



Board of Directors Minutes of Meeting
Ordinary Board Meeting
Wednesday 22nd March 2023

Were physically present:

Mr. Bart WILLEMS; Chair
Mr. Seamus HENNESSY; Head of School
Mrs. Naomi W. N. MONOBOLOU; Trustee
Mrs. Carina SUGDEN; Trustee
Mrs. Jennifer WENXIN YOU; Trustee
Mrs. Yasmine YESSOUFOU; Trustee
Mr. Clyde VACHER; Trustee
Mr. Jean François LE BIHAN; 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. Andy Pontius; Upper School Principal
Mrs. Binta H. TRAORE; Head of Operations

Invited and excused:

Mrs. Heather Naro; Lower School Principal

1. CALL TO ORDER AND IMPORTANT MATTERS

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

1. Call to order and Important Matters
2. Meeting with PTO
3. Approval of minutes
4. Correspondence
5. Board Reports
6. Director's Report

1.2 **New Board of Trustee Member:** As was previously communicated to the Board, Mr. Andrew GREENLAW will be replaced by Mrs. Amber McCue from June 2023. To facilitate the transition Mrs. Amber McCue will join the Board meetings, as a non-voting member and the Governance committee activities. The Board welcomed Amber and thanked Andrew for his service to the Board of Trustees.

1.3 **PTO has requested to meet with the Board:** The Board has a full agenda in the coming weeks. The Board will propose to have a meeting with PTO at the Board meeting of the 24th of May 2023. The Board chair will contact PTO to propose an agenda.



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2. APPROVAL OF MINUTES

The minutes of December, January and February had been circulated in advance of the meeting, comments accepted, and they were approved.

The Secretary informed the Board that he had contacted the IT Director about restricting access to Board minutes to community members only. This may require revamping the website, and it was proposed to explore alternative website providers, however the IT Director explained that this cannot be done now as work is being done to create a payment portal.

3. BOARD REPORTS

3.1 Report of the Facilities Committee:

Progress on Project Manager/ Design and Build: The advertisement for the recruitment of the Project Manager has been posted across various media- Abidjan.net, L'Intelligent and ICSA website with a deadline of end of April (23)

The call for proposals for the Design and Build contract has been sent out to the shortlisted companies, with a deadline of May 12, 2023.

It was proposed that the Facilities committee will be called to examine the Project Manager proposals towards and complete a selection by mid-May to proceed with the review of the D&B proposals with the support of the selected PM once contracted. The Board chair informed the Board that Michaël Eeckhout, GM of Besix CI, is ready to assist us further if needed.

It was advised that efforts are made to ensure that the selected D&B company and Project Manager can gather inputs on needs/ demands from students and faculty for the architectural designs ahead of the summer break. They should also receive all the data and information from the previous architectural work.

Security/ Safety at ICSA: The issue of ensuring adequate attention to security/safety was also raised, in particular due to mounting security concerns from the Sahel. It was proposed that the school should establish a security liaison team, which would include Board members. This is something for the governance committee to decide how to manage.

It was also proposed to consider getting a communications consultant on a retainer contract, to coordinate communications during an emergency/crisis or in response to a serious incident that could cause reputational damage.

It was also proposed that crisis management training is organized and that some Board members attend. There are also security concerns around the construction. Check the faculty handbook for guidance.



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3.2 Report of the Finance Committee:

As we progress with the facilities project it is important that we advance on applying for tax exemptions, Deloitte is preparing this, but we are still waiting. It was suggested that the US Embassy is contacted to support, Andrew will follow-up and report back to the Board.

The reserve account has now been established, and an account for the building facilities fund has also been created.

There is a need to work on different financing scenarios for the coming 5 years based on different projections on student numbers. Currently the student numbers required to support the facilities project are unknown.

Work is on-going to implement SAGE (School Financing, Accounting and ERP software).

Work to establish an online payment portal is underway. The aim is to have a system in place by the end of April. It was strongly advised that the IT Director should be fully involved in any decisions related to IT-technology and supervise the work of any external consultant.

It was further advised that the school should consider a payment services integrator to avoid having to set up a connection or account to different mobile payment service providers. Recommendations were made to take into consideration all aspects of the customer journey on the e-commerce part of the ICSA website and not only the payment part. It is also important that the school internalize the knowledge and skills to manage most of the services and define their potential evolutions of the selected systems and platforms we put in place.

On the topic of attracting more students and increasing enrollments in the future, it was proposed that the school consider creating a scholarship program targeting Ivorian nationals, and offering a program that could bridge to university.

3.3 Report of the HR Committee:

Deloitte HR Audit still under finalization.

3.4 Report of the Governance Committee:

Strategy: The process of preparing the strategy is on track. The Chair of the Governance committee reminded all members that the workshop would be held on 25th March and that all were expected to attend. Most invitees have confirmed, including PTO members, upper school students, MSA chairs, SLT, etc. Prior to the workshop focus group sessions had been completed with different stakeholder groups, parents, students, faculty, administrative staff. A final survey had been sent out electronically to all community members in fr and eng to gather any last inputs. The SPC is analyzing and triangulating the data ahead of the workshop.

Board Succession: The nominating committee is formed, and they are progressing with the call for Board candidates and organizing the elections.



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Board Committees: Several community members have contacted the Board with interest to join committees. Some key principles/considerations around the formation of Board committees were presented to the Board. It was agreed that the committees should be opened to more community members, but that a process be determined. The focus should be on getting the right skills and those that apply need to commit for 2 semesters at least. It was proposed that a call for nominations be done before the end of the school year. The process should be led by the Governance committee.

3.5 Report of the Communication Committee:

No updates

4. Directors Report

The Director informed that an inclusion audit had been done and that the full report is expected in 2 weeks.

A College admissions expert will be visiting the school and will spend time with 10-11 graders and parents. Tim Stuart from overseas schools will be coming in May to check that the school meets the needs of the US Embassy.

5. Closed Working Session of the Board

6. Next Board Meeting: 26th April 2023

7. Adjournment: The meeting ended at 22h30