, to have candidates before the last June Board meeting of the year at which the new President/VP/Treasurer/Secretary will be elected and the committees will be formed for the next school year 23/24.
2. Call is open for all Committees (Governance, Finance, Facilities, HR, Communication, ...).
3. Each committee minimum 3 to maximum 6 members.
4. Non-board committee members have only advisory roles, no voting rights (only Board members).
5. They must sign “Board Ethics” and “Individual Conflict of Interest and Code of Conduct Statement”.
6. Simple ToRs for each committee, summarising the key skills and competencies sought for each committee, must be defined by the committee chairs.

7. The governance committee will set up a sub-nominating committee to review the expressions of interest and propose the committee members to the new Board. The Governance committee is best positioned to lead the process as part of its responsibility on Board succession planning.

Planning

1. Ask actual committee chairs to prepare simple ToRs for each committee, summarising the key skills and competencies sought for each committee by Friday, 12th of May 2023.
2. Send out call for candidates by Friday, 19th of May 2023 to send expressions of interest to Governance/sub-Nominating Committee by completing a form by Monday, 5th of June (Amber recommending sending out google form for submission so we can view submissions in spreadsheet vs sifting through email. Form to include fields: name, email address, other contact info, drop down for committee one is interested in, text space to share about skills and competencies one has related to committee needs, and open text space to share any other relevant info).
3. Last Board meeting: Wednesday, 14th of June, to finalise the constitution of committees and inform the selected candidates.

This proposition was approved and ready to be executed. Mrs. Amber McCUE will take the lead.

6. Finance Committee

- Interim budget revised with new capital fee.
- Online payment portal: roll out foreseen for next school year.
- Reserve account created, awaiting the full amount to be transferred. The Interest rate will be 3%.
- Capital expenses to be transferred to the capital account.
- Tax exemption: US Embassy contacted, will prepare letter. First to clear ongoing tax issues before starting the tax exemption process. Deloitte is on the case.

7. Facilities Committee

- ToR Project Manager set to April 27, 2023:
 - At date 7 applications received
 - Analysis and choice:
 - Facilities + Finance committees
 - Mrs. Binta H. TRAORE will make compilation and send all files to committees' members by Friday April 28, 2023
 - Final decision: Wednesday May 3, 2023 at 10am with Mr. Michael Breece at ICSA
- ToR Project Manager was set for May 12, 2023

8. HR Committee

The Deloitte report is finished. Presentation Wednesday May 10, 2023 at 6pm at the library.

9. Director's report

- The HoS presented the positive evolution of the last 3 years in education, teachers' level, finances, ...
- The Head of Lower School presented the new initiatives for next year
- The HoS presented the co-curricular activities for next year
- The Head of Upper School presented the new initiatives for next year
- Security audit with the help of the US Embassy was done. Evacuation procedure to be put in place. US Embassy grants can be applied for in October.

10. AGM Wednesday May 3, 2023

- Finalise all presentations by Friday April 28, 2023
- General rehearsal: Monday May 1, 2023 or Tuesday May 2, 2023 via Zoom

11. A.O.B. in Closed Working Session of the Board

Final decision on the Aquatics Director position-

Board voted to support the organisational change proposed by the leadership, regarding the conversion of the Aquatics Director position to a teaching position.

The Board agreed to send a letter of warning/concern to the Director, shared with the new Director, regarding other actions to be taken in the next school year to ensure improved implementation of HR policies; WAISAL organisation; communication of swimming program; improved work planning and communication with Board.

12. Dates

- AGM on Wednesday, 3rd of May 2023
- Next Board Meeting: Debrief after the AGM + Wednesday, 24th of May, 2023

Meeting ended at 09:30 pm.