



**Board of Directors Minutes of Meeting
Ordinary Board Meeting
Wednesday March 1, 2023**

Were present

Mr. Bart WILLEMS; Chair
Mrs. Naomi W. N. MONOBOLOU; Trustee
Mrs. Carina SUGDEN; Trustee
Mr. Clyde VACHER; 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
Mr. Seamus HENNESY; Director
Mrs. Heather NARO; Lower School Principal
Mr. Andy PONTIUS; Upper School Principal
Mrs. Binta H. TRAORE; Head of Operations

1. CALL TO ORDER AND IMPORTANT MATTERS

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

The agenda for the meeting was read out:

- Call to order
- Agenda
- Approval of minutes
- Important Matters
- Correspondence
- Facilities Committee
- Finance Committee
- Governance Committee
- Nominating Committee
- Director's report
- A.O.B.

2. Approval of Minutes

Regarding the question of Minutes of Meeting of the Board, the Chair pointed out that Board Minutes are crucial, and that the past three Minutes were not yet made available to the Board. The Secretary apologised and explained that he was lost with all the Board Minutes and Meetings and that there was a need to catch up. He mentioned that all pending Board meetings Minutes will be made available at the next Board Meeting.

3. Correspondence

3.1 Email of parents from Grade 4

3.2. Meeting with Swimming Team Parents Group

A Meeting with the Swimming Team Parents Group has been planned for Thursday 2nd March 2023 at 08:00 (by Zoom). A presentation of the new Aquatics Programme will be shared to attendees. The Board advises SLT to share this event to a maximum of parents and Community members.

4. Facilities Committee

Jean-François LE BIHAN, Chair of the Facilities Committee, states that all files and documents are in the Board's Google Drive and that many Board members have already given their feedback on the matter. But he invites all to access the files and better understand the whole matter. He gives a presentation of the project, especially highlighting the process and selected companies for B&D.

Regarding the ToR for Project Manager, posting of the ToR should be effective very quickly. The Committee Chair and the Director will meet with the Communication & Events Officer to finalise the documents and postings, by 3rd March 2023. Publication should be ready by the second week of March 2023. Two or three weeks to be given to potential parties interested.

Regarding the EoIs previously sent to ICSA, the Board wanted assurances that all processes and best practices had been followed. It was found out that it was the case, even though the advertisement could have been published more widely. However, the first four companies to bid, and the fifth one, whose application had been stuck in a spam folder, were all good companies, with an excellent track record.

Furthermore, the Board was satisfied by the fact that the matter had been presented to the school's legal counsel and interactions enabled the Committee to strengthen the legal and statutory aspects of the matter. FIDIC (International Federation of Consulting Engineers) norms were used to that effect. The Order of Architects was also informed of the process and further interaction should be carried out through the President of the Order of Architects.

Posting of the final ToR for D&B will be sent to the five companies after adapting the ToR to proper local legislation and framework. The expert on the Facilities committee will be consulted to that effect. Sharing of ToR should be effective for the second week of March 2023.

The Board will check on whether companies that sent a bid proposal should be remunerated for their EoI.

It was also agreed that the Project Manager be recruited in time to support the selection process and that attention will be given to ensuring full community engagement in the design phase, to ensure that the particular needs of a school are taken into consideration. Time will be allocated to this process.

5. Finance Committee

The treasurer presented the 2023-2024 interim budget.

6. Governance Committee

As stated by the Committee Chair, March is the month of strategic planning culminating with the Strategic Planning workshop on 25th March 2023. Focus group discussion will be starting from the second week of March 2023 and the response from the Community has been good, with a diverse group of people expressing interest to join. The coordination with the MSA coordination group is also going well.

The Committee Chair will give much more updates and information on the next Board meeting scheduled for 22nd March 2023.

7. Nominating Committee

The Secretary gives an update on the Nominating Committee process.

Response has been positive from the Community and as of 1st March 2023 (cut-off date being 3rd March 2023) there were four volunteers, and an additional request from a student. It was the first time a student volunteered to be a member of the Nominating Committee. The Board accepted to include the student in the Nominating Committee, but with no voting rights.

The Board agreed to the following points to be taken as required competencies for candidates for the forthcoming elections: Construction & Facilities Management; Legal; Communication; Business Management with strong HR Background and long-term experience in Ivory Coast.

There was a discussion about whether the Board should include, in any future potential amendments to Statutes, points about requesting the presence of at least one elected Board member of Ivorian nationality, just as it is the case for an US national.

Regarding the next steps, the Secretary said that he would hand over all proceedings for the electoral process to the Nominating Committee, as per Statutes, in the second week of March 2023.

8. Director's report

Presentation of the Recruitment Report for Board information

Both Principals and the Director made a quick but meaningful presentation of the recruitment report, with emphasis on ongoing and some finalised recruitments.

ICSA's budget for Salaries & Benefits goes to a little more than 75%, which seems to be a fair ratio according to SLT while the Board wishes to see this figure better balanced. One solution would be to investigate better ways of lowering costs: Housing, Benefits, Insurance, Tax exemptions... Another way would be to raise tuition fees.

The Board approves the idea of looking into ways of lowering costs. The Head of Operations will come up at the next Board Meeting with a presentation about buying houses or renting on long-term basis houses for staff. Furthermore, the support of the US Embassy will be sought to explore possible Tax Exemption. This has been discussed for quite some time now following the KPMG Audit and the Director should follow up on the matter. For the tuition increase and Capital Fee increase, the Board voted on these matters after SLT members exit the meeting. It was decided to increase the Tuition Fees by 1% for the year 2023-2024 and the Capital Fee by 500 USD for the year 2023-2024.

9. A.O.B.

Request for meeting from PTO

The PTO Executive Committee asked to meet the Board at a Board Meeting, to be scheduled with a proper agenda. The Secretary will liaise with the PTO to that effect.

Interim update on Special Board Committee on Aquatics Department

Meeting ended at 21:50.