



**Board of Directors Minutes of Meeting  
Ordinary Board Meeting  
Wednesday, May 24, 2023**

**Were present:**

Mrs. Carina SUGDEN; Trustee; Chair  
Mr. Jean François LE BIHAN; Trustee  
Mrs. Yasmine YESSOUFOU; Trustee  
Mrs. Jennifer WENXIN YOU; Trustee  
Mrs. Nicole SHABANI; Trustee/US Embassy representative  
Mrs. Naomi W. N. MONOBOLOU; Trustee  
Mrs. Amber McCUE, Trustee/US Embassy representative  
Mr. Seamus HENNESY; Director  
Mr. Andy PONTIUS; Upper School Principal  
Mrs. Binta H. TRAORE; Head of Operations  
Mr. Stefan ATCHIA, Trustee Replacement 2022/23

**Attended via Zoom (observers)**

Dr. Anne LIHAU – N’KANZA, Elected Trustee 2023/24  
Mr. Zach CENTER, Elected Trustee 2023/24

**Excused**

Mr. Bart WILLEMS, Trustee

**1. PTO Presentation:**

- The meeting started at 17:05 with welcoming remarks from Carina Sugden, Chair, to the Board Members and especially to the **Parent Teachers Organisation (PTO)** (Board Liaison Mrs. Yasmine Wodie). The presentation from the PTO can be found in Annex. Key matters arising include:
  - PTO noted good working relationships with school principals and expressed appreciation for Andy Pontius and Heather Naro.
  - The PTO has a strong understanding of the parent/teacher/student dynamics and should be included in key information ahead of time, ahead of upcoming issues.
  - The PTO seeks to have a seat on the School Board as an observer and receive a contribution from the school budget to facilitate/enable its activities. The school management proposed that a percentage, based on budget surplus, when available, could be a good option for the PTO, in addition to the PTO fundraising activities.
  - It was proposed that the PTO keep good contact with the existing sponsor list (friends of ICOSA) for fund-raising activities.
  - The garden activities are also a strong PTO activity and it was proposed that it be also student-led.
- Collectively, the ISCA Board welcomed the presentation and recommendation of the PTO team and agreed to operationalize the key recommendations namely: (i) a PTO representative to assist to Board Meeting as an observer, non-voting and (ii) the finance committee of the Board to review the request and propose a budget allocation to PTO, including the proposal to propose a more sustained solution such as a specific yearly set aside % of the annual budget, on surplus, for the PTO.

## **2. CALL TO ORDER AND IMPORTANT MATTERS**

The Board Meeting was called to order by the chair at 17:35 pm.

The agenda for the meeting was read out:

- Call to order and important matters
- Approval of minutes
- Correspondence
- Board committee reports
  - Governance Committee
  - Finance Committee
  - Facilities Committee
  - HR Committee
- Director's report
- A.O.B.

## **3. Important matters**

- Resignation letter of Jennifer WENXIN YOU as Board member as of June 15, 2023
  - The board member took note of the resignation of Jennifer.
- The Board welcome Stefan ATCHIA as a replacement member for the current school year and proposed him as the new Board Secretary for the current school year.
  - Board members agreed to appoint Stefan as the new Board Secretary for the remaining school year 2022/23 meetings.

## **4. Approval of Minutes**

- The minutes of the Board meeting on April 26, 2023, were approved unanimously by all members.
  - Abridged minutes to be published.

## **5. Correspondence**

## **6. Board Committee Reports**

### **6.1 Governance Committee**

- Board training
  - All 2022 Board Members and upcoming 2023 Board members to participate to the training (3<sup>rd</sup> June). The training will be provided by Rick Detwiler, starting 2M to 5PM as virtual training.
  - It was proposed that the upcoming training include the operationalization of simple board operations procedures, such as the Robert's Rules of Order, to facilitate and standardise its administration, deliberation, and recordings.
  - For the retreat of the 2023/24 Board, it is proposed that the outgoing team participate also on the first day of the 2-day retreat. The proposed dates of the retreat are the 22 and 23 Aug 2023, but this is to be confirmed with the incoming Director and Board.
  
- Strategic plan
  - Carina SUGDEN presented the new proposed Strategic Plan and Goals for the School, starting 2023. The presentation is enclosed in Annex. Key discussions include:

- The inclusion of DEIJ, and request to add justice as part of the second strategic priority statement, as well as inclusivity across the goals, especially with regard to ensuring facilities and learning caters to special needs children.
  - There is an on-going process to develop the school's Core Values, which is being student led, together with the vision and the mission, they will form part of the overall strategic plan.
  - On financial management, the concept of financial sustainability for the school was deemed important. It was also noted that the current discussion between the US Embassy and the Government of Cote D'Ivoire for tax incentives, would also provide additional financial opportunities. It was further requested that one of the goals under the strategic priority on stewardship reflect the need to enhance key operational processes, including for procurement. The first goal under the last strategic priority was amended accordingly to reflect this.
  - The detailed operational action plan, and the proposed performance measures to monitor the implementation of the strategy will be developed by the leadership team and presented to the Board before the September Board meeting.
  - The Strategic Priorities and their associated Goals, incorporating the proposed amendments were approved by the Board.
- Non-board committees' members:
    - The call for volunteers to serve on the Board committees or task forces next school year is ready to be launched and will be sent out in the flash as well as through the PTO WhatsApp group.
  - Board effectiveness:
    - Proposal document was distributed to the Board members, for information at this stage.
    - It was proposed that, once the guideline for Board members is adopted, it is included in the Board operation, as Annex, to remove non-binding directives.
  - Board Evaluation:
    - The Board agreed to conduct a self-evaluation using the form that was shared, it will be converted to a google form. It was agreed that the responses would be used to inform the Board retreat in the fall.

## **6.2 Finance Committee**

- Discussion on the fiscal incentive for the school is ongoing between the US Embassy leadership and the Government of Côte d'Ivoire. The impact of such incentives, such as VAT exemption could be significant for the school, on CAPEX and OPEX.
- The new system for payment of tuition is now operational. Payment from Orange money etc. will be possible for uniforms, registration fees, ...

## **6.3 Facilities Committee**

- Interviews of three shortlisted construction project managers (PM) are underway. An evaluation report will be presented to the board for approval before the close of 2022/23 school year, so that contract be signed with the PM. A special Board meeting will be called to consider the evaluation committee's recommendation. The new ICSA Director is fully following each step of the process.
- The bidders for the design and build tender have submitted their offers (3 offers received), but their offers will be examined, once the PM is onboard.
- It was noted that conflicts of interest are enclosed in all board trustees' agreements and apply in this exercise.
- It was noted that all PM bidders have good experience and qualifications, and the school should use their support fully for efficient, safe, and effective facilities implementation.

## **6.4 HR Committee**

- The Deloitte report is finished. The presentation was postponed for May 25, 2023, at 6pm at the library.

## 7. Director's report

- Director Seamus presented the key elements of his report and is enclosed at Annex. Key discussions include:
  - As of 1<sup>st</sup> of July, both Seamus HENNESY and Michael BREECE will have management permission, to allow a smooth induction. As of 1<sup>st</sup> of August, Michael BREECE will have full management permissions.
  - It was noted that the US State Dept Regional Educational Officer (REO) was in Abidjan and had a fruitful discussion with the school management.

## 8. A.O.B.

- Archive of all documentation:
  - This should be done on the school server and not via individual Google accounts. School IT to propose a system.
  - As this was the final formal ICSA Board of the year 2022/2023, a special vote of thanks was proposed to:
    - Mrs. Yasmine YESSOUFOU as one of the longest-serving Board members, having completed a 2-year term;
    - Mr. Bart WILLEMS as the outgoing President, who also completed his 2-year term;
    - The School Director Mr. Seamus HENNESY, wishing him a well-deserved retirement.

## 9. Dates

- Next Meeting: Welcoming new Board 2023/24 planned on the 14th of June 2023.

**The meeting ended at 19:50 pm.**

### **Annexes:**

- i.PTO presentation*
- ii.Strategic Plan presentation*
- iii.Board effectiveness paper*
- iv.Director report presentation*